



FAQs – Capital Reorganisation - Share Consolidation and Sub-Division

The Q&A's are intended to assist with basic questions from VOG shareholders relating to the proposed Capital Reorganisation and how this affects their existing shareholding in the Company. The Q&A's should be considered together with the detailed information provided in the Shareholder Circular. Any information provided below should not be used to make any investment decision independent of reading the Shareholder Circular which has been sent to all the shareholders.

The definitions which apply in the Shareholder Circular have been used below.

What do I receive?

You will receive a new share certificate which indicates your entitlement to a number of New Ordinary Shares (pro-rata your existing shareholding).

The Deferred Shares will not have any commercial value and nor will these shares be tradable or have any entitlement to voting or dividend rights. [See example below]

What rights will I have?

The New Ordinary Shares will entitle you to the same voting and other rights as your existing shareholding prior to the Capital Reorganisation. The proportion of your voting rights in the New Ordinary Share capital will remain unchanged.

What will my shares be worth?

The value of the Company will not change as a direct result of the Share Consolidation and Sub-Division. While there will be a much smaller number of shares each share will be worth more. The trading price will of course be subject to any other factors that may affect the share price in ordinary course such as results and news release by the Company.

The nominal value is the book value of a share and represents the share capital value of the Company. When looking at the value of shares post consolidation it is the market value, or quoted share price of the equity that is important and not the nominal value.

So to determine an idea of the market value of your shares, post Capital Reorganisation, use a ratio of 1 to 40 (inverse of the consolidation) on the current share price. Then multiply the 'new' price with the amount of shares you would have following the process. The market value of your total shareholding is expected to be around the same pre and post consolidation, subject to any other factors that may affect the share price.

In the event that the number of Existing Ordinary Shares attributed to a Shareholder is not exactly divisible by 40, the Consolidation will generate an entitlement to a fraction of a Consolidated Ordinary Share. On the Sub-Division, such fractional entitlements will be carried over to the relevant New Ordinary Shares and Deferred Shares, and the New Ordinary Shares which comprise fractional entitlements will be aggregated and sold on the open market as set out in the Shareholder Circular.



By way of example:

1. Pre-consolidation:

Shareholder A, has 100,000 Existing Ordinary Shares of 0.5 pence each, valued at £1,500 based on a mid-market price of 1.5p.

(Shareholder approval will be sought for Capital Reorganisation (resolution 7) and amendments to the Articles of Association (resolution 8) at the Annual General Meeting to be held on 26 November 2014 and the following steps will occur subject to these approvals)

2. The consolidation occurs at one Consolidated Ordinary Share for every 40 Existing Ordinary Shares:

100,000 Existing Ordinary Shares of 0.5 pence each nominal value become 2,500 Consolidated Ordinary Shares with a nominal value of 20 pence each.

3. Sub-Division:

Immediately following the Consolidation, the 2,500, Consolidated Ordinary Shares with a nominal value of 20 pence each are sub-divided into:

- a. 2,500 New Ordinary Shares with a nominal value of 0.5 pence each; and
- b. 2,500 Deferred Shares with a nominal value of 19.5 pence each.

4. 2,500 New Ordinary Shares with a nominal value of 0.5 pence each:

The 2,500 New Ordinary Shares will be registered in the name of Shareholder A and commence trading on the AIM listed market at 8.00 a.m. on 27 November 2014.

A new market price for the New Ordinary Shares will be determined when the trading commences on AIM and is likely to reflect the consolidation ratio of 40:1 described above as well any other market factors and news flow from the Company.

As the total pool of shares has decreased by a factor of 40 the value of each share increases inversely.

Shareholder A's shareholding of 2,500 New Ordinary Shares will entitle him the same voting and other rights as his holding in Existing Ordinary Shares prior to the Capital Reorganisation as well as the same proportion of voting rights.

5. Deferred Shares with a nominal value of 19.5 pence each:

The 2,500 Deferred Shares will be registered in the name of the Shareholder A effective 27 November 2014. These shares will not have any commercial value and nor will these shares be tradable or have any entitlement to voting or dividend rights. Accordingly, these shares are of no value and no share certificates will be issued. Shareholder approval will be sought for cancellation of these shares in due course.

A new share class for Deferred Shares is being created through sub-division of the Consolidated Ordinary Share to enable each New Ordinary Share to retain the same nominal value of 0.5 pence, which is the current nominal value of each Existing Ordinary Share.