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This document is drawn up in accordance with the AIM Rules. This document does not constitute a prospectus and a copy of it has not been and will not be delivered to the registrar of companies in England and Wales for registration. This document contains no offer to the public within the meaning of schedule 11 Financial Services and Markets Act 2000, the Companies Act 1985, the Public Offer of Securities Regulations 1995 or otherwise.

The directors and proposed directors of Global Gaming Technologies plc (**Company**), whose names appear on page 6 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of such directors and proposed directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The sellers of Event Data Correlation Limited, whose names appear on pages 40 and 41 of this document, accept responsibility for the information contained in this document which relates to themselves, their family and related interests. To the best of the knowledge and belief of such sellers (who have taken all reasonable care to ensure that such is the case), such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been so authorised. Neither the delivery of this document nor any subscription made pursuant to this document will, under any circumstances, create any implication that there has been any change in the affairs of the Company since the date of this document or that the information in this document is correct at any time subsequent to the date of this document.

**Application will be made for the entire issued and to be issued share capital of the Company to be admitted to trading on the AIM market operated by London Stock Exchange plc (AIM). It is expected that such application to AIM will become effective and that dealings will commence on 27 June 2005.**

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks in investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The rules of AIM are less demanding than those of the Official List of the United Kingdom Listing Authority. It is emphasised that no application is being made for admission of the Ordinary Shares to listing on the Official List of the United Kingdom Listing Authority. London Stock Exchange plc has not itself examined or approved the contents of this document.

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# GLOBAL GAMING TECHNOLOGIES PLC

(incorporated in England and Wales with registered number 5181462)

## PROPOSED ACQUISITION OF EVENT DATA CORRELATION LIMITED

### NOTICE OF EXTRAORDINARY GENERAL MEETING

### APPLICATION FOR ADMISSION TO TRADING ON AIM

#### NOMINATED ADVISER AND BROKER

#### CANACCORD CAPITAL (EUROPE) LIMITED

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#### SHARE CAPITAL

The following table shows the authorised and issued share capital of the Company as it is expected to be immediately following completion of the proposals described in this document:

	Authorised shares		Issued and fully paid shares	
	Number	Nominal value	Number	Nominal value
Ordinary Shares	4,000,000,000	£10,000,000	186,058,334	£465,145

The Ordinary Shares to be issued pursuant to the proposals described in this document will on issue rank equally in all respects with the Existing Ordinary Shares and will rank in full for all dividends and other distributions declared after their issue in respect of the ordinary share capital of the Company.

**The whole of the text of this document should be read and in particular your attention is drawn to the section entitled "Risk Factors" set out in part 2 of this document.**

Canaccord Capital (Europe) Limited, which is authorised and regulated by the Financial Services Authority, is acting as Nominated Adviser and Broker to the Company. It is not acting for anyone else and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Canaccord Capital (Europe) Limited or for providing advice in relation to the contents of this document or the Admission of the Ordinary Shares to trading on AIM. In particular Canaccord Capital (Europe) Limited, in its capacity of Nominated Adviser to the Company, owes certain responsibilities to London Stock Exchange plc which are not owed to the Company or the Directors or to any other person in respect of his decision to acquire Ordinary Shares in reliance on any part of this document. No representation or warranty, express or implied, is made by Canaccord Capital (Europe) Limited as to the contents of this document, without limiting the statutory rights of any person to whom this document is issued.

**Notice of an extraordinary general meeting of Global Gaming Technologies plc. to be held at the offices of Fladgate Fielder, 25 North Row, London W1K 6DJ at 11 a.m. on 24 June 2005 is set out on page 46 of this document. Whether or not you intend to attend the meeting, it is important that you complete and return the form of proxy accompanying this document as soon as possible and in any event so as to be received by the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4BR not later than 11.00 a.m. on 22 June 2005.**

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## Expected timetable of principal events

Publication of this document	31 May 2005
Payment to be received from investors pursuant to the Commitment, in cleared funds	20 June 2005
Latest time for receipt of proxies	22 June 2005
Extraordinary general meeting	24 June 2005
Admission effective and dealings in the Enlarged Share Capital expected to commence on AIM	27 June 2005
CREST accounts expected to be credited for the Commitment Shares and Placing Shares	27 June 2005
Definitive share certificates for the Commitment Shares and Placing Shares expected to be despatched by	11 July 2005

## Definitions

The following definitions apply throughout this document, unless the context requires otherwise:

<b>Acquisition</b>	the proposed acquisition by the Company of the entire issued share capital of EDC.
<b>Acquisition Agreements</b>	the conditional agreements dated 24 March 2005 and 31 May 2005 between the Company and the Sellers, details of which are set out in paragraphs 7.1.9 and 7.1.10 of part 6 of this document.
<b>Acquisition Shares</b>	the 134,166,667 Ordinary Shares in the Company to be allotted and issued pursuant to the Acquisition Agreements.
<b>Admission</b>	the effective admission of the Enlarged Share Capital of the Company to trading on AIM in accordance with the AIM rules.
<b>AIM</b>	the AIM Market of the London Stock Exchange.
<b>AIM Rules</b>	the rules applicable to companies whose shares are traded on AIM published by the London Stock Exchange from time to time.
<b>Board or Directors</b>	the directors of the Company.
<b>CA 1985</b>	Companies Act 1985, as amended.
<b>City Code</b>	City Code on Takeovers and Mergers.
<b>Canaccord</b>	Canaccord Capital (Europe) Limited, the Company's nominated adviser and broker.
<b>Combined Code</b>	the code of best practice, including the principles of good governance, as set out in the Combined Code on Corporate Governance published in July 2003 by the Financial Reporting Council.
<b>Commitment</b>	the ability of the Company to require certain persons to subscribe for the Commitment Shares further details of which are set out on page 10 of this document.
<b>Commitment Shares</b>	5,625,000 Ordinary Shares to be issued at a price of 12p per share.
<b>Company or GGT</b>	Global Gaming Technologies plc, registered in England with company number 5181462.
<b>Concert Party</b>	the Sellers other than Richard Beresford and Paul Taylor.
<b>CREST</b>	the system for paperless settlement of trades and the holding of uncertificated shares administered by CRESTCo Limited.
<b>Enlarged Group</b>	GGT and EDC.
<b>Enlarged Share Capital</b>	the issued share capital of the Company immediately following completion of the Proposals.

## Definitions (continued)

<b>EDC</b>	Event Data Correlation Limited, a company registered in England and Wales with number 04886636, with its registered office at 91-94 Saffron Hill, London EC1N 8PT.
<b>EGM</b>	the extraordinary general meeting of the Company, notice of which is set out on page 46 of this document.
<b>Existing Ordinary Shares</b>	the 41,875,000 Ordinary Shares in issue at the date of this document.
<b>Group</b>	the Company and any subsidiary of the Company.
<b>London Stock Exchange</b>	London Stock Exchange plc.
<b>Medcas</b>	an EDC software product described in part 1 of this document.
<b>Ordinary Shares</b>	ordinary shares of 0.25p each in the capital of the Company.
<b>Panel</b>	the Panel on Takeovers and Mergers.
<b>Placing</b>	the placing of the Placing Shares as described in this document.
<b>Placing Shares</b>	the 4,166,667 Ordinary Shares the subject of the Placing.
<b>Proposals</b>	the proposals described in this document to issue the Acquisition Shares, the Commitment Shares, the Placing Shares and, as set out in paragraphs 7.1.1 and 7.2.5 of part 6 of this document, 225,000 Ordinary Shares in lieu of fees.
<b>Proposed Directors</b>	Ron Trenter, Dominic Johnson, Chris Cleverly and Paul Pullinger.
<b>Regulations</b>	Public Offers of Securities Regulations 1995.
<b>Sellers</b>	the shareholders of EDC, as listed in paragraph 10 of part 6 of this document.
<b>Share Dealing Code</b>	the code adopted by the Company on dealings in its securities.
<b>Suspension</b>	the suspension of trading in the Ordinary Shares on 2 March 2005.
<b>Resolutions</b>	the resolutions set out in the notice of EGM.
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland.
<b>Waiver</b>	the waiver of the obligations that would otherwise arise under Rule 9 of the City Code for the Concert Party to make a general offer for the whole of the Company's issued share capital on completion of the Acquisition.

## Acquisition statistics

Number of Ordinary Shares prior to the Acquisition	41,875,000
Number of Acquisition Shares	134,166,667
Issue price of Acquisition Shares	12p
Number of Commitment Shares	5,625,000
Number of Placing Shares	4,166,667
Number of Ordinary Shares in lieu of fees	225,000
Number of Ordinary Shares in issue on Admission	186,058,334
Percentage of the Enlarged Share Capital represented by the Acquisition Shares	72.11 per cent.
Percentage of the Enlarged Share Capital held by the Directors and Proposed Directors at Admission	47.95 per cent.
Gross proceeds of the Commitment and the Placing	£925,000
Proceeds of the Commitment and Placing net of expenses of the Acquisition	£525,000

## Directors and advisers

### Directors

John James Leat (*executive chairman*)  
Graham Langham Porter (*executive director*)

The business address of John Leat is 9th Floor, Bucklersbury House, 3 Queen Victoria Street, London EC4N 8EL and of Graham Porter is 12 Rue Pierre-Fatio, PO Box 3602, 1211 Geneva 3, Switzerland.

### Proposed Directors

Ronald Charles Trenter (*proposed non executive chairman*)  
Dominic Maleo Johnson (*proposed executive director*)  
Paul Stephen Pullinger (*proposed chief executive officer*)  
Christopher John Cleverly (*proposed non executive director*)

The business address of Ron Trenter, Dominic Johnson, Paul Pullinger and Chris Cleverly is 91-94 Saffron Hill, London EC1N 8PT.

### Registered office

Kitwell House  
The Warren  
Radlett  
Herts WD7 7DU

### Company secretary

Kitwell Consultants Limited  
Kitwell House  
The Warren  
Radlett  
Herts WD7 7DU

### Nominated Adviser and Broker

Canaccord Capital (Europe) Limited  
1st Floor  
Brook House  
27 Upper Brook Street  
London W1K 7QF

### Solicitors to the Company

Fladgate Fielder  
25 North Row  
London W1K 6DJ

### Solicitors to EDC and the Sellers

Orchard  
6 Snow Hill  
London EC1A 2AY

### Auditors and reporting accountants

Grant Thornton UK LLP  
Enterprise House  
115 Edmund Street  
Birmingham B3 2HJ

### Registrars

Capita Registrars  
The Registry  
34 Beckenham Road  
Beckenham  
Kent BR3 4TU

## Part 1

### Letter from the chairman

# Global Gaming Technologies PLC

KITWELL HOUSE ~ THE WARREN ~ RADLETT ~ HERTS WD7 7DU

(registered in England with no: 5181462)

#### **Directors**

John Leat (*executive chairman*)

Graham Porter (*executive director*)

31 May 2005

Dear Shareholder

#### **Introduction**

Your board announced on 29 March 2005 that the Company had entered into a conditional sale and purchase agreement to acquire the entire issued share capital of Event Data Correlation Limited for a consideration of 134,166,667 new Ordinary Shares, equating to £15.094 million based on the closing middle market price of an Ordinary Share of 11.25p on 2 March 2005, the date of the Suspension. In addition the Company announced that it is seeking to raise up to £675,000 through the issue of 5,625,000 Commitment Shares and that subject to completion of the Acquisition it has raised £250,000 through the issue of 4,166,667 Placing Shares. Following completion of the Acquisition, the Sellers will own, in aggregate, 72.11 per cent. of the Enlarged Share Capital.

In view of the size and nature of the Acquisition in relation to the Company, the transaction is a reverse takeover under the AIM Rules and therefore requires the prior approval of shareholders at the EGM. Additionally, because the Concert Party will own more than 30 per cent. of the Enlarged Share Capital the Company is seeking a waiver under Rule 9 of the City Code which would otherwise require the Concert Party to make a general offer to acquire those Ordinary Shares that it does not own. A resolution seeking the approval of the Waiver by shareholders voting on a poll will be proposed at the EGM.

The purpose of this document is to provide you with information on the Acquisition and to explain why the Directors consider it to be in the best interests of the Company and its shareholders as a whole and why they recommend that shareholders vote in favour of the Resolutions to be proposed at the EGM. If the Resolutions are duly passed at the EGM, the Company's existing trading facility on AIM will be cancelled and the Company will apply for the Enlarged Share Capital to be admitted to trading on AIM.

#### **The Company**

GGT was incorporated in England on 16 July 2004 and was admitted to AIM as an investment company on 29 November 2004 when it raised £675,000 before expenses, by way of a placing at 4p per share. The Company was established to build, through acquisition, a group specialising in providing enabling technologies for gaming markets. In the Company's AIM admission document of 15 November 2004, the Directors stated their intention to build the business by investing in early stage technology companies operating in the gaming sector. The Directors believe that the Acquisition satisfies the Company's stated investment strategy.

#### **Event Data Correlation Limited**

##### **EDC**

EDC was incorporated in England on 3 September 2003. It was established by Paul Pullinger, Chris Cleverly and Dominic Johnson to develop technology to exploit real-time statistical data from the global sports and events betting markets. EDC operates from premises in London; it employs ten full time staff and two part time staff.

## The opportunity

Just as stock markets have moved from paper based trading to electronic trading, the betting industry is increasingly focused on online and remote betting. In addition, instead of just being a one-way leisure purchase, bets are also considered as contracts for value expiring on a defined date that can change in value and, with the advent of betting exchanges, can be bought and sold. There are, however, very few facilities available for non leisure or trade participants in the betting markets because, among other reasons, suitable pricing and settlement systems do not exist and normalised data is not readily available in a timely manner. The absence of these factors presents EDC's opportunity.

## EDC's business strategy

EDC develops software to exploit the global market for the electronic dealing of bets.

EDC has developed software to exploit the fast-growing, global online betting market. EDC's proprietary aggregation and correlation software identifies and exploits trading opportunities from the vast amounts of online sports betting data and capitalises upon the opportunities offered within this market.

