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Shore Capital and Corporate Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority for the conduct of investment business, is acting exclusively for Judges Capital plc and for no one else in connection with the Proposals described in this document and accordingly will not be responsible to any person other than Judges Capital plc for providing the protections afforded to clients of Shore Capital and Corporate Limited, or for providing advice in relation to the Proposals or any other matter referred to in this document.

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# **JUDGES CAPITAL PLC**

*(Incorporated in England and Wales under the Companies Act 1985 registered number 4597315)*

**Approval of Waiver granted by the Panel on Takeovers and Mergers under Rule 9 of the Takeover Code on Takeovers and Mergers in relation to the purchase of its own shares**

**Authority to make purchases of its own shares**

**Approval of the Resolution in relation to Convertible Redeemable Shares**

**and**

**Notice of Extraordinary General Meeting to be held on 22 May 2008**

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Notice of the Extraordinary General Meeting of the Company to be held at 8-10 Grosvenor Gardens SW1W 0DH at 11.30 a.m. on 22 May 2008 is set out at the end of this document.

Shareholders will find attached a Form of Proxy to be used at the EGM. Whether or not you intend to attend the EGM in person, you are requested to complete the Form of Proxy in accordance with the instructions thereon and return it signed to the Company Secretary, Unit 19, Charlwoods Road, East Grinstead, West Sussex, RH19 2HL, as soon as possible and in any event so as to be received no later than 11.30 a.m. on 20 May 2008. Completion of a Form of Proxy will not preclude a Shareholder from attending and voting at the meeting in person.

Your attention is drawn to the letter from the Independent Directors of Judges Capital plc set out in Part I of this document, which contains a unanimous recommendation from the Independent Directors that you vote in favour of the Resolutions to be proposed at the EGM referred to above.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular and Forms of Proxy posted to Shareholders	28 April 2008
Latest time for receipt of completed Forms of Proxy for EGM	11.30 a.m. on 20 May 2008
<b>Extraordinary General Meeting of the Company</b>	<b>11.30 a.m. on 22 May 2008</b>

## DEFINITIONS

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

“Act”	the Companies Act 1985, as amended
“Admission”	the admission of the issued share capital of the Company to AIM on 7 January 2003
“AIM”	the AIM Market of the London Stock Exchange
“AIM Re-Admission Document”	the AIM re-admission document dated 29 April 2005 in relation to the Company’s re-admission to AIM following the acquisition of Fire Testing Technology Limited
“AIM Rules for Companies”	the AIM Rules for Companies published by the London Stock Exchange, as amended from time to time
“Annual Report and Accounts”	the Annual Report and Financial Statements of the Company for the year ended 31 December 2007 which is enclosed with this document
“Company” or “Judges Capital”	Judges Capital plc
“Concert Party”	DCS; David Cicurel; Dawnay Day Corporate Finance Limited; ForwardIssue Limited; Totalassist Company Limited; Guy Naggar and the Naggar Family Pension Scheme
“Convertible Redeemable Shares”	the 5,000,000 convertible redeemable preference shares of 1p each in the capital of the Company
“DCS”	David Cicurel Securities Limited
“Directors” or “Board”	the directors of the Company, whose names are set out on page 5 of this document
“Disclosure Rules”	the Disclosure and Transparency Rules published by the Financial Services Authority
“EGM Notice”	the notice convening the EGM set out at the end of this document
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company convened for 11.30 a.m. on 22 May 2008
“Form of Proxy”	the form of proxy for use at the EGM
“FSMA”	the Financial Services and Markets Act 2000, as amended
“Independent Directors”	The Hon. Alexander Robert Hambro, Ralph Leslie Cohen, Ralph Julian Elman and Glynn Carl Reece
“Independent Shareholders”	Shareholders other than the members of the Concert Party
“London Stock Exchange”	London Stock Exchange plc
“New Ordinary Shares”	new Ordinary Shares issued as a result of the conversion of the Convertible Redeemable Shares
“Ordinary Shares”	the ordinary shares of 5p each in the capital of the Company
“Panel”	the Panel on Takeovers and Mergers