EDC has acquired under licence and further developed a software platform that aggregates and correlates vast amounts of online sports betting data in order to capitalise upon the dynamics and opportunities offered by the fragmented and fast-growing online betting market. The technology monitors real-time event-based data to identify price discrepancies. Trading is then undertaken using the software. Using this technology, EDC plans to generate income from a number of revenue streams:

- **Statistical trading** – i.e. taking advantage of price discrepancies in a similar way to money market hedging on financial markets.
- **Trade hedging** – facilitation of inter-party transactions to balance the books of betting counterparties to enable them to reduce their exposure.
- **Data sales** – sales of market data to media organisations, websites and traders.

Concurrent with this work, EDC plans to extend the range of counterparties from which it takes feeds of odds and volumes and with whom EDC trades.

## The technology

EDC has focused its development programme to date on creating a technology platform (MEDCAS) to enable global market scoping and testing across different sports and with numerous betting counterparties. This platform normalises incoming live price data across different sports betting markets and applies multiple scenarios in its correlators. Trading opportunities arise due to differentials in price and balance.

Based on the knowledge gained and data collected from extensive test trading using the MEDCAS platform and subsequent analysis of the results, EDC has developed direct interfaces with a number of counterparties.

The underlying infrastructure referred to above has been further developed to create an automated platform for trading across multiple events. This is a scalable software platform, designed to collect, correlate and effect trades on sub-second statistical data derived from multiple counterparties. The platform has its own internal security facilities to prevent unauthorised use or access and includes automated configuration features specific to each market. The platform allows traders to continuously analyse, evaluate and respond to market events. Real-time reporting functionality will provide information to EDC's traders, systems administrators and compliance officers.

A further period of development will be undertaken to extend the number of counterparties and events from which data can be aggregated and correlated and additional applications and scenarios created.

Given the global nature of the online sports and event-based betting market, EDC's technology has been designed to be scalable and to be deployed in multiple languages and across any global sport or event for which online data is available, including events which have been seen to be of interest to participants in the fast growing Asian gaming markets.

### **EDC's trading history**

To date, EDC's data collection from feeds from counterparties has allowed it to devise clear trading strategies. From data collected, EDC has:

1. isolated sports and markets which offer the highest number of individual statistical trading opportunities;
2. identified sports and markets which offer the highest yield in terms of gross statistical trading opportunities;
3. assessed trends in terms of the time at which the statistical trading opportunities occur during the lead up to and during events of a particular type; and
4. isolated parallel trading strategies across each sport where those statistical trading opportunities occurred.

To date, EDC's trading has been on a trial or development basis only. The Proposed Directors anticipate EDC commencing statistical trading in the first quarter of 2006.

### **Financial information on EDC**

An accountants' report on EDC is set out in part 4 of this document. As at 6 March 2005 EDC had incurred expenditure of £910,000 principally in respect of the development and testing of its software and employee costs. As at 6 March 2005 the net assets of EDC were £27,000.

### **Terms of the Acquisition**

Pursuant to the Acquisition Agreements, the Company has conditionally agreed to purchase the entire issued share capital of EDC through the allotment and issue of 134,166,667 new Ordinary Shares equating to £15.094 million based on the closing middle market price of an Ordinary Share of 11.25p on 2 March 2005, the date of the Suspension. Following completion of the Acquisition and the Proposals, the Sellers will, hold 134,166,667 Ordinary Shares representing 72.11 per cent. of the Company's issued ordinary share capital.

The Acquisition Shares will rank equally with the Existing Ordinary Shares. The Acquisition Shares, however, will be subject to the lock-in and orderly market arrangements set out in more detail in paragraphs 7.1.10 and 7.1.13 of part 6 of this document.

The Acquisition is conditional on, amongst other matters, the passing of the Resolutions at the EGM, including the approval of the Waiver, and Admission.

Further details of the Acquisition Agreements are set out in paragraphs 7.1.9 and 7.1.10 of part 6 of this document.

### **Current trading and prospects of the Enlarged Group**

Since its incorporation in July 2004, the Company's only significant activity has been to obtain admission to trading on AIM and to enter into conditional agreements relating to the Acquisition. The Company raised £541,250 net of expenses on its admission to AIM. Financial information on the Company is set out in part 3 of this document.

EDC's development of its technology over the last 12 months has proved that the technology has the potential to operate over multiple betting platforms. The success of the development gives the Proposed Directors confidence in EDC's business model and therefore in its prospects.

The Directors and Proposed Directors are committed to the investment strategy set out in the Company's AIM admission document dated 15 November 2004, which is that the Group will make investments through the acquisition of companies or interests in companies that provide enabling technologies to the gaming sector. The Directors and Proposed Directors believe that the combination of a continuation of this strategy, the Acquisition, the Commitment, the Placing and the associated Admission, gives the Board reason to be optimistic as to the Enlarged Group's prospects.

### **The Commitment and the Placing**

On publication of this document, the Company will approach those individuals with obligations under the Commitment to seek to raise up to £675,000 before expenses through the issue of up to a further 5,625,000 Ordinary Shares at 12p per share. At the time of the Company's admission to AIM on 29 November 2004, the Company effected the placing of 16,875,000 Ordinary Shares at the placing price of 4p per share ("Original Placing"). It was a term of the Original Placing that each placee is obliged to subscribe for one further Ordinary Share in the Company for every three Ordinary Shares subscribed for by them in the Original Placing, conditional on the completion of the acquisition by the Company of its first "Target Company". EDC is a "Target Company" and therefore the Company will enforce its rights under the Commitment.

Completion of the issue of any Commitment Shares is conditional upon the passing of the Resolutions proposed at the EGM and admission of the Commitment Shares to trading on AIM.

In addition on completion of the Acquisition, the Company will raise £250,000 through the issue of a further 4,166,667 Ordinary Shares.

The proceeds of the Commitment and the Placing will be used to meet costs associated with the Acquisition and to provide general working capital for the Enlarged Group.

The Commitment Shares and Placing Shares will rank equally with the Acquisition Shares and the Existing Ordinary Shares and in full for any dividends and other distributions paid or made in respect of the ordinary share capital of the Company after their issue.

### **The Board**

At the EGM, Resolutions will be proposed, conditional on obtaining Shareholders' approval of the Acquisition, to appoint Ron Trenter as non-executive chairman of the Company, Paul Pullinger as chief executive officer, Dominic Johnson as an executive director and Chris Cleverly as a non-executive director. At this time, Graham Porter and John Leat will each assume the role of an independent non-executive director.

Brief biographical details of the Directors, the Proposed Directors and EDC's senior management team are as follows:

#### **Directors**

##### ***John Leat (Executive chairman)***

John Leat, aged 57, has wide business experience and from 1974 to 2001 managed the business and personal affairs of the Al'Maktoum family, the ruling family of Dubai. John is currently a director of Corvus Capital Inc., Canisp plc and Gable Holdings Inc., all of which are companies whose shares are admitted to trading on AIM. Corvus Capital Inc. is a substantial shareholder in the Company.

##### ***Graham Porter (Executive director)***

Graham Porter, aged 45, has over 26 years' experience in the metal exchange markets. Graham worked as a metal broker in the City for 13 years, spending eight of these years with Billiton Enthoven Metal Brokers, before leaving the City in 1991 and moving overseas where he has been based ever since. Graham has over 20 years experience in the gaming sector

having advised on the operation of more than 20 bookmaking pitches at prestigious race tracks in the UK as well as providing consultancy services to bookmakers generally and in relation to legislative developments in fantasy gaming and online betting businesses. Mr Porter is also currently a director of Corvus Capital Inc.

### **Proposed Directors**

#### ***Ronald Charles Trenter (Proposed non-executive chairman)***

Ron Trenter, aged 60, spent 22 years with Texas Homecare where he was appointed managing director in 1980 and chairman and chief executive officer in 1991. He has held senior positions with a number of companies in the UK, the USA and in Europe and as a director of Home Charm Group plc and Ladbroke Retail Parks Limited, part of Ladbroke Group plc (now Hilton Group plc). He was executive chairman of Upton and Southern Holdings plc from 1995 to 1999, non executive chairman of Pursuit Dynamics Plc until 9 May 2005 and he is currently non executive chairman of Oasis Healthcare plc, the shares of which company are admitted to trading on AIM. He is also a non executive director of CVS (UK) Ltd and executive chairman of Laurel Management Holdings Limited, both venture capital backed companies.

#### ***Paul Pullinger (Proposed chief executive officer)***

Paul Pullinger, aged 41, has over 20 years experience working in the gaming industry for Bass, Granada and Rank. He was one of only 13 people in the country to be awarded an external lottery license on Rank's behalf. He set up the international business development function for Victor Chandler International, including: launching a weekly sports newspaper in Hong Kong, a lottery project in India and the launch of the first-ever UK facing online casino thespinroom.com. Paul also co-owns Pullinger Lampen Cleverly Interactive Limited a consultancy advising gaming companies on new distribution channels and media companies on opportunities in the provision of gambling services.

#### ***Dominic Johnson (Proposed executive director)***

Dominic Johnson, aged 38, joined Autonomy Corporation plc in February 1997 and he was appointed to the board as chief marketing officer in June 1998. In 2001, Dominic co founded Dremedia Limited, a broadcast technology company. Prior to joining Autonomy, Dominic worked at News Corporation, Channel Four and Granada Television where he held senior commercial and marketing roles. Dominic will be involved in all aspects of corporate strategy.

#### ***Chris Cleverly (Proposed non executive director)***

Chris Cleverly, aged 37, co-owns and runs Pullinger Lampen Cleverly Interactive Limited. Chris is also a broadcaster working across all five terrestrial channels. Chris is a qualified barrister and became the youngest person to be a head of chambers, founding and running Trafalgar Chambers for five years with 22 barristers. He has traded and provided consultancy advice on gambling opportunities. He is chief executive officer of Sweet China PLC, the shares of which are admitted to AIM.

The Board intends to make further appointments as the Company's acquisition programme progresses and suitable candidates for executive office are identified. Ideally, appropriate individuals will be found within the businesses acquired, but if this is not the case, consideration will be given to initiating an executive search process. The Directors also intend to appoint further independent, non-executive directors at appropriate stages in the Company's development.

### **Senior management**

#### ***Sam Glover (Chief technology officer)***

Sam Glover, aged 30, has over ten years of IT development experience. This ranges from the development of equity and derivative market analysis and charting tools to the project management of the IT relocation for Lloyds of London underwriters on behalf of Facilities Solutions Limited. Sam has also acted as a consultant on the technical infrastructure and computerization for Xchanging and Ins-Sure pre and post merger.

**Michael Pritchett** (*Finance and development officer*)

Michael Pritchett, aged 36, studied engineering and management at Gonville and Caius College Cambridge and Judge Institute of Management Studies. He joined United News and Media as a graduate trainee before holding management positions within the Financial Times group and at the corporate headquarters of Pearson plc, the international media company, where he gained experience of acquisitions with values of between US\$200m and US\$4bn. He then subsequently took charge of launching a number of new media and technology ventures for a \$2bn valued privately held company.

**Lock-ins and orderly market arrangements**

Following the Acquisition and Admission the Directors and Proposed Directors will in aggregate be interested in 89,212,429 Ordinary Shares which will represent 47.95 per cent. of the Enlarged Share Capital. Details of these shareholdings are set out in paragraph 5.1 of part 6 of this document. The Directors, Proposed Directors and the Sellers have undertaken to the Company and Canaccord that, except in limited circumstances (set out in paragraphs 7.1.10 and 7.1.13 of part 6 of this document), they will not sell or dispose of any of their Ordinary Shares for a period of 12 months from Admission and, for a further 12 months thereafter, they will only sell or dispose of their Ordinary Shares through Canaccord or the Company's broker from time to time.

**City Code on Takeovers and Mergers**

The terms of the Acquisition give rise to certain considerations under the City Code. Brief details of the City Code and the protections it affords, in circumstances such as the Acquisition, are described below. The City Code has not, and does not seek to have, the force of law. It has, however, been acknowledged by government and other regulatory authorities that those who seek to take advantage of the facilities of the securities market in the United Kingdom should conduct themselves in matters relating to takeovers in accordance with high business standards and so according to the City Code.

The City Code is issued and administered by the Panel. The City Code applies to all takeover and merger transactions, however effected, where the offeree company is, among others, a listed or unlisted public company resident in the United Kingdom. GGT is such a company and its shareholders are entitled to the protections afforded by the City Code.

Under Rule 9, any person who acquires, whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry 30 per cent. or more of the voting rights of a company which is subject to the City Code is normally required to make a general offer to all the remaining shareholders of that company to acquire the balance of the shares not held by such person, or group of persons acting in concert.

Rule 9 also provides, among others, that where any person, together with persons acting in concert with him, holds shares carrying more than 30 per cent. but not more than 50 per cent. of a company's voting rights and such person, or any person acting in concert with him, acquires additional shares which increase his percentage of the voting rights in that company, such person is normally required to make a general offer to all the remaining shareholders of that company

An offer under Rule 9 must be in cash and at the highest price paid within the preceding 12 months for any shares in the Company by the person required to make the offer or any person acting in concert.

For the purposes of the City Code, a "concert party" arises where persons acting in concert pursuant to an agreement or understanding, whether formal or informal, actively co-operate, through the acquisition by them of shares in a company, to obtain or consolidate control of a company, irrespective of whether the holding or holdings give *de facto* control.

The members of the Concert Party are deemed to be acting in concert for the purposes of the City Code. Further details of the Concert Party are set out in paragraph 10 of part 6 of this document. The Concert Party comprises the Sellers other than Richard Beresford and Paul Taylor (who hold shares in EDC in trust for the partners of Orchard solicitors which supplied services to EDC, payment for such services being settled in EDC shares).

Without a waiver approved by shareholders on a poll, the Concert Party would be obliged to make a mandatory cash offer for the entire issued ordinary share capital of GGT on completion of the Acquisition. Your Board believes that this consequence is not in the best interests of GGT or its shareholders.

On Admission and completion of the Proposals:

- the Concert Party, including the Proposed Directors plus Richard Beresford and Paul Taylor (whom are not members of the Concert Party), will own 134,166,667 Ordinary Shares representing approximately 72.11 per cent. of the Company's enlarged issued ordinary share capital;
- the Proposed Directors will own 84,545,763 Ordinary Shares representing approximately 45.44 per cent. of the Company's enlarged issued ordinary share capital.