“Proposals”	the proposals which give rise to the Resolutions, as more fully explained in this document
“Resolution” or “Resolutions”	the resolutions set out in the EGM Notice
“Rule 9”	Rule 9 of the Takeover Code
“Shareholders”	holders of Ordinary Shares
“Share Options”	options to subscribe for and awards over Ordinary Shares under the Share Plans
“Share Plans”	the Approved Share Option Plan and the Unapproved Share Option Plan of the Company
“Share Purchase Authority”	the proposed authority to make market purchases by the Company of up to 14.99 per cent. of the issued ordinary share capital of the Company proposed to be granted pursuant to Resolution 2
“Shore Capital”	Shore Capital and Corporate Limited
“Takeover Code”	the City Code on Takeovers and Mergers
“Waiver”	the waiver which has been granted by the Panel, conditional upon the approval by the Independent Shareholders of Resolution 1 on a poll, of any obligation which would otherwise be imposed on the Concert Party, either individually or collectively, under Rule 9 of the Takeover Code, as a result of the Share Purchase Authority

**All references to time in this document are to London time.**

# PART I – LETTER FROM THE INDEPENDENT DIRECTORS OF JUDGES CAPITAL PLC

## Judges Capital plc

*(Incorporated in England and Wales under the Companies Act 1985 registered number 4597315)*

### *Directors*

The Hon. Alexander Robert Hambro\* *(Non-Executive Chairman)*  
David Elie Cicurel *(Chief Executive)*  
Ralph Leslie Cohen\* *(Finance Director)*  
Ralph Julian Elman\* *(Non-Executive Director)*  
Glynn Carl Reece\* *(Non-Executive Director)*

### *Registered Office*

Unit 19  
Charlwoods Road  
East Grinstead  
West Sussex  
RH19 2HL

\* Independent Director

28 April 2008

*To Shareholders and, for information only, to holders of Share Options under the Share Plans*

Dear Shareholder

### **Introduction**

Your Independent Directors are seeking authority from Shareholders for the Company to purchase in the market up to 14.99 per cent. of the issued Ordinary Shares of the Company. The existing authority lapses at the conclusion of the Annual General Meeting of the Company to be held in 2008 or, if earlier on 20 November 2008 and could not be acted upon for the reasons explained below. Your Independent Directors are also seeking the approval by Independent Shareholders of the Waiver, which has been granted by the Panel, subject to the approval at the EGM by Independent Shareholders on a poll, of any obligation on the part of the Concert Party to make a general offer to Shareholders under Rule 9 of the Takeover Code which might otherwise arise upon any exercise by the Company of the Share Purchase Authority. In addition, your Independent Directors are seeking the approval of the Resolution allowing the exercise by DCS of any of its Convertible Redeemable Shares.

The purpose of this document is to set out the background to and reasons for these Proposals, to explain why your Independent Directors consider the passing of the Resolutions to be in the best interests of the Company and its Shareholders as a whole and to seek Shareholder approval for the three Resolutions which are being proposed at the EGM to be held at 11.30 a.m. on 22 May 2008.

### **Background to and reasons for the proposed Share Purchase Authority**

On 29 January 2008, the Company issued a trading update announcement relating to the year ended 31 December 2007. That announcement stated that the Group had continued to trade strongly during the second half and, further, that the Board anticipated that the results for the full year ended 31 December 2007 would exceed the then prevailing market expectations. The Company issued its preliminary statement of results for the year ended 31 December 2007 on 28 March 2008 reporting record sales of £6.2 million (2006: £5.2 million), record profits of £836,000 (2006: £516,000) before tax, gains on divestments and amortisation, and record adjusted fully diluted earnings per share of 12.9p (2006: 8.6p).

The Board also reported that the Company entered the New Year with an almost doubled order book compared to the level reached at the beginning of 2007 which, in the opinion of the Directors, augured well for 2008. A copy of the Annual Report and Accounts is enclosed with this document for Shareholders' information.

The Independent Directors believe that the Company's share price does not reflect the Group's favourable prospects and that this is at least partly as a result of the limited liquidity in the Company's shares. The Independent Directors believe that the proposed Share Purchase Authority can assist in providing an exit for shareholders who currently may not be able to sell due to the limited liquidity in the Company's shares.

The Board intends to continue with its successful strategy of developing the business through organic growth, improvements in operational performance and acquisitions. Moreover, the Board will continue to actively seek acquisition opportunities in order to enhance Shareholder value.

The Board may also seek further authority to buy back Ordinary Shares if the Share Purchase Authority detailed in this document is approved and subsequently exhausted. The Directors intend to use the distributable reserves of the Company to effect any buybacks. Any Ordinary Shares purchased by the Company using the Share Purchase Authority would either be cancelled or held in treasury as described below.

Your Independent Directors are now seeking authority from Shareholders at the EGM to be held at 11.30 a.m. on 22 May 2008 to purchase its own Ordinary Shares in the market. The authority will be limited to a maximum of 533,775 Ordinary Shares, representing 14.99 per cent. of the current issued share capital of the Company and, as stated in Resolution 2, where the Company decides to make market purchases, unless it effects such purchases by way of a tender or partial offer made to all Shareholders on the same terms, it will not make any market purchase where the price payable would be more than five per cent. greater than the average middle market price (taken from the AIM Appendix to the London Stock Exchange Daily Official List) for the five business days immediately preceding such purchase and nor will it purchase any Ordinary Shares at a price of less than the nominal value of each Ordinary Share. The Directors would only exercise such authority after considering the benefits of any buyback of Ordinary Shares for Shareholders as a whole. The authority will be valid until the Annual General Meeting of the Company to be held in 2009 or the expiry of 15 months from the date Resolution 2 is passed, if earlier.

The Board may decide to hold in treasury a maximum of ten per cent. of the current issued share capital of the Company. Ordinary Shares purchased pursuant to the Share Purchase Authority could either be held by the Company in its own name in treasury or cancelled and if such shares are held in treasury they would in the future either be sold for cash or used to meet the Company's obligations under employee share schemes, or could be cancelled at a later date. Any Ordinary Shares held in treasury by the Company would remain admitted to trading on AIM, although the Company would not be able to attend meetings, exercise any voting rights, or receive any dividend or other distribution (save for any issue of bonus shares) in respect of Ordinary Shares held in treasury. Once any such Ordinary Shares are sold or transferred out of treasury, the new legal owners of the Ordinary Shares would be able to exercise the usual rights from time to time attached to those shares. The Board believes that the ability to hold Ordinary Shares purchased pursuant to the Share Purchase Authority in treasury will allow for greater flexibility and may save the Company some of the costs associated with issuing new Ordinary Shares.

### **The Takeover Code requirements**

Rule 9 of the Takeover Code ("Rule 9") stipulates, *inter alia*, that if (a) any person acquires, an interest (as defined in the Takeover Code) in shares which taken together with shares in which persons acting in concert with him are interested carry 30 per cent. or more of the voting rights of a company; or (b) any person, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of a company but does not hold shares carrying more than 50 per cent. of such voting rights and such person, or any person acting in concert with him, acquires an interest in any other shares which increases the percentage of the voting rights in which he is interested; such person will normally be required by the Panel to make a general offer to the remaining shareholders to acquire their shares. An offer under Rule 9 must be made in cash and at the highest price paid by the person required to make the offer or any person acting in concert with him for any interest in shares in the company during the twelve months prior to the announcement of the offer.

Under Rule 37 of the Takeover Code, when a company purchases its own voting shares, any resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in

concert is interested will be treated as an acquisition for the purpose of Rule 9 (although a shareholder who is neither a director nor deemed to be acting in concert with a director will not normally incur an obligation to make an offer under Rule 9).

The Takeover Code states that persons are acting in concert if, *inter alia*, they co-operate, pursuant to an agreement or understanding (whether formal or informal) to obtain or consolidate control of a company. A person and each of its affiliated persons will be deemed to be acting in concert all with each other. The Panel considers that for these purposes, DCS; David Cicurel; Dawnay Day Corporate Finance Limited; ForwardIssue Limited; Totalassist Company Limited; Guy Naggar and the Naggar Family Pension Scheme, members of their immediate families and certain trusts and entities related to them and members of their immediate families are acting in concert. Full details of the constituent members of the Concert Party are set out in paragraph 6 of Part II of this document.

### **Current and potential shareholding of the Concert Party**

The aggregate shareholding interests of the Concert Party in the Company as at 25 April 2008, being the last practicable date prior to the posting of this document, was 1,333,988 Ordinary Shares, representing 37.46 per cent. of the issued share capital of the Company. In addition, a member of the Concert Party holds Convertible Redeemable Shares which, if converted, would increase the aggregate shareholding of the Concert Party. Details of the Convertible Redeemable Shares are set out below.