The shareholdings of the Proposed Directors and the remainder of the Sellers on completion of the Proposals and on exercise by members of the Concert Party of the share options described in paragraph 12 of part 6 of this document will be as set out in the table below. The share options vest and are exercisable in amounts pro rata to the total number of options granted to a holder every three months from the date of their grant, being 4 March 2005, and are exercisable at any time until 3 March 2015.

Name	Number of Acquisition Shares	Percentage holding in the Enlarged Share Capital	Percentage holding in the Enlarged Share Capital, as enlarged by the exercise of options, on exercise of share options by the Concert Party
Dominic Johnson	30,088,345	16.17	16.17
Paul Pullinger	29,342,353	15.77	15.78
Chris Cleverly	25,115,065	13.50	13.60
Ron Trenter	0	0	2.08
Other Sellers	49,620,904	26.67	25.60
<b>Total</b>	<b>134,166,667</b>	<b>72.11</b>	<b>73.23</b>

Further details of the holdings of the Sellers are set out in paragraph 10 of part 6 of this document.

The Panel has agreed, however, subject to the passing of Resolution 2 in the notice of EGM by shareholders voting on a poll, to waive the obligation of the Concert Party to make a general offer under Rule 9 that would otherwise arise as a result of the issue of the Acquisition Shares. Accordingly, Resolution 2 is being proposed at the EGM and the vote will be taken on a poll.

On the assumption that the Acquisition and Proposals are completed, since the Concert Party will hold more than 50 per cent. of the Enlarged Share Capital and for so long as they continue to be treated as acting in concert, the Concert Party may accordingly increase its aggregate shareholding. The Panel should be consulted before any individual member of the Concert Party increases its holding through a Rule 9 threshold.

### Dividend policy

The Company has not paid dividends since incorporation. It is the intention of the Directors and Proposed Directors that the Company should achieve capital growth. Following Admission, the Company's dividend policy will be reviewed in the light of the availability of distributable reserves and the need to retain funds to finance the further growth of the Group.

## **Corporate governance**

Following Admission, the Directors and Proposed Directors intend to comply with the Combined Code as far as is applicable for a company of the size and nature of the Company.

The Company has adopted the Share Dealing Code for the Board and future employees and will take steps to ensure compliance by the Board and any relevant employees with the terms of this code.

The Directors have implemented such corporate governance procedures and established such committees of the Board as they believe are required, including audit and remuneration committees, for it to comply with the terms of the Combined Code upon completion of the Acquisition, in so far as is appropriate for a company of the size of the Company.

The Directors have established financial controls and reporting procedures which are considered appropriate given the size and structure of the Company. It is the intention of the Directors and the Proposed Directors that these controls will be reviewed in light of the Company's development and adjusted accordingly.

## **Settlement, dealings and CREST**

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument.

The Company's articles of association contain provisions concerning the transfer of shares which are consistent with the transfer of shares in dematerialised form in CREST under the Uncertificated Securities Regulations 2001.

Application will be made for the Enlarged Share Capital to be admitted to AIM. Subject to completion of the Acquisition, Admission is expected to take place on 27 June 2005.

Trading in the Enlarged Share Capital on AIM is expected to commence on 27 June 2005. Investors under the Commitment who ask to hold their Commitment Shares in uncertificated form will have their CREST accounts credited with their Commitment Shares on the day of Admission. If such investors ask to receive their Commitment Shares in certificated form, share certificates will be dispatched by first class post within 14 days of Admission.

## **Extraordinary general meeting**

On page 46 of this document is a notice convening an extraordinary general meeting of the Company to be held at the offices of Fladgate Fielder, 25 North Row, London W1K 6DJ at 11.00 a.m. on 24 June 2005 at which resolutions will be proposed to:

- (i) approve the Acquisition;
- (ii) approve the Waiver;
- (iii) appoint Ron Trenter as a director of the Company;
- (iv) appoint Dominic Johnson as a director of the Company;
- (v) appoint Paul Pullinger as a director of the Company;
- (vi) appoint Chris Cleverly as a director of the Company;
- (vii) authorise the Directors to allot Ordinary Shares;
- (viii) authorise the Directors to grant options, and subsequently to issue GGT shares on exercise of such options, to those persons that hold options over EDC's share capital as more particularly described in paragraph 12.5 of part 6 of this document; and
- (ix) disapply section 89 CA 1985.

Under the AIM Rules, if shareholders approve the Acquisition at the EGM, the Company will be admitted to AIM as a new applicant on the first business day after the EGM. If shareholder approval is not given, trading in the Existing Ordinary Shares will continue as normal.

## **Action to be taken**

A form of proxy for use at the EGM is enclosed. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the form of proxy to the Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4BR, as soon as possible and in any event so as to arrive not later than 11.00 a.m. on 22 June 2005. The completion and return of the form of proxy will not preclude you from attending the meeting and voting in person should you subsequently wish to do so.

## **Further information**

Your attention is drawn to the further information set out in:

1. part 2 of this document relating to risk factors;
2. part 3 of this document setting out an accountants' report on the Company;
3. part 4 of this document setting out an accountants' report on EDC;
4. part 5 of this document setting out the pro forma financial information for the Enlarged Group;
5. part 6 of this document summarising statutory and general information on the Company, EDC and the Concert Party; and
6. the notice of EGM.

## **Recommendation**

The Directors, who have been so advised by Canaccord, consider the terms of the Acquisition and the Waiver to be fair and reasonable and in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend shareholders to vote in favour of the Resolutions at the EGM as they intend to vote their beneficial holdings in favour of the Resolutions in respect of 4,583,332 Ordinary Shares representing approximately 10.95 per cent. of the Existing Ordinary Shares. In providing advice to the Board, Canaccord has taken into account the Directors' commercial assessments.

Yours faithfully

**John Leat**  
Chairman

## Part 2

### Risk factors

The investment detailed in this document may not be suitable for all its recipients. Before making an investment decision, prospective investors are advised to consult an investment adviser authorised under the Financial Services and Markets Act 2000 who specialises in investments of the kind described in this document. Prospective investors should consider carefully whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them.

In addition to the other relevant information set out in this document, the following specific factors should be considered carefully in evaluating whether to make an investment in the Company:

1. the price at which investors may realise their Ordinary Shares and the timing of any disposal of them may be influenced by a large number of factors, some specific to the Group and its proposed operations, and some which may affect the business sectors in which the Group operates and generally. These factors could include the performance of the Group's operations, large purchases or sales of shares in the Company, liquidity or absence of liquidity in the Ordinary Shares, legislative or regulatory changes relating to the business of the Group and general economic conditions;
2. investors may not recover the whole of their investment. This investment may be volatile and investors could lose all their investment;
3. the Company's future performance, and that of any companies which it invests in, will depend heavily on its ability to retain the services of the Directors and Proposed Directors and to attract, motivate and retain the services of suitable personnel. Although such individuals have entered or would be expected to enter into service agreements or letters of appointment with the Company, the loss of the services of any such individual may have a material adverse affect on the business, operations, revenues and/or prospects of the Group;
4. the ability of the Directors and Proposed Directors to implement the Company's investment strategy could be adversely affected by changes in the economy and/or in the sectors in which they intend to invest. Although the Company has a defined strategy, there can be no guarantee that its objectives or any of them will be achieved on a timely basis or at all;
5. rapid growth in the online gaming business is a relatively recent phenomenon. The Board cannot assure investors that the use of online gaming facilities will continue to develop at the same rate. If the number of online betting and gaming users does not continue to grow or grows more slowly than expected, the business of the Group and Target Companies may be adversely affected;
6. the market for online betting is characterised by rapid technological developments and frequent new product introductions. The emerging character of online gaming products and their rapid evolution will require that the Group continually improves the performance, features and reliability of its internet-based products. The Board cannot assure investors that the Company will be successful in responding quickly, cost effectively and sufficiently to these developments;
7. EDC's operations rely on its ability to download and correlate gaming data from the websites of betting operators and betting exchanges. Whilst EDC's relationship with the betting exchanges is good, there is no guarantee that such parties will continue to permit access to their data. In addition if EDC's hard wired data links were damaged this would leave EDC unable to access the data upon which it relies;

8. EDC is dependent on data and as with all computer based forms of data, there is a risk of corruption or loss of data;
9. new laws, guidelines and regulations may be adopted covering areas such as access, content, taxation, encryption, communications and pricing and quality of the Group's online products and these laws, guidelines and regulations could limit the growth of the Group's business or have an otherwise negative impact on any businesses the Company invests in;
10. to date EDC has not generated revenue but has incurred trading costs. The Group's future success will depend on the ability of the Directors and Proposed Directors to implement its strategy. While the Directors and Proposed Directors are optimistic about the Company's prospects, there is no certainty that anticipated acquisitions, revenues or growth will be achieved;
11. although it is the Company's intention to issue Ordinary Shares to satisfy all or part of the consideration payable for acquisitions, sellers of target companies may not be prepared to accept shares traded on AIM;
12. potential investors should be aware that the value of shares can go down as well as up, and that an investment in a share which is to be traded on AIM is likely to be less realisable and to carry a higher degree of risk than an investment in a share quoted on the Official List of the London Stock Exchange;
13. the Company may face competition from various organisations wishing to invest in similar businesses and companies. Some of these competitors may have greater resources than the Company. There can be no assurance that such competition will not limit the Company's ability to implement its strategy; and
14. it may be necessary for the Company to raise additional capital in future years to finance the growth of the Group through future stages of development. Any such capital may not be available to the Company on favourable terms or at all and will, if existing shareholders choose not to subscribe, lead to a dilution of their interest.

These risk factors do not necessarily comprise all those associated with an investment in the Company.

# Part 3

## Accountants' Report on Global Gaming Technologies plc

**Grant Thornton** 

Grant Thornton UK LLP  
Enterprise House  
115 Edmund Street  
Birmingham B3 2HJ

The Directors and Proposed Directors  
Global Gaming Technologies plc  
Kitwell House  
The Warren  
Radlett  
Herts WD7 7DU

and

The Directors  
Canaccord Capital (Europe) Limited  
1st Floor  
Brook House  
27 Upper Brook Street  
London W1K 7QF

31 May 2005

Dear Sirs

### Global Gaming Technologies plc (the Company)

#### 1 INTRODUCTION

1.1 We report on the financial information set out in paragraphs 2 to 7. This financial information has been prepared for inclusion in the Company's Admission Document dated 31 May 2005 ("the Admission Document").

#### **Basis of preparation**

1.2 The financial information set out in paragraphs 2 to 7 below is based on the unaudited management accounts of the Company from incorporation on 16 July 2004 to 28 February 2005 and has been prepared on the basis in paragraph 3, to which no adjustments were considered necessary.

#### **Responsibility**

- 1.3 Such unaudited management accounts are the responsibility of the directors of the Company.
- 1.4 The directors of the Company are responsible for the contents of the Admission Document in which this report is included.
- 1.5 It is our responsibility to compile the financial information set out in our report, to form an opinion on the financial information and to report our opinion to you.

#### **Basis of opinion**

- 1.6 We conducted our work in accordance with the Statements of Investment Circular Reporting Standards issued by the Auditing Practices Board. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.
- 1.7 We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

## Opinion

- 1.8 In our opinion the financial information gives, for the purposes of the Admission Document, a true and fair view of the loss and cash flow of the Company for the period ended 28 February 2005 and the state of affairs of the Company at the end of that period.

## Consent

- 1.9 We consent to the inclusion in the Admission Document of this report and accept responsibility for this report for the purposes of paragraph 45(8)(b) of Schedule 1 to the Public Offers of Securities Regulations 1995.

## 2 STATUTORY INFORMATION

- 2.1 Statutory information (including share movements) on the Company is as set out in Paragraph 1 of Part 6 of the Admission Document.

## 3 ACCOUNTING POLICIES

- 3.1 The financial information has been prepared in accordance with applicable United Kingdom accounting standards and under the historical cost convention.

## 4 PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 28 FEBRUARY 2005

	Note	£'000
Administrative expenses		33
<b>Loss on ordinary activities before tax</b>		<b>(33)</b>
Tax on loss on ordinary activities		–
<b>Loss for the financial period transferred from reserves</b>	<b>7.4</b>	<b>(33)</b>

## 5 BALANCE SHEET AT 28 FEBRUARY 2005

	Note	£'000
<b>Current assets</b>		
Debtors	7.1	12
Cash at bank and in hand		573
		585
<b>Creditors: amounts falling due within one year</b>	<b>7.2</b>	<b>(14)</b>
<b>Net current assets and net assets</b>		<b>571</b>
<b>Capital and reserves</b>		
Called up share capital	7.3	105
Share premium account	7.4	499
Profit and loss account	7.4	(33)
<b>Equity shareholders' funds</b>	<b>7.5</b>	<b>571</b>

## 6 CASH FLOW STATEMENT FOR THE PERIOD ENDED 28 FEBRUARY 2005

	Note	£'000
<b>Net cash outflow from operating activities</b>	<b>7.6</b>	<b>(31)</b>
<b>Financing</b>		
Issue of shares		738
Expenses in connection with issue of shares		(134)
<b>Net cash inflow from financing</b>		<b>604</b>
<b>Increase in cash</b>	<b>7.7</b>	<b>573</b>

## 7 NOTES TO THE FINANCIAL INFORMATION

### 7.1 Debtors

VAT recoverable	£'000
	12

### 7.2 Creditors: amounts falling due within one year

Trade creditors	£'000
Accruals	2
	12
	14

### 7.3 Share capital

	£'000
<b>Authorised</b>	
4,000,000,000 ordinary shares of 0.25p each	10,000
<b>Issued and fully paid</b>	
41,875,000 ordinary shares of 0.25p each	105

The Company was incorporated on 16 July 2004 with an authorised share capital of £10,000,000 divided into 4,000,000,000 ordinary shares of 0.25p each. Two ordinary shares were issued at par.

On 5 November 2004 a further 24,999,998 ordinary shares were issued at par for cash.

On 29 November 2004, the Company issued 16,875,000 ordinary shares of 0.25p each at 4p per share. The difference between the total consideration of £675,000 and the total nominal value of £42,188 has been credited to the share premium account (£632,812).