#### ***Convertible Redeemable Shares***

Prior to Admission, the founding directors of the Company subscribed for and were issued a total of 5,000,000 Convertible Redeemable Shares. The holders of the Convertible Redeemable Shares have the right to convert all or part of their holding of Convertible Redeemable Shares into an amount of New Ordinary Shares, such that if all the Convertible Redeemable Shares were converted at the same time, the total number of New Ordinary Shares to be issued pursuant to the conversion would equal 12 per cent. of the enlarged issued share capital. The amount to be paid on conversion of each Convertible Redeemable Share is 95 pence per New Ordinary Share issued as a result of the conversion.

DCS currently holds 4,166,667 Convertible Redeemable Shares. It was stated in the AIM Re-Admission Document that it was intended to seek a vote of independent shareholders to enable DCS to exercise its conversion rights. This Resolution is being sought as part of the Proposals (Resolution 3).

If the Convertible Redeemable Shares were converted on 25 April 2008, being the last practicable date prior to the posting of this document, then they would convert into 485,574 New Ordinary Shares. DCS, a member of the Concert Party, would hold 404,645 of these New Ordinary Shares. If DCS converted its Convertible Redeemable Shares (and no others were converted) on 25 April 2008, the aggregate shareholding interests of the Concert Party in the Company would be 1,738,633 Ordinary Shares, representing 43.84 per cent. of the issued share capital of the Company.

#### ***Shareholding scenarios***

The respective shareholding interests in the Company of the Concert Party as at 25 April 2008, being the last practicable date prior to the posting of this document, are set out in the table below together with details of the maximum percentage of the Company's voting rights which would be represented by the respective shareholding interests of the Concert Party in the Company under three scenarios.

Scenario 1:

- (i) the Waiver granted by the Panel in relation to the Share Purchase Authority is approved by the Independent Shareholders;
- (ii) Resolution 3 in relation to the Convertible Redeemable Shares is not approved by the Independent Shareholders; and
- (iii) the Share Purchase Authority is utilised in full.

Scenario 2:

- (i) the Waiver granted by the Panel in relation to the Share Purchase Authority is approved by the Independent Shareholders;
- (ii) Resolution 3 in relation to the Convertible Redeemable Shares is approved by the Independent Shareholders; and
- (iii) only DCS converts its Convertible Redeemable Shares (i.e. no other holder of Convertible Redeemable Shares converts) following which the Share Purchase Authority is utilised in full.

Scenario 3:

- (i) the Waiver granted by the Panel in relation to the Share Purchase Authority is not approved by the Independent Shareholders;
- (ii) Resolution 3 in relation to the Convertible Redeemable Shares is approved by the Independent Shareholders; and
- (iii) only DCS converts its Convertible Redeemable Shares (i.e. no other holder of Convertible Redeemable Shares converts).

			Scenario 1		Scenario 2		Scenario 3	
	Number of Ordinary Shares at currently in issue	% of current issued ordinary share capital	Share Purchase Authority utilised in full, Convertible Redeemable Shares not converted	% of issued share capital	DCS converts its Convertible Redeemable Shares, then Share Purchase Authority utilised in full	% of issued share capital	Share Purchase Authority not approved; DCS converts its Convertible Redeemable Shares	% of issued share capital
DCS	526,316	14.78	526,316	17.39	930,961	27.13	930,961	23.48
David Cicurel	40	0.00	40	0.00	40	0.00	40	0.00
Dawnay Day Corporate Finance Ltd	63,158	1.77	63,158	2.09	63,158	1.84	63,158	1.59
ForwardIssue Ltd	131,579	3.70	131,579	4.35	131,579	3.83	131,579	3.32
Totalassist Company Ltd	131,579	3.70	131,579	4.35	131,579	3.83	131,579	3.32
Guy Naggar	351,053	9.86	351,053	11.60	351,053	10.23	351,053	8.85
Naggar Family Pension Scheme	130,263	3.66	130,263	4.30	130,263	3.80	130,263	3.28
<b>Total</b>	<b>1,333,988</b>	<b>37.46</b>	<b>1,333,988</b>	<b>44.07</b>	<b>1,738,633</b>	<b>50.66</b>	<b>1,738,633</b>	<b>43.84</b>

Details of each member of the Concert Party are set out in paragraph 6 of Part II of this document.

If the Company were to repurchase the maximum number of Ordinary Shares authorised pursuant to the Share Purchase Authority from persons other than the Concert Party, the Concert Party's interest in the issued share capital of the Company would (assuming no other allotments of Ordinary Shares) increase to 44.07 per cent. of the issued share capital of the Company prior to the conversion of any of the Convertible Redeemable Shares, and 50.66 per cent. following the conversion of the Convertible Redeemable Shares by DCS. Accordingly, an increase in the percentage of Ordinary Shares carrying voting rights in which the Concert Party is interested, as a result of the implementation of the buyback authority, would prima facie have the effect of triggering Rule 9 of the Takeover Code and result in the Concert Party being under an obligation to make a general offer to all Shareholders.

***Dispensation from Rule 9 of the Takeover Code in relation to the repurchase by the Company of its own shares***

The Independent Directors have applied to the Panel for a waiver of Rule 9 of the Takeover Code in order to permit the Share Purchase Authority proposed under Resolution 2 to be exercised by the Board (if such authority is approved by Shareholders) without triggering an obligation on the part of the Concert Party to make a general offer to Shareholders. The Panel has agreed, subject to Independent Shareholders' approval on a poll, to waive any obligation for the Concert Party to make a general offer to all Shareholders where

such an obligation would arise as a result of purchases by the Company of up to 533,775 Ordinary Shares pursuant to the Share Purchase Authority. The waiver granted by the Panel relates only to any increase in the percentage of Ordinary Shares held by the Concert Party as a result of purchases by the Company of Ordinary Shares pursuant to the Share Purchase Authority and is conditional on the passing of Resolution 1 by the Independent Shareholders of the Company on a poll. As the members of the Concert Party are interested in the outcome of Resolution 1, they will be precluded from voting on that Resolution.

Following exercise of the Share Purchase Authority (either in whole or in part), the Concert Party will remain interested in shares which carry more than 30 per cent. but will not hold more than 50 per cent. of the Company's voting share capital and any further increase in the number of Ordinary Shares in which it is interested (other than as a result of a further exercise of the buyback authority) will be subject to the provisions of Rule 9 of the Takeover Code.

#### ***DCS's Convertible Redeemable Shares***

DCS currently holds 4,166,667 Convertible Redeemable Shares. It was stated in the AIM Re-Admission Document that it was intended to seek a vote of Independent Shareholders to enable DCS to exercise its conversion rights. This Resolution is being sought as part of the Proposals (Resolution 3). The Concert Party will be precluded from voting on that Resolution.

#### **Panel Waiver**

Following an application by the Independent Directors, the Panel has agreed, subject to the approval of Resolution 1 on a poll by the Independent Shareholders at the EGM, to grant the Waiver. The effect of the Waiver, if approved by the Independent Shareholders, would be that the Concert Party would not be required to make a general offer under Rule 9 of the Takeover Code that would otherwise arise due to the increase in the aggregate holding of the Concert Party resulting from the purchase by the Company of its own Ordinary Shares pursuant to the Share Purchase Authority.

The Resolution to approve the Waiver is subject to the approval of the Independent Shareholders on a poll and each Independent Shareholder will be entitled to one vote for each Ordinary Share held. The Independent Shareholders are the Shareholders other than members of the Concert Party.

#### ***Scenario 1***

**In the event that the Independent Shareholders approve the Waiver which has been granted by the Panel at the EGM, that Resolution 3 in relation to the Convertible Redeemable Shares is not approved by the Independent Shareholders and assuming that the Share Purchase Authority is utilised in full ('Scenario 1', as more fully described on page 7), then the Concert Party members would between them be interested in shares carrying 30 per cent. or more of the Company's voting share capital, but would not hold shares carrying more than 50 per cent. of such voting rights and (for as long as they continue to be treated as acting in concert) any further increase in that aggregate interest in shares would be subject to the provisions Rule 9.**

#### ***Scenario 2***

**In the event that the Independent Shareholders approve the Waiver which has been granted by the Panel at the EGM, that Resolution 3 in relation to the Convertible Redeemable Shares is approved by the Independent Shareholders, and DCS converts its Convertible Redeemable Shares following which the Company utilises in full the Share Purchase Authority ('Scenario 2', as more fully described on page 8), then the Concert Party members will between them hold more than 50 per cent. of the Company's voting share capital and (for as long as they continue to be treated as acting in concert) may accordingly be able to increase their aggregate interests in shares without incurring any obligation under Rule 9 of the Takeover Code to make a general offer although individual members of the Concert Party will not be able to increase their percentage interest in shares through or between a Rule 9 threshold without the consent of the Panel.**