### 7.4 Share premium account and reserves

	Share premium account £'000	Profit and loss account £'000
On incorporation	–	–
Retained loss for the period	–	(33)
Premium on allotment during the period	633	–
Share issue expenses	(134)	–
At 31 December 2004	499	(33)

### 7.5 Shareholders' funds

	£'000
Loss for the financial period	(33)
Issue of shares	738
Share issue expenses	(134)
Net increase in shareholders' funds and shareholders' funds at 31 December 2004	571

**7.6 Net cash outflow from operating activities**

	<b>£'000</b>
Operating loss	(33)
Increase in debtors	(12)
Increase in creditors	14
<hr/>	
Net cash outflow from operating activities	(31)
<hr/>	

**7.7 Reconciliation of net cash flow to movement in net funds**

	<b>£'000</b>
Increase in cash and net movement in funds in the period	573
Opening net funds	–
<hr/>	
Closing net funds	573
<hr/>	

Yours faithfully

GRANT THORNTON UK LLP

## Part 4

# Accountants' Report on Event Data Correlation Limited

**Grant Thornton** 

Grant Thornton UK LLP  
Enterprise House  
115 Edmund Street  
Birmingham B3 2HJ

The Directors and Proposed Directors  
Global Gaming Technologies plc  
Kitwell House  
The Warren  
Radlett  
Herts WD7 7DU

and

The Directors  
Canaccord Capital (Europe) Limited  
1st Floor  
Brook House  
27 Upper Brook Street  
London W1K 7QF

31 May 2005

Dear Sirs

### **Event Data Correlation Limited** (EDC)

#### **1 INTRODUCTION**

- 1.1 We report on the financial information set out in paragraphs 2 to 7. This financial information has been prepared for inclusion in the Admission Document (the "Admission Document") dated 31 May 2005 of Global Gaming Technologies plc (the "Company").

#### **Basis of preparation**

- 1.2 The financial information set out in paragraphs 2 to 7 below is based on the audited financial statements of EDC for the period from incorporation on 3 September 2003 to 6 March 2005 and has been prepared on the basis set out in paragraph 3, to which no adjustments were considered necessary.

#### **Responsibility**

- 1.3 Such financial statements are the responsibility of the directors of EDC.
- 1.4 The directors of the Company are responsible for the contents of the Admission Document in which this report is included.
- 1.5 It is our responsibility to compile the financial information set out in our report from the financial statements, to form an opinion on the financial information and to report our opinion to you.

#### **Basis of opinion**

- 1.6 We conducted our work in accordance with the Statements of Investment Circular Reporting Standards issued by the Auditing Practices Board. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. The evidence included that obtained by H W Fisher & Company in respect of the period ended 6 March 2005, who audited the financial statements and underlying financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial statements underlying the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.
- 1.7 We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

### Opinion

- 1.8 In our opinion the financial information gives, for the purposes of the Admission Document, a true and fair view of the loss and cash flow of EDC for the period ended 6 March 2005 and the state of affairs of EDC at the end of that period.

### Consent

- 1.9 We consent to the inclusion in the Admission Document of this report and accept responsibility for this report for the purposes of paragraph 45(1)(b)(iii) of Schedule 1 to the Public Offers of Securities Regulations 1995.

## 2 STATUTORY INFORMATION

- 2.1 EDC was incorporated as a company in England and Wales on 3 September 2003 with registered number 04886636.

## 3 ACCOUNTING POLICIES

### 3.1 Basis of accounting

The financial information has been prepared in accordance with applicable United Kingdom accounting standards and under the historical cost convention.

#### *Going concern*

The directors of EDC have today finalised a transaction in which EDC has been acquired by AIM listed Global Gaming Technologies plc. The transaction is a reverse transaction under the AIM rules as a result of the former shareholders of EDC holding 72.11% of the enlarged share capital of Global Gaming Technologies plc. Co-terminous with the acquisition Global Gaming Technologies plc has raised £925,000 before expenses by way of a Placing of ordinary shares. The proceeds raised from the Placing will be used, in part, to fund this company.

On this basis the directors consider it appropriate to prepare the financial statements on a going concern basis.

### 3.2 Intangible fixed assets

Software licenses are included at cost and amortised on a straight line basis over their useful economic life of two years.

### 3.3 Deferred taxation

Deferred tax is recognised on all timing differences where the transactions or events that give EDC an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date.

## 4 PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 6 MARCH 2005

	Note	£'000
Administrative expenses		(898)
<b>Operating loss</b>	7.1	(898)
Interest receivable		2
Interest payable and similar charges	7.3	(14)
<b>Loss on ordinary activities before taxation</b>		(910)
Taxation	7.4	–
<b>Loss for the financial period transferred from reserves</b>	7.9	(910)

There are no recognised gains or losses other than the loss for the period.

All activities are classed as continuing.

**5 BALANCE SHEET AT 6 MARCH 2005**

	Note	£'000
<b>Fixed assets</b>		
Intangible assets	7.5	23
<hr/>		
<b>Current assets</b>		
Debtors	7.6	51
Cash at bank and in hand		41
<hr/>		
<b>Creditors: amounts falling due within one year</b>	7.7	92 (88)
<hr/>		
<b>Net current assets</b>		4
<hr/>		
<b>Total assets less current liabilities</b>		27
<hr/>		
<b>Capital and reserves</b>		
Called up share capital	7.8	11
Share premium	7.9	926
Profit and loss account	7.9	(910)
<hr/>		
<b>Equity shareholders' funds</b>	7.10	27

**6 CASH FLOW STATEMENT FOR THE PERIOD ENDED 6 MARCH 2005**

	Note	£'000
<b>Net cash outflow from operating activities</b>	7.11	(718)
<b>Returns on investments and servicing of finance</b>		
Interest received		2
Interest paid		(14)
<hr/>		
<b>Net cash outflow from returns on investments and servicing of finance</b>		(12)
<hr/>		
<b>Capital expenditure</b>		
Purchase of intangible fixed assets		(60)
<hr/>		
<b>Net cash outflow before financing</b>		(790)
<b>Financing</b>		
Issue of shares		831
<hr/>		
<b>Net cash inflow from financing</b>		831
<hr/>		
<b>Increase in cash</b>	7.12	41

**7 NOTES TO THE FINANCIAL INFORMATION****7.1 Operating loss**

The operating loss is stated after charging:

	£'000
Auditors remuneration	5
Directors' emoluments	166
Amortisation of intangible fixed assets	37
Operating leases – other	33
<hr/>	

**7.2 Staff costs**

	£'000
Wages and salaries	260
Social security costs	26
<hr/>	
	286

The average number of employees during the period was as follows:

	Number
Sales and administration	4
<hr/>	

### 7.3 Interest payable and similar charges

	£'000
Other interest payable	14
<hr/>	

### 7.4 Corporation tax

No corporation tax charge arises in view of the loss for the financial period. EDC has unrelieved tax losses of approximately £910,000 available to carry forward and offset against future taxable trading profits. No deferred tax asset has been provided in respect of these losses because there is insufficient certainty over their recoverability.

### 7.5 Intangible fixed assets

	£'000
<b>Cost</b>	
Additions	60
<hr/>	
At 6 March 2005	60
<hr/>	
<b>Amortisation</b>	
Charge for the period	37
<hr/>	
At 6 March 2005	37
<hr/>	
<b>Net book value</b>	
As at 6 March 2005	23
<hr/>	

### 7.6 Debtors

	£'000
Trade debtors	8
Other debtors	30
Prepayments and accrued income	13
<hr/>	
	51
<hr/>	

### 7.7 Creditors: amounts falling due within one year

	£'000
Trade creditors	19
Social security and other taxes	35
Accruals and deferred income	34
<hr/>	
	88
<hr/>	

### 7.8 Share capital

	£'000
<b>Authorised</b>	
11,000 ordinary shares of £1 each	11
<hr/>	
<b>Allotted, called up and fully paid</b>	
10,791 ordinary shares of £1 each	11
<hr/>	

EDC was incorporated on 3 September 2003 with an authorised share capital of £1,000 divided into 1,000 ordinary shares of £1 each. Two subscriber shares were issued at par.

During the period from incorporation to 6 March 2005 the authorised share capital was increased by 10,000 ordinary shares of £1 each to £11,000 and 10,789 further shares were issued at various prices. The difference between the total consideration for these further issues of £936,711 and the total nominal value of the shares issued of £10,789 has been credited to the share premium account (£925,922). Of these shares, 333 were issued for £106,000 to settle amounts due to certain creditors.

On 4 March 2005 EDC granted 1,154 share options under an Enterprise Management Incentive Share Option scheme. The price for exercise of the option is £1. At 6 March 2005 none of the options had been exercised. The options lapse on 3 March 2015.

7.9 Reserves	Share premium account £'000	Profit and loss account £'000
On incorporation	–	–
Loss for the financial period	–	(910)
Premium on allotment during the period	926	–
At 6 March 2005	926	(910)

7.10 Reconciliation of movement in shareholders' funds	£'000
Loss for financial period	(910)
Issue of shares	937
Net increase in shareholders' funds	27
Shareholders' funds brought forward	–
Shareholders' funds carried forward	27

7.11 Net cash outflow from operating activities	£'000
Operating loss	(898)
Amortisation	37
Other non-cash items	106
Increase in debtors	(51)
Increase in creditors	88
Net cash outflow from operating activities	(718)

7.12 Reconciliation of net cashflow to movement in net funds	£'000
Increase in cash and movement in net funds in the period	41
Net funds at start of the period	–
Net funds at the end of the period	41

7.13 Analysis of movement in net funds	On incorporation £'000	Cashflow £'000	As at 6 March 2005 £'000
Cash at bank and in hand	–	41	41

7.14 Commitments  
There were no capital commitments at 6 March 2005.

#### **7.15 Contingent liabilities**

There were no contingent liabilities at 6 March 2005.

#### **7.16 Transactions with directors and related parties**

During the period the following related party transactions took place:

Consultancy fees were paid to the directors P Pullinger and C Cleverly of £10,000 and £4,000 respectively

Consultancy fees of £278,548 were payable to X L Services Limited, a company in which Mr Glover is the sole shareholder and director. Mr Glover is a key member of the EDC management team and X L Services Limited is a shareholder in EDC. At the period end £8,345 is due to X L Services Limited.

Yours faithfully

GRANT THORNTON UK LLP

## Part 5

### Pro forma statement of net assets of the Enlarged Group

#### UNAUDITED PRO FORMA STATEMENT OF NET ASSETS OF GLOBAL GAMING TECHNOLOGIES PLC AND EVENT DATA CORRELATION LIMITED (THE ENLARGED GROUP)

Set out below is the unaudited pro forma statement of net assets of the Enlarged Group, prepared on the basis of the notes set out below, to illustrate how the proposed acquisition of Event Data Correlation Limited, the Placing and Commitment and Admission might have affected the net assets of Global Gaming Technologies plc. This statement has been prepared for illustrative purposes only, and because of its nature, it may not give a true and fair picture of the financial position of the Enlarged Group.

	Global Gaming Technologies plc	Event Data Correlation Limited	Placing and Commitment net proceeds	Enlarged group pro forma net assets
	At 28 February 2005 Note (1) £'000	At 6 March 2005 Note (2) £'000	Note (3) £'000	£'000
<b>Fixed assets</b>				
Intangible fixed assets	–	23	–	23
<b>Current assets</b>				
Debtors	12	51	–	63
Cash at bank and in hand	573	41	525	1,139
	585	92	525	1,202
<b>Creditors:</b>				
amounts falling due within one year	(14)	(88)	–	(102)
<b>Net current assets</b>	571	4	525	1,100
<b>Total assets less current liabilities</b>	571	27	525	1,123

#### Notes:

- (1) The financial information relating to Global Gaming Technologies plc has been extracted, without material adjustment, from the Accountants' Report on Global Gaming Technologies plc as at 28 February 2005, which is included in part 3 of this document.
- (2) The financial information relating to Event Data Correlation Limited has been extracted, without material adjustment, from the Accountants' Report on Event Data Correlation Limited as at 6 March 2005, which is included in part 4 of this document.
- (3) The adjustment reflects the gross proceeds of the Placing and the Commitment of approximately £925,000, less estimated expenses of approximately £400,000.
- (4) The pro-forma financial information does not constitute statutory accounts within the meaning of section 240 of the Companies Act.
- (5) No adjustment has been made to take account of trading, capital or other movements subsequent to the latest balance sheets and profit and loss accounts included in the Accountants' Reports on Global Gaming Technologies plc and Event Data Correlation Limited set out in parts 3 and 4 respectively of this document.

The Directors and Proposed Directors  
Global Gaming Technologies plc  
Kitwell House  
The Warren  
Radlett  
Herts WD7 7DU

and

The Directors  
Canaccord Capital (Europe) Limited  
1st Floor  
Brook House  
27 Upper Brook Street  
London W1K 7QF

31 May 2005

Dear Sirs

### **Pro forma financial information**

We report on the pro forma financial information set out above, which has been prepared, for illustrative purposes only, to provide information about how the Acquisition of Event Data Correlation Limited and the issue of the Commitment Shares and Placing Shares might have affected the financial information presented.

#### **Responsibilities**

It is the responsibility solely of the directors and proposed directors of Global Gaming Technologies plc (the Company) to prepare the pro forma financial information.

It is our responsibility to form an opinion on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom the reports were addressed by us at the dates of their issue.

#### **Basis of opinion**

We conducted our work in accordance with the Statements of Investment Circular Reporting Standards and Bulletin 1998/8 "Reporting on pro forma financial information pursuant to the Listing Rules" issued by the Auditing Practices Board. Our work, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the pro forma financial information with the directors of the Company.

#### **Opinion**

In our opinion:

- the pro forma financial information has been properly compiled on the basis stated;
- such basis is consistent with the accounting policies of the Company; and
- the adjustments are appropriate for the purposes of the pro forma financial information as disclosed.