### **Scenario 3**

**In the event that the Independent Shareholders do not approve the Waiver which has been granted by the Panel at the EGM, that Resolution 3 in relation to the Convertible Redeemable Shares is approved by the Independent Shareholders ('Scenario 3', as more fully described on page 8), then the Concert Party members would between them be interested in shares carrying 30 per cent. or more of the Company's voting share capital, but would not hold shares carrying more than 50 per cent. of such voting rights and (for as long as they continue to be treated as acting in concert) any further increase in that aggregate interest in shares would be subject to the provisions Rule 9.**

### **The Concert Party and its intentions**

Each member of the Concert Party has confirmed to the Board that it is not presently proposing any changes to the Board or changes to the employment rights of employees of the Company and that its intention, following any increase in its shareholding as a result of any repurchase of Ordinary Shares or conversion of the Convertible Redeemable Shares, is that the business of the Company should continue to be run in substantially the same manner as at present.

More specifically, each member of the Concert Party has confirmed that their intentions regarding the future of the Company's business, the locations of the Company's places of business and the continued employment of its employees and management (and those of its subsidiaries) will not be altered as a result of the Proposals, nor will there be any redeployment of the fixed assets of the Company as a result of the Proposals.

David Cicurel has not taken part in any decision of the Board relating to the Proposals as he is a member of the Concert Party. David Cicurel has confirmed his intention not to vote in relation to Resolutions 1 or 3. Additionally, David Cicurel has confirmed that, if the Waiver is approved by Independent Shareholders, he will not participate in Board decisions in relation to any purchase by the Company of its own Ordinary Shares pursuant to the Share Purchase Authority.

### **Extraordinary General Meeting**

A notice convening an EGM to be held at 8-10 Grosvenor Gardens SW1W 0DH at 11.30 a.m. on 22 May 2008 is set out at the end of this document. At the EGM, Resolutions will be proposed to waive the application of Rule 9 of the Takeover Code in connection with the Share Purchase Authority, to authorise the Company to buy back its own shares and to approve the Resolution in connection with the exercise by DCS of its right to convert the Convertible Redeemable Shares held by it.

### **Action to be taken**

You will find a Form of Proxy for use in connection with the EGM at the end of this document. The Form of Proxy should be completed in accordance with the instructions printed thereon, whether or not you intend to be present at the EGM, and returned to the Company Secretary, Unit 19, Charlwoods Road, East Grinstead, West Sussex, RH19 2HL as soon as possible and in any event so that it is received not later than 11.30 a.m. on 20 May 2008. Completion and return of the Form of Proxy will not prevent you from attending the EGM and voting in person, if you so wish.

### **Additional Information**

Your attention is drawn to Part II of this document which contains certain additional information in respect of Judges Capital, the Concert Party and the Directors', members of the Concert Party's and other interests. Shareholders are advised to read the whole of this document and not rely solely on the summary information set out in this letter.

### **Recommendation**

Your Independent Directors, who have been so advised by Shore Capital, consider the Proposals to be fair and reasonable and in the best interests of Shareholders as a whole. In providing advice to the Independent Directors, Shore Capital has taken into account the Independent Directors' commercial assessments.

Accordingly, the Independent Directors unanimously recommend that Independent Shareholders vote in favour of Resolutions 1, 2 and 3 as they intend to do in respect of their own shareholdings of 83,791 Ordinary Shares, representing approximately 2.35 per cent. of the Ordinary Shares in issue as at today's date.

Yours faithfully,

**The Hon. Alexander Robert Hambro, Ralph Leslie Cohen, Ralph Julian Elman and Glynn Carl Reece**  
*The Independent Directors*

## PART II – ADDITIONAL INFORMATION

### 1. Responsibility

- 1.1 Save for David Cicurel in relation to the views of the Independent Directors as to the recommendation relating to the Proposals, the Directors, whose names are set out on page 5 of this document, accept responsibility for the information contained in this document other than information relating to the Concert Party and its members and their immediate families, persons connected with them and their related trusts and controlled companies. Save as aforesaid to the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 1.2 Each of the members of the Concert Party, whose names are set out in paragraph 6.1 below, accepts responsibility for the information contained in this document relating to the Concert Party and its members and their immediate families, persons connected with them and their related trusts and controlled companies. To the best of the knowledge and belief of the members of the Concert Party (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

### 2. Business of the Company

The principal activity of the Company and its subsidiaries is the provision of specialist test equipment and other scientific instruments. The principal function of the Company is that of a holding company. The Directors intend to continue conducting the business of the Company and its subsidiaries in the same manner as it is currently conducted and there is currently no plan to introduce any major change to the manner in which the business of the Company and its subsidiaries is being conducted or the terms of engagement of any employees of the Company and its subsidiaries.