Yours faithfully

GRANT THORNTON UK LLP

## Part 6

### Statutory and general information

#### 1. The Company

- 1.1 The Company was incorporated in England and Wales as a public limited company on 16 July 2004 under CA 1985, with registered number 5181462, with the name Fantasy Gaming plc. On 28 October 2004, the Company changed its name to Global Gaming Technologies plc.
- 1.2 The Company has received a certificate pursuant to section 117 CA 1985 to enable it to commence business and exercise its borrowing powers. The Company's principal place of business is at Kitwell House, The Warren, Radlett, Hertfordshire WD7 7DU.
- 1.3 The liability of the members of the Company is limited.
- 1.4 The Company was incorporated with an authorised share capital of £10,000,000 divided into 4,000,000,000 Ordinary shares of 0.25p each, of which two were issued as subscriber shares.
- 1.5 On 10 November 2004 the Company allotted 24,999,998 Ordinary Shares at par and on 25 November 2004 allotted 16,875,000 Ordinary Shares at 4p per share.
- 1.6 The authorised and issued share capital of the Company at the date of this document and following completion of the Proposals, is and will be as follows:

	Number of Ordinary Shares			
	£	Authorised Shares	£	Issued and fully paid Shares
Current	10,000,000	4,000,000,000	104,688	41,875,000
On Admission	10,000,000	4,000,000,000	465,145	186,058,334

- 1.7 The Directors are authorised for the purposes of section 80 CA 1985 to allot Ordinary Shares up to the maximum of authorised but unissued capital of £9,937,500, such authority to expire on 27 October 2009, unless previously revoked or varied by the Company in a general meeting. At the EGM a resolution will be proposed to extend this authority to 23 June 2010.
- 1.8 The directors are authorised pursuant to section 95(1) CA 1985 to allot equity securities, as defined in section 94(2) CA 1985, as if section 89(1) CA 1985 did not apply to such allotment, such authority expiring on the conclusion of the next annual general meeting of the Company, and the directors may allot equity securities following an offer or agreement made before the expiry of the authority and provided that the authority is limited to:
- 1.8.1 the allotment of equity securities in connection with the placing of 16,875,000 Ordinary Shares in November 2004 and the Commitment, but subject to any exclusions or arrangements the Directors think necessary or expedient for the purpose of dealing with fractional entitlement or legal or practical problems under the laws of any territory or the requirement of any recognised regulatory body or stock exchange in any territory up to an aggregate nominal amount of £56,250; and
- 1.8.2 the allotment of equity securities, otherwise than in accordance with paragraph 1.8.1, up to an aggregate nominal amount of £23,750 being 22.68 per cent. of the Company's issued share capital at the date of this document. At the EGM a resolution will be proposed to amend this authority up to an aggregate nominal amount of £93,000 being 20 per cent. of the Company's Enlarged Share Capital.
- 1.9 The business of the Company and its principal activity is that of an investment company.
- 1.10 Neither the Company nor EDC have subsidiaries. On completion of the Acquisition, the Company and EDC will be part of the same group.
- 1.11 Other than as disclosed in this document, the Company does not have in issue any securities not representing share capital and there are no outstanding convertible securities issued by the Company.

#### 2. Memorandum of association

The principal objects of the Company are set out in clause 3 of its memorandum of association and are to carry on business as a general commercial company.

### **3. Articles of association**

The rights attaching to the Ordinary Shares, as set out in the articles of association of the Company, contain, amongst others, the following provisions:

#### ***Votes of members***

- (a) Subject to any special terms as to voting or to which any shares may have been issued, no shares having been issued subject to any special terms, on a show of hands every member who being an individual is present in person or, being a corporation is present by a duly authorised representative, has one vote, and on a poll every member has one vote for every share of which he is the holder.
- (b) Unless the directors determine otherwise, a member of the Company is not entitled in respect of any shares held by him to vote at any general meeting of the Company if any amounts payable by him in respect of those shares have not been paid or if the member has a holding of at least 0.25 per cent. of any class of shares of the Company and has failed to comply with a section 212 notice.

#### ***Variation of rights***

Subject to the provisions CA 1985, if at any time the capital of the Company is divided into different classes of shares, the rights attached to any class may be varied or abrogated with the consent in writing of the holders of at least three-fourths in nominal value of that class or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of that class but not otherwise. The quorum at any such meeting is two or more persons holding, or representing by proxy, at least one-third in nominal value of the issued shares in question.

#### ***Transfers of shares***

- (a) Subject to the provisions of the articles relating to CREST, all transfers of shares will be effected in the manner authorised by the Stock Transfer Act 1963 and must be signed by or on behalf of the transferor and, in the case of a partly paid share, by or on behalf of the transferee. The transferor is deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect of it.
- (b) The directors may, in their absolute discretion and without assigning any reason, refuse to register the transfer of a share in certificated form if it is not fully paid or if the Company has a lien on it, or if it is not duly stamped, or if it is by a member who has a holding of at least 0.25 per cent. of any class of shares of the Company and has failed to comply with a section 212 notice. In exceptional circumstances approved by the London Stock Exchange, the directors may refuse to register any such transfer, provided that their refusal does not disturb the market.
- (c) The articles of association contain no restrictions on the free transferability of fully paid ordinary shares provided that the transfers are in favour of not more than four transferees, the transfers are in respect of only one class of share and the provisions in the articles of association, if any, relating to registration of transfers have been complied with.

#### ***Payment of dividends***

Subject to the provisions CA 1985 and to any special rights attaching to any shares, the shareholders are to distribute amongst themselves the profits of the Company according to the amounts paid up on the shares held by them, provided that no dividend will be declared in excess of the amount recommended by the directors. A member will not be entitled to receive any dividend if he has a holding of at least 0.25 per cent. of any class of shares of the Company, and has failed to comply with a section 212 notice. Interim dividends may be paid if profits are available for distribution and if the directors so resolve. The Company or its directors may fix a date as the record date for a dividend provided that the record date is not later than the date on which the dividend is paid or made.

#### ***Unclaimed dividends***

Any dividend unclaimed after a period of 12 years from the date of its declaration will be forfeited and will revert to the Company.

#### ***Untraceable shareholders***

The Company may sell any share if, during a period of 12 years, at least three dividends in respect of such shares have been paid, no cheque or warrant in respect of any such dividend has been cashed and no communication has been received by the Company from the relevant member. The Company must advertise its intention to sell any such share in both a national daily newspaper and a newspaper circulating in the area of the last known address to which cheques or warrants were sent. Notice of the intention to sell must also be given to the London Stock Exchange.

### ***Return of capital***

On a winding-up of the Company, the balance of the assets available for distribution will, subject to any sanction required by CA 1985, be divided amongst the members.

### ***Borrowing powers***

The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part if it, and subject to the provisions CA 1985, to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the company or of any third party.

### ***Directors***

- (a) No shareholding qualification is required by a director.
- (b) The directors are entitled to fees at the rate decided by them, subject to an aggregate limit of £100,000 (one hundred thousand pounds sterling) per annum or such additional sums as the Company may by ordinary resolution determine. The Company may by ordinary resolution also vote extra fees to the directors which, unless otherwise directed by the resolution by which it is voted, will be divided amongst the directors as they agree, or failing agreement, equally. The directors are also entitled to be repaid all travelling, hotel and other expenses incurred by them in connection with the business of the Company.
- (c) At every annual general meeting, one third of the directors who are subject to retirement by rotation, or as near to it as may be, will retire from office. A retiring director is eligible for re-appointment.
- (d) The directors may from time to time appoint one or more of their body to be the holder of an executive office on such terms as they think fit.
- (e) Except as provided in paragraphs (f) and (g) below, a director may not vote or be counted in the quorum present on any motion in regard to any contract, transaction, arrangement or any other proposal in which he has any material interest, which includes the interest of any person connected with him, otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company. Subject to CA 1985, the Company may by ordinary resolution suspend or relax this provision to any extent or ratify any transaction not duly authorised by reason of a contravention of it.
- (f) In the absence of some other material interest than is indicated below, a director is entitled to vote and be counted in the quorum in respect of any resolution concerning any of the following matters:
  - (i) the giving of any security, guarantee or indemnity to him in respect of money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiaries;
  - (ii) the giving of any security, guarantee or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
  - (iii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in its underwriting or sub-underwriting;
  - (iv) any contract, arrangement, transaction or other proposal concerning any other Company in which he is interested, as defined in Part VI CA 1985, provided that he is not the holder of or beneficially interested in one per cent. or more of any class of the equity share capital of such Company, or of a third Company through which his interest is derived, or of the voting rights available to members of the relevant Company, any such interest being deemed for the purpose of article 29.7 to be a material interest in all circumstances;
  - (v) any contract, arrangement, transaction or other proposal concerning the adoption, modification or operation of a superannuation fund or retirement, death or disability benefits scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the Board of Inland Revenue;
  - (vi) any contract, arrangement, transaction or other proposal concerning the adoption, modification or operation of an employee share scheme which includes full time executive directors of the Company and/or any subsidiary or any arrangement for the benefit of employees of the Company or any of its subsidiaries and which does not accord to any director any privilege or advantage not generally accorded to the employees to whom such a scheme relates; and

- (vii) any contract, arrangement, transaction or proposal concerning insurance which the Company proposes to maintain or purchase for the benefit of directors or for the benefit or persons including the directors.
- (g) If any question arises at any meeting as to the materiality of a director's interest or as to the entitlement of any director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question must be referred to the chairman of the meeting and his ruling in relation to any other director will be final and conclusive except in a case where the nature or extent of the interest of such director has not been fully disclosed. If the question concerns the chairman, it must be referred to such other director present at the meeting, other than the chairman, as the directors present appoint.
- (h) The directors may provide or pay pensions, annuities, gratuities and superannuation or other allowances or benefits to any director, ex-director, employee or ex-employee of the Company or any of its subsidiaries or any wife, widow, children and other relatives and dependants of any such director, ex-director, employee or ex-employee.

#### **CREST**

The directors may implement such arrangements as they think fit in order for any class of shares to be held in uncertificated form and for title to those shares to be transferred by means of a system such as CREST in accordance with the Uncertificated Securities Regulations 2001 and the Company will not be required to issue a certificate to any person holding such shares in uncertificated form.

#### **4. Substantial shareholders**

The holders of Ordinary Shares representing three per cent. or more of the nominal value of the Company's share capital at the date of this document and their percentage holding following completion of the Proposals are:

Name	Existing Ordinary Shares	Percentage of current ordinary share capital	Ordinary Shares post Proposals	Percentage of ordinary share capital post Proposals
Dominic Johnson	–	–	30,088,345	16.17%
Paul Pullinger	–	–	29,342,353	15.77%
Chris Cleverly	–	–	25,115,065	13.50%
Corvus Capital Inc.*	15,000,000	35.82%	15,000,000	8.06%
Glengar International Investments Limited	–	–	10,070,893	5.41%
Pershing Keen Nominees Limited	–	–	7,820,483	4.20%
Lansdowne UK Equity Fund Limited	–	–	7,111,791	3.82%
Graham Porter*	3,458,332	8.26%	3,499,999	1.88%
Solent Nominees Limited	2,000,000	4.78%	2,000,000	1.07%

\*Graham Porter is a director of Corvus Capital Inc., as is John Leat. Graham Porter holds 125,000 of his Ordinary Shares through Solent Nominees Limited and these are shown in Mr Porter's holding and not in that of Solent Nominees Limited.

#### **5. Directors' and Proposed Directors' interests and other matters**

5.1 The interests of the Directors, Proposed Directors, their immediate families and persons connected with them, within the meaning of section 346 CA 1985, in the share capital of the Company, all of which are beneficial, at the date of this document and following completion of the Proposals are:

Name	Existing Ordinary Shares	Percentage of current ordinary share capital	Ordinary Shares post Acquisition, Commitment and Placing	Percentage of post Acquisition, Commitment and Placing ordinary share capital
John Leat	1,125,000	2.69%	1,166,667	0.63%
Graham Porter	3,458,332	8.26%	3,499,999	1.88%
Ron Trenter	–	–	–	–
Dominic Johnson	–	–	30,088,345	16.17%
Paul Pullinger	–	–	29,342,353	15.77%
Chris Cleverly	–	–	25,115,065	13.50%

5.2 The Proposed Directors all have options over EDC's share capital. Further details of these arrangements are set out in paragraph 12 of this part 6.

- 5.3 Except as disclosed in paragraphs 5.1 and 5.2, none of the Directors or Proposed Directors, nor any member of their respective immediate families, nor any person connected with them within the meaning of section 346 CA 1985, is interested in the share capital of the Company, or in any related financial products referenced to the Ordinary Shares.
- 5.4 The Company has entered into the following letters of appointment (that have not been amended since they came into force):
- 5.4.1 a letter of appointment with John Leat Consultants Limited dated 15 November 2004 pursuant to which Mr Leat was appointed as a director and chairman for an annual fee of £12,000, payable monthly in arrears. The appointment is for six months and is then terminable on three months' notice on either side. No compensation is payable for loss of office and the appointment may be terminated immediately if Mr Leat is, among other things, in material breach of the terms of the appointment; and
- 5.4.2 a letter of appointment with Graham Porter dated 15 November 2004 pursuant to which Mr Porter was appointed as a director for an annual fee of £12,000, payable monthly in arrears. The appointment is for six months and is then terminable on three months' notice on either side. No compensation is payable for loss of office and the appointment may be terminated immediately if Mr Porter is, among other things, in material breach of the terms of the appointment.
- 5.5 The Proposed Directors' services will be provided to the Group pursuant to the following agreements (that except as stated have not been amended since they came into force):
- 5.5.1 a letter of appointment between EDC and Ron Trenter dated 4 March 2005 pursuant to which Mr Trenter was appointed non-executive chairman of EDC. Mr Trenter is paid an annual fee of £20,000, monthly in arrears and is entitled to a further £10,000 a year for the provision of consultancy services to EDC. The letter also confirmed the grant of options to Mr Trenter over three per cent of EDC's issued share capital, further details of which are set out in paragraph 12 of part 6 of this document. The appointment is for six months and is then terminable on three months' notice on either side. No compensation is payable for loss of office;
- 5.5.2 a service agreement dated 1 April 2004 between EDC and Paul Pullinger pursuant to which Mr Pullinger was appointed as chief executive officer of EDC. The agreement provides for an annual salary of £100,000, payable monthly in arrears. The agreement is terminable on either side on 12 months' notice. No compensation is payable for loss of office. The agreement may be terminated summarily by EDC if, among other reasons, Mr Pullinger is in material breach. Mr Pullinger is entitled to participate in EDC's discretionary annual bonus scheme for directors. Such scheme entitles the directors of EDC to share among themselves up to ten per cent of EDC's net profits, as determined by the board and subject to Mr Pullinger being entitled to not less than one per cent of the net profits;
- 5.5.3 a service agreement dated 1 April 2004 between EDC and Chris Cleverly pursuant to which Mr Cleverly was appointed as executive chairman of EDC. The agreement provides for an annual salary of £48,000, payable monthly in arrears. Mr Cleverly has since stepped down as chairman and with effect from 4 June 2005, his salary will be reduced to £35,000 per annum to reflect his non executive status. The agreement is terminable on either side on 12 months' notice. No compensation is payable for loss of office. The agreement may be terminated summarily by EDC if, among other reasons, Mr Cleverly is in material breach. Mr Cleverly is entitled to participate in EDC's discretionary annual bonus scheme for directors in the same way as Paul Pullinger;
- 5.5.4 a consultancy agreement dated 1 October 2004 between EDC and Fitzwilliam International Resources Limited for the provision of services by Dominic Johnson. Under the terms of the agreement, the Company paid a £4,000 monthly fee to Fitzwilliam International Resources Limited which from 31 March 2005 was increased to £5,000 per month to reflect Mr Johnson's executive status. In addition £15,000 is due and payable to the latter as an introductory payment. The agreement is terminable on 30 days notice and otherwise for breach. No compensation is payable for lawful termination. Mr Johnson is entitled to participate in EDC's discretionary annual bonus scheme for directors in the same way as Paul Pullinger.
- 5.6 The aggregate remuneration paid and benefits in kind granted to the Directors for the period from the date of incorporation to Admission, under the arrangements in force at the date of this document, amount to £12,000. It is estimated that the aggregate remuneration payable to the Directors and the Proposed Directors from the date of Admission to 31 March 2006 under arrangements in force at the date of this document will amount to £222,500.

5.7 The Directors have held the following directorships and partnerships (which unless otherwise stated are incorporated or established in the UK) within the five years prior to the publication of this document:

**John Leat**

<b>Current</b>	Canisp plc Corvus Capital Inc., BVI CVS Management Limited	Gable Holdings Inc., Cayman Islands John Leat Consultancy Limited Portfolio Products Limited
<b>Past</b>	Crosby Capital Partners Inc., Cayman Islands Goldolphin Management Co. Limited Kildangan Stud, Ireland Lodore Resources Inc., Cayman Islands	Manestate s.a.r.l., France Onyx Microsolutions Group plc Smech Management Company Limited Starshine Management Company Limited

John Leat resigned as a director of Onyx Microsolutions Group plc in April 2002, before the company went into creditors' voluntary liquidation on 10 September 2002. The principal creditors were shareholders of the company.

**Graham Porter**

<b>Current</b>	Corvus Capital Inc., BVI Fedmet Limited Futuras Limited G.L. Porter Limited	Global Structured Finance Inc, Cayman Is. GTC Independent Brokers Limited Nanoscience Inc, Cayman Is. Tambelan Company Limited
<b>Past</b>	None	

**Ron Trenter**

<b>Current</b>	CVS (UK) Limited Doves Limited F. Jennings & Sons Limited Laurel Management Holdings Limited Laurel Management Services Limited Laurel Memorials Limited	L M Funerals Limited Oasis Healthcare Plc Precision Histology International Limited The Veterinary Laboratory Limited Veterinary Pathology Partners Limited William H.Painter Limited
<b>Past</b>	Flare Group PLC Garner International Ltd	Pursuit Dynamics Plc

Ron Trenter was a non executive director of Flare Group PLC which was put into administration in April 2000. The administration is continuing.

**Dominic Johnson**

<b>Current</b>	Consort Partners Limited	
<b>Past</b>	Autonomy Corporation plc	10:5 Limited

**Paul Pullinger**

<b>Current</b>	Pullinger Lampen Cleverly Interactive Ltd	
<b>Past</b>	8 Cambridge Gardens Limited Dynamite 7 Limited	Dynamite17 Limited Field Capital Limited

**Chris Cleverly**

<b>Current</b>	Cats Eyes Productions Limited Pullinger Lampen Cleverly Interactive Limited	Roundhouse Films Limited Sweet China PLC Sweet China Trading Limited
<b>Past</b>	Goggle Eyes Productions Limited	

5.8 Except as disclosed above, no Director has:

- 5.8.1 any unspent convictions in relation to indictable offences;
- 5.8.2 had a bankruptcy order made against him or entered into an individual voluntary arrangement;
- 5.8.3 been a director of a company which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation, administration or company voluntary arrangement or which entered into any composition or arrangement with its creditors generally or any class of its creditors whilst he was a director of that company or within the 12 months after he ceased to be a director of that company;

- 5.8.4 been publicly criticised by any statutory or regulatory authority, including recognised professional bodies;
  - 5.8.5 been a partner in any partnership placed into compulsory liquidation, administration or partnership voluntary arrangement where such director was a partner at the time of or within the 12 months preceding such event;
  - 5.8.6 been subject to the receivership of any asset of such director or of a partnership of which the director was a partner at the time of or within 12 months preceding such event; or
  - 5.8.7 been disqualified from acting as a director of a company or from acting in the management or conduct of the affairs of any company.
- 5.9 No Director has been interested in any transaction with the Company which was unusual in its nature or conditions or significant to the business of the Company during the current financial year which remains outstanding or unperformed.

## **6. Litigation**

- 6.1 The Company is not involved in any legal or arbitration proceedings which have or, since incorporation, may have had a significant effect on the Company's financial position nor, so far as the Directors are aware, are any such proceedings pending or threatened against the Company.
- 6.2 EDC is not involved in any legal or arbitration proceedings which have or, since incorporation, may have had a significant effect on EDC's financial position nor, so far as the Sellers are aware, are any such proceedings pending or threatened against EDC.

## **7. Material contracts**

- 7.1 The following contracts, not being contracts in the ordinary course of business, have been entered into by the Company since its incorporation and are, or may be, material:
  - 7.1.1 on 28 October 2004 the Company entered into a consultancy agreement with Kitwell Consultants Limited for the provision of the consultancy services of Michael Hirschfield in relation to the Admission and the acquisition by the Company of its first target company. Under the terms of the agreement, the Company paid a fee to Kitwell Consultants Limited of £7,500 on its admission to AIM in November 2004 and will pay a fee of £12,500 on completion of the Acquisition which will be satisfied by the issue of 125,000 Ordinary Shares at 10p each. Mr Hirschfield is assistant company secretary of Corvus Capital Inc, a substantial shareholder in the Company;
  - 7.1.2 on 28 October 2004 the Company entered into a consultancy agreement with John Maundrell for the provision of consultancy services in relation to the Admission and the acquisition by the Company of its first target company. Under the terms of the agreement, the Company paid a fee to John Maundrell of £7,500 on its admission to AIM in November 2004 and will pay a fee of £12,500 on completion of the Acquisition;
  - 7.1.3 on 28 October 2004 the Company entered into an engagement letter with Kitwell Consultants Limited in relation to Kitwell Consultants Limited carrying out secretarial and administrative services for the Company. Under the terms of the letter, the Company will pay a monthly fee to Kitwell Consultants Limited of £1,000;
  - 7.1.4 on 28 October 2004, the Company and Canaccord entered into a nominated adviser and broker engagement letter in relation to the latter acting as the Company's nominated adviser and broker;
  - 7.1.5 on 15 November 2004, the Company and Canaccord entered into a nominated adviser and broker agreement. Under this agreement Canaccord will receive an annual retainer of £20,000 for on-going broker and nominated adviser services. The Company agreed to comply with its legal obligations and those of AIM and the London Stock Exchange and to consult and discuss with Canaccord all of its announcements and statements and to provide Canaccord with any information which Canaccord believes is necessary to enable it to carry out its obligations to the Company or the London Stock Exchange as nominated adviser and broker. This agreement will terminate on Admission and be replaced by the agreement referred to in paragraph 7.1.14 ;
  - 7.1.6 agreements dated 15 November 2004 in which the Directors and Corvus Capital Inc. agreed with the Company and Canaccord not to dispose of any interest in the shares in the capital of the Company for a period of 12 months from 29 November 2004, except in

the case of an intervening court order, a takeover offer relating to the Company's share capital becoming or being declared unconditional or, in the case of a Director, on the death of that Director. The parties also agreed that during a period of 12 months after the expiry of the above period, they will only sell or dispose of any shares of the Company through Canaccord or the Company's broker from time to time;

- 7.1.7 on 15 November 2004 the Company and Walker Crips Stockbrokers Limited (**WCSL**) entered into a placing agreement under which WCSL agreed to act as the Company's placing agent and to use all its reasonable endeavours to procure subscribers for 16,875,000 Ordinary Shares at 4p per share. WCSL was paid a commission of £25,000. The agreement contained certain warranties and indemnities by the Company and the Directors in favour of WCSL;
- 7.1.8 by a letter agreement dated 15 November 2004 as supplemented by a letter dated 31 May 2005, the Company agreed to pay Penkenna Limited a commission of five per cent of the gross proceeds of placing 16,875,000 Ordinary Shares and the Commitment Shares. At the date of this document, Penkenna Limited, its directors and beneficial owner have no interest in the share capital of the Company or in EDC. The Company's directors and the Concert Party have no interests in the share capital of Penkenna Limited;
- 7.1.9 by an agreement dated 24 March 2005 between the Company, Chris Cleverly, Paul Pullinger and Dominic Johnson (**Majority Sellers**) and Corvus Capital Inc, the Majority Sellers agreed to sell their shares in EDC in consideration for the issue of 84,545,763 Acquisition Shares. Completion of the sale is conditional upon, among others, the completion of sale and purchase agreements with each of the other shareholders of EDC, the passing of the Resolutions, the Placing, the Commitment being enforceable and Admission. Warranties were given by the Majority Sellers with the maximum aggregate liability being the purchase price received by them. The warranties relate, among others, to the accuracy of the information in this document, EDC's contractual arrangements and financial position. The Company and Corvus Capital Inc. gave warranties relating to the Company's activities since incorporation including its admission to AIM. The Company on the one part and the Majority Sellers on the other have the right to terminate the agreement prior to Admission if there is a material breach of any of the warranties given at exchange or other material breach of the agreement. In the period between exchange and Admission the Company on the one part and the Majority Sellers on the other have agreed to procure that the Company and EDC respectively will not enter into any significant transactions or engage in certain actions without the prior consent of the other party;
- 7.1.10 by agreements dated 24 March 2005 and 31 May 2005 between the Company and all the shareholders of EDC other than the Majority Sellers (**Minority Sellers**), the Company agreed to acquire the balance of the entire issued share capital of EDC not owned by the Majority Sellers for 49,620,904 Acquisition Shares. Completion of these agreements is conditional on the completion of the agreement described in paragraph 7.1.9 and on Admission. The Minority Sellers agreed with the Company and Canaccord not to dispose of any interest in the shares in the capital of the Company for a period of 12 months from Admission, except in the case of: (a) an intervening court order; (b) a disposal pursuant to a general offer for the entire ordinary share capital of the Company; (c) the giving of an irrevocable undertaking to accept a general offer for the entire ordinary share capital of the Company; (d) a sale to an offeror or potential offeror; (e) acceptance of an offer; or (f) in the case of a director, on the death of that director. The parties also agreed that during a period of 12 months after the expiry of the above period, they will only sell or dispose of any shares of the Company through Canaccord or the Company's broker from time to time;
- 7.1.11 by an agreement dated 24 March 2005, the Company provided a £120,000 working capital facility to EDC. If the Acquisition is completed, the loan will remain outstanding on inter company loan account, will be repayable on demand and be interest free. If the Acquisition does not complete, the loan will be repayable, with interest, on or before 30 June 2005 and at EDC's discretion may be satisfied by the issue of ordinary shares in EDC equivalent to 1.18 per cent of EDC's enlarged issued share capital;
- 7.1.12 by an agreement dated 31 May 2005, Annakita Limited agreed with the Company to subscribe for 4,166,667 Ordinary Shares for £250,000 in aggregate, conditional only on completion of the Acquisition;

- 7.1.13 agreements dated 31 May 2005 in which the Directors and Proposed Directors agreed with the Company and Canaccord not to dispose of any interest in the shares in the capital of the Company for a period of 12 months from Admission, except in the case of: (a) an intervening court order; (b) a disposal pursuant to a general offer for the entire ordinary share capital of the Company; (c) the giving of an irrevocable undertaking to accept a general offer for the entire ordinary share capital of the Company; (d) a sale to an offeror or potential offeror; (e) acceptance of an offer; or (f) in the case of a director, on the death of that director. The parties also agreed that during a period of 12 months after the expiry of the above period, they will only sell or dispose of any shares of the Company through Canaccord or the Company's broker from time to time; and
- 7.1.14 on 31 May 2005, the Company and Canaccord entered into a nominated adviser and broker agreement. Under this agreement Canaccord will receive an annual retainer of £40,000 for on-going broker and nominated adviser services. The Company agreed to comply with its legal obligations and those of AIM and the London Stock Exchange and to consult and discuss with Canaccord all of its announcements and statements and to provide Canaccord with any information which Canaccord believes is necessary to enable it to carry out its obligations to the Company or the London Stock Exchange as nominated adviser and broker.
- 7.2 The following contracts, not being contracts in the ordinary course of business, have been entered into by EDC since its incorporation and are, or may be, material:
- 7.2.1 a shareholders' agreement dated 19 November 2003 between EDC, Dominic Johnson, Chris Cleverly and Paul Pullinger concerning the financing and management of EDC. The agreement will terminate on completion of the Acquisition;
- 7.2.2 a value added reseller agreement dated 5 December 2003 between Apama (UK) Limited (**Apama**) and EDC pursuant to which Apama granted to EDC a perpetual non-transferable licence to install and use the Apama software and integrate it with EDC's own software for the development and subsequent use and exploitation of applications within the sports and event betting and gaming sector and on or in connection with financial investment markets.
- In addition Apama granted EDC a licence to develop commercial applications for internal use or for resale or licensing within the sports and event betting and gaming sector.
- Standard termination provisions are included in the agreement including material breaches which have not been remedied within 30 days of notice, insolvency and change of control where the new owner is a competitor of the terminating party.
- The development licence fee was £60,000 and maintenance is charged at 20 per cent. pa of the Apama licence list price with no obligation to renew;
- 7.2.3 a consultancy agreement dated 16 March 2004 between EDC and XL Services Limited pursuant to which the latter developed EDC software technology. No further development is taking place presently. Hosting services and server rental is also supplied and on-going on-site support is given by the supplier's network support engineer;
- 7.2.4 service agreements between EDC and each of Paul Pullinger, Chris Cleverly, Dominic Johnson, Sam Glover and Michael Pritchett under which such employees are entitled to participate in EDC's discretionary annual bonus scheme of ten per cent of EDC's net profits. Each employee's entitlement will be to not less than one per cent of the net profits of EDC but otherwise as determined by the board of EDC;
- 7.2.5 referral fee letters dated 21 March 2005 between EDC and each of Matthew Avison (an employee of EDC) and Nick Terras in respect of the introduction of the Company to EDC. Conditional on completion of the Acquisition, EDC will pay to each of Messrs Avison and Terras a commission equal to two per cent of the cash in the Company net of the expenses of the Acquisition and Admission. Mr Avison's entitlement will be settled half in cash and half by way of the issue of 100,000 Ordinary Shares issued at 12p per share. Mr Terras' entitlement will be settled in cash;
- 7.2.6 an assignment dated 24 March 2005 from XL Services Limited and Sam Glover to EDC of all intellectual property rights that any of them may own in the Medcas and other EDC software, for nil consideration;
- 7.2.7 the option agreements described in paragraph 12 of this part 6.

## **8. Working capital**

It is the Directors' and Proposed Directors' opinion, having made due and careful enquiry, that the working capital available to the Company, following the Placing and assuming that the Commitment is subscribed in full, will be sufficient for its present requirements, that is for at least 12 months from Admission.

## **9. Taxation**

The following paragraphs are intended as a general guide only for shareholders who are resident and ordinarily resident in the United Kingdom for tax purposes, holding Ordinary Shares as investments and not as securities to be realised in the course of a trade. They do not purport to be comprehensive nor to describe all potential relevant considerations. They are based on current legislation and UK Inland Revenue practice. Any shareholder or prospective purchaser of Ordinary Shares who is in any doubt about his tax position or who is subject to taxation in a jurisdiction other than the UK, should consult his own professional adviser immediately.

### **9.1 Stamp duty and stamp duty reserve tax**

No stamp duty or stamp duty reserve tax is payable on the issue of the Ordinary Shares.

Any subsequent disposal of the Ordinary Shares will generally give rise to payment of ad valorem stamp duty on the transfer document at the rate of 50p per £100, or part, on the amount or value of the consideration paid, subject to minimum duty of £5. Paperless transfers are generally subject to stamp duty reserve tax (unless, in general, the transfer of the relevant shares is duly stamped with ad valorem duty), generally at the rate of 0.5 per cent. of the amount or value of the consideration paid. Liability to pay any stamp duty or stamp duty reserve tax is generally that of the transferee or purchaser. Where a purchase or transfer is effected through a member of the London Stock Exchange or a qualified dealer, the member or dealer will normally account for the collection and payment of the tax, but in all other cases the transferee or purchaser must account for the tax to the Inland Revenue.

Persons operating clearance services or depositary receipt schemes may be required to account for stamp duty and stamp duty reserve tax at rates higher than those referred to above.

### **9.2 Taxation of chargeable gains**

A subsequent disposal of the Ordinary Shares by persons resident or ordinarily resident in the United Kingdom in a tax year which gives rise to gains may be liable to capital gains tax (individuals and trustees) and corporation tax (companies). Liability to tax and the rate of tax will depend on the shareholder's circumstances and the availability of exemptions or allowable losses.

Indexation allowance, which increases the acquisition cost of an asset in line with the rise in the retail price index, is available for corporate shareholders during the period of ownership.

On 5 April 1998, "taper relief" was introduced which applies to individual shareholders and trustees (but not to corporate shareholders) who hold shares in certain companies including companies whose shares are admitted to trading on AIM. Taper relief reduces the proportion of any chargeable gain assessable to capital gains tax by reference to the period of ownership of the ordinary shares by a shareholder. The rate of taper depends upon whether the shareholder holds the ordinary shares as "business" or "non-business" assets, with the speed of taper relief being accelerated for ordinary shares held as "business" assets.

Individuals and certain trusts have an overall annual exemption from capital gains tax for the first £8,200 of chargeable gains in the current tax year. Settlements have an equivalent exemption of up to £4,100 in the current tax year.

Generally, losses realised on the disposal of assets may be set against other gains made during the tax year or carried forward and set against gains in future tax years.

Different tax treatment applies to persons who trade in securities.

Persons who are neither resident nor ordinarily resident in the United Kingdom will not normally be liable to tax in the United Kingdom in respect of any gain accruing to them on a disposal of the Ordinary Shares. The terms of a relevant double taxation treaty may apply to persons with dual residence.

### **9.3 Taxation of dividends**

When a company pays a dividend it is not required to withhold tax at source. A tax credit equal to ten per cent. of the dividend and the associated tax credit, attaches to a dividend, i.e. the tax credit is equivalent of one ninth of the dividend.

Individual shareholders resident in the United Kingdom who pay tax at the lower or basic rate only, which, in respect of dividend income, is ten per cent., have no further tax liability in respect of the dividend. Individual shareholders resident in the United Kingdom who pay tax at the higher rate, pay tax in respect of dividend income at 32.5 per cent. on the dividend received and the tax credit, but will be able to offset the tax credit against such liability. An individual UK resident shareholder who does not pay income tax or whose liability to income tax does not exceed the amount of the associated tax credit will not be entitled to claim repayment of the associated tax credit attaching to the dividend.

Whether individual shareholders who are not resident in the United Kingdom for tax purposes (other than Commonwealth citizens, EEA nationals, residents of the Channel Islands or the Isle of Man and certain other categories of shareholders who are entitled to a tax credit on dividends received as if they were resident in the United Kingdom) are entitled to claim the whole or any part of any tax credit in respect of a dividend will usually depend on the terms of any applicable double tax treaty between the United Kingdom and their jurisdiction of residence. Such shareholders may be subject to tax on such dividends in their jurisdiction of residence and should consult their own professional advisers.

United Kingdom resident corporate shareholders (other than a share dealer) are not normally liable to corporation tax on any dividends received.

For dividends paid to trustees of UK resident discretionary or accumulation trusts, the gross dividend will be subject to UK income tax at the "Schedule F trustee rate" of 32.5 per cent. To the extent that the associated tax credit exceeds the trustees' liability to account for income tax, the trustees will have no right to claim repayment of the associated tax credit. Trustees who are in any doubt as to their position should consult their own professional advisers immediately.

**Persons who are not resident in the UK should consult their own tax advisers on the possible application of such provisions and on what relief or credit may be claimed for any such tax credit in the jurisdiction in which they are resident.**

**These comments are intended only as a general guide to the current tax position in the UK as at the date of this document. The comments assume that Ordinary Shares are held as an investment and not as a trading asset. The levels and basis of taxation can change. The value of a relief from taxation depends upon the circumstances of the taxpayer. If you are in any doubt as to your tax position, you should contact your professional adviser without delay.**

## 10. The Concert Party and information required by the City Code

10.1 The Waiver is being sought for the Concert Party. The members of the Concert Party comprise the Sellers other than Richard Beresford and Paul Taylor. The Sellers, their addresses, the number of Acquisition Shares they will receive on completion of the Acquisition and the Proposals and the percentage shareholdings that they will own are as follows:

Name and address	Number of EDC shares	Number of Acquisition Shares	Percentage holding in the Enlarged Share Capital
Dominic Johnson Flat 94, 1 Owen Street, London	2,420	30,088,345	16.17
Paul Pullinger The Loft, 3 Neal Street, London	2,360	29,342,353	15.77
Chris Cleverly 7 Belsize Park, London	2,020	25,115,065	13.50
Glengar International Investments Limited GTS Chambers, PO Box 3471, Road Town Tortola, British Virgin Islands	810	10,070,893	5.41
Pershing Keen Nominees Limited Capstan House, 1 Clove Crescent East India Dock, London E4	629	7,820,483	4.20
Lansdowne UK Equity Fund Limited 15 Davies Street, London W1K 3AG	572	7,111,791	3.82
Simon Bishop 2 Hungershall Park, Tunbridge Wells, Kent	313	3,891,592	2.09
Benjamin Arbib 1002Point West, 116 Cromwell Road, London	216	2,685,572	1.44

Name and address	Number of EDC shares	Number of Acquisition Shares	Percentage holding in the Enlarged Share Capital
Lugano Limited C/o Walbrook Trustees, PO Box 312 Grosvenor House, 66/67 Athol Street Douglas, Isle of Man	200	2,486,640	1.34
XL Services Limited Suite 8, 11 Hyde Park Gardens, London W2 2LU	200	2,486,640	1.34
Ceawlin Thynn Flat 16 , 12 Talbot Road, London	170	2,113,644	1.14
Frank Lampen 10(d) Greencroft Gardens, London	100	1,243,320	0.67
Peter Taylor 5 Charterhouse Square, London	100	1,243,320	0.67
Jamie Gordon The Loft, 3 Neal Street, London	100	1,243,320	0.67
Peter Cleverly New House, Tolleshunt, D'Arcy, Essex	100	1,243,320	0.67
Richard Beresford and Paul Taylor 6 Snow Hill, London EC1A 2AY	100	1,243,320	0.67
Robert Wooldridge 38 Parkside, London SW19 5NB	72	895,190	0.48
Steve Rubens 96 Carlton Hill, London NW8 0ER	54	671,393	0.36
David Knight 12 Groom Place, London SW1X 7BA	54	671,393	0.36
Richard Macintyre 21 Elvaston Place, London SW7 5QE	54	671,393	0.36
Suzanne Eyi 40 South Lodge, Circus Road, London NW8	33	410,296	0.22
Nicola De Vivo Fairways, 12 Benner Lane, West End, Woking, Surrey	30	372,996	0.20
Roy Pullinger Court Gardens, Friand Avenue Camberley, Surrey	30	372,996	0.20
Adam Hain 9 Powis Gardens, London W11 1JG	27	335,696	0.18
Paul Gough 29 Riverview Gardens, London SW13 8QY	22	273,530	0.15
Ravinder Toor 106a High Street, Harrow HA1 3LP	5	62,166	0.03
<b>Total</b>	<b>10,791</b>	<b>134,166,667</b>	<b>72.11</b>

- 10.2 Assuming completion of the Proposals, the Sellers will hold, in aggregate, 72.11 per cent. of the Enlarged Share Capital.
- 10.3 Dominic Johnson, Paul Pullinger and Chris Cleverly accept responsibility for the information about EDC and themselves contained in this document. To the best of their knowledge and belief, having taken all reasonable care to ensure that such is the case, the information about EDC and themselves contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 10.4 The Sellers accept responsibility for the information about themselves contained in this document. To the best of their knowledge and belief, having taken all reasonable care to ensure that such is the case, the information about themselves contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

- 10.5 In the 12 months preceding the date of this document, the Proposed Directors, the Sellers and persons acting in concert with the Sellers have not held or dealt in shares of the Company and it is the intention of the Sellers not to acquire any such shares prior to completion of the Acquisition.
- 10.6 In the 12 months preceding the date of this document, the Company, the Directors, their immediate families and persons connected with the Directors have not owned or dealt in any shares of EDC or in the Sellers, nor do they own any shares in EDC or the Sellers as at the date of this document.
- 10.7 No subsidiary, pension fund, employee benefit trust or connected adviser of the Company or their respective associates holds or has dealt in the shares of any of EDC or the Sellers.
- 10.8 Except for the Acquisition Agreement and as described in paragraph 5.5 of this part 6, there are no agreements, arrangements or understandings between the Sellers and the Company or their respective directors or shareholders, or any of them, having any connection with or dependence upon the Acquisition. So far as the Directors and Proposed Directors are aware, no shareholder of the Company has irrevocably committed to vote in favour of the Acquisition or Waiver.
- 10.9 Except as disclosed in paragraph 5, 10.1 and 12 of this part 6, none of the Directors or Proposed Directors or any member of their immediate families was interested in any relevant securities of the Company at the date of this document nor had any such person dealt for value in such shares in the 12 months preceding the date of this document, and no bank, stockbroker, financial or other connected adviser (other than an exempt market maker) to the Company (nor any person controlling, controlled by, or under the same control as such bank, stockbroker, financial or other connected adviser) nor any pension fund or employee benefit trust of the Company or any employee benefit trust of any associate of the Company, nor any person whose investments are managed on a discretionary basis by a fund manager (other than an exempt market maker) which is controlled by, or controls or is under the same control as, the Company or any bank, stockbroker, financial or other connected adviser to the Company, owned or controlled any relevant securities of the Company at the date of this document nor has any such person dealt for value in such shares in the 12 months preceding the date of this document.
- 10.10 There are no arrangements in place or envisaged where any of the Sellers will transfer any of their Ordinary Shares to other persons pursuant to the completion of the Acquisition.
- 10.11 The Acquisition is not being financed by any external source of finance. There are therefore no arrangements in place nor are any required for the payment of interest on repayment of security for any liability as a result of the Acquisition.
- 10.12 The members of the Concert Party have no intention other than to see the continuation of the Company's business and have no plans to introduce any major changes in the Group's business. The Company has no employees (since the Directors are self employed consultants) and therefore the Concert Party has not been asked to safeguard employment rights.

References in this paragraph 10 to:

- (A) an "associate" are to:
  - (1) GGT's and EDC's parents, subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies;
  - (2) connected advisers and persons controlling, controlled by or under the same control as such connected advisers;
  - (3) the Directors and Proposed Directors and the directors (together with their close relatives and related trusts) of any company referred to in (1) above;
  - (4) the pension funds of GGT and EDC and of any company referred to in (1) above;
  - (5) any investment company, unit trust or other person whose investments an associate manages on a discretionary basis in respect of the relevant investment accounts;
  - (6) an employee benefit trust of GGT or EDC or of any company referred to in (1) above; and
  - (7) any company having a material trading arrangement with GGT or EDC.
- (B) "bank" does not apply to a bank whose sole relationship with the Company covered in paragraph (A)(1) above is the provision of normal commercial banking services or such activities in connection with the Acquisition as registration work; and
- (C) "relevant securities" means the Existing Ordinary Shares, the EDC shares and securities convertible into, rights to subscribe for, options (including traded options) in respect of and derivatives referenced to the Existing Ordinary Shares or EDC shares.

For the purposes of this paragraph 10, ownership or control of 20 per cent. or more of the equity share capital of a company is regarded as the threshold for associated company status and "control" means a holding, or aggregate holding, of shares carrying 30 per cent. or more of the voting rights attributable to the share capital of the Company which are currently exercisable at a general meeting, irrespective of whether the holding or aggregate holdings give *de facto* control.

## 11. Middle market quotations

The Company's Ordinary Shares were admitted to trading on AIM on 29 November 2004. The closing middle market quotations for Ordinary Shares as derived from the AIM Appendix of the Daily Official List of the London Stock Exchange for 29 November 2004 and for the first dealing day in each of the months since admission and for 2 March 2005, being the date of the Suspension were:

Date	Share price
29 November 2004	8.75p
1 December 2004	8.75p
4 January 2005	8.25p
1 February 2005	8.5p
1 March 2005	11.25p
2 March 2005	11.25p

## 12. Share options

- 12.1 Pursuant to agreements dated 4 March 2005 EDC granted share options over 624 ordinary shares in EDC to the Proposed Directors. The options are exercisable at par value of £1 in tranches, between 4 March 2005 and 3 March 2015. The options vest in pro-rata amounts every three months from their date of grant. Exercise of the options is not subject to performance criteria.
- 12.2 Pursuant to agreements dated 4 March 2005 EDC granted share options over 930 ordinary shares in EDC to certain of its employees and consultants. The options are exercisable at par value of £1, in tranches, between 4 March 2005 and 3 March 2015. The options vest in pro-rata amounts every three months from their date of grant. Exercise of the options is not subject to performance criteria.
- 12.3 By a restated agreement between EDC and its chief technology officer, Sam Glover, dated 1 February 2005 EDC granted performance related options over 400 ordinary shares in EDC to Mr Glover, at an exercise price of £1 per ordinary share.
- 12.4 The Company has offered to all the holders of options over EDC's share capital the ability to rollover their options into new options over GGT's share capital. These new options over GGT's share capital amount to options over 19,320,882 Ordinary Shares, equivalent to 9.41 per cent of the Enlarged Share Capital as enlarged by the issue of Ordinary Shares on exercise of such options. For the reasons set out in paragraph 12.5, the new options will be exercisable at 0.25p per Ordinary Share. If the Company's offer as described in this paragraph is accepted and subject to the passing of resolution 7 at the EGM, the Proposed Directors will be interested in options over Ordinary Shares as set below, representing 7,758,192 Ordinary Shares or four per cent of the Enlarged Share Capital as enlarged by the issue of Ordinary Shares on exercise of such options by the Proposed Directors.

Proposed Director	Options over Ordinary Shares	Exercise Price per Ordinary Share
Ron Trenter	4,028,292	0.25p
Dominic Johnson	1,243,300	0.25p
Paul Pullinger	1,243,300	0.25p
Chris Cleverly	1,243,300	0.25p

- 12.5 Due to (a) the difference in the par value of the shares in EDC over which options are held as described above and the par value of the GGT shares in respect of which such options will be rolled into; (b) the wish for Enterprise Management Incentive status to be preserved by ensuring that the overall option price payable and the market value of the replacement GGT shares under option remains the same when compared with the original EDC options; (c) the need to ensure that option holders obtain options over the equivalent percentage of shares in GGT as they currently hold over EDC shares; and (d) that the aggregate cost of exercise remains the same; it is proposed to issue certain of the GGT option shares at par using the aggregate subscription price that would have been payable had the option holder exercised his options over EDC shares, with the balance of any shares being issued to satisfy the above requirements to be paid up by application of part of the share premium account of GGT in paying up such additional shares as bonus shares to be issued to the option holders on a non-pre-emptive basis. A special resolution to authorise this process is therefore being sought from GGT shareholders at the EGM.

### 13. General

- 13.1 For the purposes of paragraphs 48 and 49 of schedule 1 of the Regulations there have been no significant recent trends concerning the business of the Company since its incorporation and the prospects of the Company are dependent on the successful implementation of the strategy referred to in part 1 of this document and on the development of EDC's business.
- 13.2 The expenses of the Acquisition, Admission, Commitment and Placing inclusive of stamp duty, are estimated at £400,000 exclusive of VAT, and are payable by the Company.
- 13.3 The Company's accounting reference date is 31 March.
- 13.4 Except as disclosed in part 1 and paragraph 7.2.2 of part 6 of this document there are no patents or other intellectual property rights, licences or particular contracts which are of fundamental importance to the Group's business.
- 13.5 There are no significant investments in progress by the Group.
- 13.6 Except as set out in this document no exceptional factors have influenced the Enlarged Group's activities.
- 13.7 Except as stated in this document and for the advisers named on page 6 of this document, no person has received, directly or indirectly, from the Company within the 12 months preceding the Company's application for Admission to trading on AIM or has entered into any contractual arrangements to receive, directly or indirectly, from the Company on or after Admission, fees totalling £10,000 or more or securities in the Company with a value of £10,000 or more calculated by reference to the Placing Price or any other benefit with a value of £10,000 or more at the date of Admission.
- 13.8 The minimum amount which, in the opinion of the Directors, must be raised through the Commitment and Placing to provide the sums required in respect of the matters specified in schedule 1 of the Regulations is £925,000, which will be applied as follows:
- |        |   |          |
|--------|---|----------|
| 13.8.1 | the purchase of property  | £nil     |
| 13.8.2 | preliminary expenses and expenses of the Commitment and Placing   | £400,000 |
| 13.8.3 | repayment of money borrowed in respect of 13.8.1 and 13.8.2 above | £nil     |
| 13.8.4 | working capital   | £525,000 |
- 13.9 Except as set out in note 7.3 of the report in part 3 and in note 7.8 of the report in part 4 of this document there has been no material change in the financial or trading position of the Company or EDC since their incorporation.
- 13.10 The nominated adviser and broker, Canaccord, has given and not withdrawn its written consent to the issue of this document with references to its name in the form and context in which they appear.
- 13.11 The reporting accountants, Grant Thornton UK LLP, have given and not withdrawn their written consent to the issue of this document with the inclusion in it of their reports and letter and references to them and to their name in the form and context in which they respectively appear.
- 13.12 Subscriptions pursuant to the Commitment and Placing may be made from 3.00 pm on 1 June 2005 and must be received by not later than 20 June 2005. Monies received from applicants pursuant to the Commitment and Placing will be held in accordance with the terms of the letters issued by the Company until such time as the Acquisition becomes unconditional in all respects. If the Acquisition does not become unconditional in all respects by 30 June 2005, application monies will be returned to the applicants at their risk without interest.
- 13.13 The financial information relating to the Company and EDC contained in this document does not comprise statutory accounts for the purposes of section 240 CA 1985.
- 13.14 The issue price of the Acquisition Shares and Commitment Shares of 12p represents a premium of 11.75p above the nominal value of an Ordinary Share, which is 0.25p. The issue price of the Placing Shares of 6p represents a premium of 5.75p above such nominal value.

#### **14. Documents available for inspection**

Copies of the following documents will be available for inspection during normal business hours on any weekdays, Saturdays and public holidays excepted, at the offices of Fladgate Fielder at 25 North Row, London W1K 6DJ for a period of one month from the date of this document:

- 14.1 the memorandum and articles of association of the Company and EDC;
- 14.2 the report of Grant Thornton UK LLP relating to the Company in part 3 of this document;
- 14.3 the report of Grant Thornton UK LLP relating to EDC in part 4 of this document;
- 14.4 the letter from Grant Thornton UK LLP on the pro forma financial information for the Enlarged Group set out in part 5 of this document;
- 14.5 the letters of appointment of the Directors and Proposed Directors referred to in paragraphs 5.4 and 5.5 of this part 6;
- 14.6 the material contracts referred to in paragraph 7 of this part 6; and
- 14.7 the written consents of Canaccord and Grant Thornton UK LLP referred to in paragraphs 13.10 and 13.11 of this part 6.

#### **15. Copies of this document**

Copies of this document will be available to the public free of charge at the offices of Canaccord, 1st Floor Brook House, 27 Upper Brook Street, London W1Y 1PD during normal business on any weekday (other than Saturdays and public holidays), until one month following the date of Admission.

Dated: 31 May 2005.

# Global Gaming Technologies plc

(Incorporated in the England with registered number 5181462)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an extraordinary general meeting of the members of the Company will be held at the offices of Fladgate Fielder, 25 North Row, London W1K 6DJ on 24 June 2005 at 11 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which resolution 2 will be held on a poll:

### ORDINARY RESOLUTIONS

1. That, conditional on the passing of resolution 2, the acquisition by the Company of the entire issued share capital of Event Data Correlation Limited upon the terms and conditions of the acquisition agreements dated 24 March 2005 and 31 May 2005 made between the Sellers, as defined in the Company's admission document of 31 May 2005 of which this notice forms part (**Admission Document**), and the Company through the allotment and issue of 134,166,667 ordinary shares of 0.25p each (**Ordinary Shares**) as described in the Admission Document be approved.
2. That the waiver granted by the Panel on Takeovers and Mergers described in the Admission Document, of the obligation that would otherwise arise under Rule 9 of the City Code on Takeovers and Mergers on the members of the Concert Party (as defined in the Admission Document), both individually and collectively, to make a general cash offer for the whole of the Company's issued share capital as a result of the issue of new ordinary shares in the Company to certain of the Concert Party pursuant to the Acquisition as defined in the Admission Document (which would give the Concert Party approximately 72.11 per cent. of the issued share capital and voting rights of the Company and if share options are exercised by members of the Concert Party, would give the Concert Party approximately 73.23 per cent of the then issued share capital and voting rights of the Company) be and is approved.
3. Conditional on passing resolution 1 and 2, that the appointment of Ron Trenter as a director of the Company be approved.
4. Conditional on passing resolution 1 and 2, that the appointment of Dominic Johnson as a director of the Company be approved.
5. Conditional on passing resolution 1 and 2, that the appointment of Paul Pullinger as a director of the Company be approved.
6. Conditional on passing resolution 1 and 2, that the appointment of Chris Cleverly as a director of the Company be approved.
7. That in accordance with section 80 Companies Act 1985 (**CA 1985**) the directors are generally and unconditionally authorised to allot relevant securities as defined in section 80(2) CA 1985, up to an aggregate nominal amount of £9,937,500 such authority, unless previously revoked or varied by the company in general meeting, to expire on 23 June 2010 except that the directors may allot relevant securities pursuant to an offer or agreement made before the expiry of the authority.

### SPECIAL RESOLUTIONS

8. Conditional upon the passing of resolutions 1 to 6 inclusive and completion of the acquisition of the entire issued share capital of Event Data Correlation Limited the directors of the Company be and are hereby authorised to grant options over Ordinary Shares (**New Options**) to those persons at the date of this notice holding options to acquire shares in Event Data Correlation Limited (**Old Options**) by way of substitution on terms that:

- 8.1 the aggregate number of Ordinary Shares the subject of the New Options be such number as may be required to give each such option holder options over such number of Ordinary Shares as is in proportion to the number of £1.00 ordinary shares in Event Data Correlation Limited subject to the relevant Old Option having regard to the fact that on completion of the acquisition of Event Data Correlation Limited the current shareholders in Event Data Correlation Limited will have issued to them Ordinary Shares representing 72.11 per cent of the issued share capital of the Company as enlarged by such issue;
  - 8.2 the subscription price payable in respect of the exercise of the New Options be the same as (or, where partially exercised, in proportion to) the subscription price that would have been payable under the Old Options;
  - 8.3 where the effect of the replacement of the Old Options with the New Options and the issue of Ordinary Shares pursuant to the New Options would require the issue of Ordinary Shares at less than their par value of 0.25p, the subscription price paid will be used to pay up in full in cash at par such number of Ordinary Shares as have a par value equal to the subscription price paid (**Initial Shares**) and that any further Ordinary Shares required to be issued pursuant to the requirements of resolutions 8.1 and 8.2 (**Extra Shares**) be issued and paid up in full by the capitalisation of such amount of the share premium account of the Company (or such other undivided profits of the Company whether or not they are available for distribution including profits standing to any reserve or any sum standing to the credit of any capital redemption reserve funds of the Company) as may exist at the relevant time (the directors being hereby expressly authorised to effect any such capitalisation of undivided profits as they shall see fit) as is equal to the par value of such Extra Shares by way of a bonus issue in favour of holders of the Initial Shares to the exclusion of the other Ordinary Shares and any pre-emption rights (whether pursuant to section 89 CA 1985 or otherwise) of other holders of Ordinary Shares which would, but for the provision of this resolution 7.3, apply in respect of such bonus issue be and are hereby dissapplied.
9. That, conditionally upon the passing of resolution number 7, under section 95(1) CA 1985, the directors are authorised to allot equity securities, as defined in section 94(2) CA 1985, for the period commencing on the date of this resolution and expiring on the conclusion of the company's next annual general meeting, as if section 89(1) CA 1985 did not apply to such allotment, except that the directors may allot relevant securities following an offer or agreement made before the expiry of the authority and provided that the authority is limited to:
- 9.1 the allotment of equity securities in connection with the Proposals, as defined in the Admission Document;
  - 9.2 the allotment of equity securities, otherwise than in accordance with resolution 9.1, up to an aggregate nominal amount of £93,000 being 20 per cent. of the company's issued share capital assuming completion of the Proposals; and
  - 9.3 the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where their holdings are proportionate, as nearly as possible, to the respective number of ordinary shares held, or deemed to be held, by them, but subject to any exclusions or arrangements the directors think necessary or expedient for the purpose of dealing with fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory.

By order of the board

**Kitwell Consultants Limited**  
Secretary

Date: 31 May 2005

**Notes:**

1. A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy and (in the case of an instrument signed by an agent of the member who is not a corporation) the authority under which such an instrument is signed or an office copy or duly certified copy must be deposited at the offices of Capita Registrars not less than 48 hours before the time appointed for the meeting or any adjourned meeting. A prepaid form of proxy for use in respect of the meeting is enclosed.
3. Completion of a form of proxy will not prevent a member from attending and voting in person.
4. Members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjourned meeting.