### 3. Directors

- 3.1 The Directors at the date of this document are:

The Hon. Alexander Robert Hambro (*Non-Executive Chairman*)

David Elie Cicurel (*Chief Executive*)

Ralph Leslie Cohen (*Finance Director*)

Ralph Julian Elman (*Non-Executive Director*)

Glynn Carl Reece (*Non-Executive Director*)

- 3.2 The business address of the Directors is Unit 19, Charlwoods Road, East Grinstead, West Sussex, RH19 2HL.

### 4. Absence of concert parties or related parties

The Directors confirm that save in respect of the Concert Party they are unaware of any agreements, arrangements or understandings between any of the Directors or Shareholders of the Company acting in concert with any of the Directors.

Each of the Directors and members of the Concert Party has confirmed that it is not his/its intention to sell any of his/its shareholdings back to the Company pursuant to the general authority sought from Shareholders by the Company to purchase some of its issued share capital. The Directors also believe that there are no related parties from whom Ordinary Shares are proposed to be purchased and in the event that any Shareholders of the Company come within the definition of related party set out in the AIM Rules for Companies, the Directors confirm that there is no prior understanding, arrangement or agreement between the Company and any related party.

## 5. Interests and dealings of the Directors

- 5.1 At the close of business on 25 April 2008 (being the latest practicable date prior to the posting of this document), the interests of the Directors, and the interests of any other person whose interests in Ordinary Shares the Directors are taken to be interested in pursuant to Part 22 of the Companies Act 2006 (“connected persons”), in the issued share capital of the Company were as follows:

	<i>Ordinary Shares</i>	<i>% of Issued Ordinary Shares</i>	<i>Convertible Redeemable Shares</i>
D. Cicurel*	526,356	14.78	4,166,667
A. Hambro	25,000	0.70	416,667
R. Cohen	10,000	0.28	–
R. Elman	45,791	1.29	208,333
G. Reece	3,000	0.08	208,333

\* These Ordinary Shares (except for 40 shares held by D. Cicurel personally) are held by DCS, further details of which are contained in paragraph 6 of this Part II.

- 5.2 At the close of business on 25 April 2008 (being the latest practicable date prior to the posting of this document), Share Options have been granted to Directors and remain outstanding as set out below:

	<i>Plan</i>	<i>Number of options</i>	<i>Option Exercise price (p)</i>	<i>Earliest exercise/ vesting date</i>	<i>Exercise expiry date</i>
R. Cohen	Unapproved	37,000	101.5	20/10/2008	20/10/2015
R. Cohen	Approved	10,000	94.0	24/09/2010	24/09/2017

- 5.3 The interests of each of the Directors and their connected persons in the share capital of the Company in the event that the Board exercises the Share Purchase Authority in its entirety (but on the assumption that no further Ordinary Shares are allotted as a result of vesting or exercise of Share Options or otherwise and assuming no conversion of the Convertible Redeemable Shares into New Ordinary Shares) will be:

	<i>Number of Ordinary Shares</i>	<i>% of Current Issued Ordinary Shares*</i>	<i>% of Issued Ordinary Shares Following Buyback**</i>	<i>Convertible Redeemable Shares</i>
D. Cicurel	526,356	14.78	17.38	4,166,667
A. Hambro	25,000	0.70	0.83	416,667
R. Cohen	10,000	0.28	0.33	–
R. Elman	45,791	1.29	1.51	208,333
G. Reece	3,000	0.08	0.10	208,333

\* The number of Ordinary Shares in issue as at 25 April 2008 (being the latest practicable date prior to the posting of document) is 3,560,878.

\*\* If the entire Share Purchase Authority to buy back up to 14.99 per cent. of the Company’s current issued share capital is exercised by the purchase of Ordinary Shares from Shareholders who are not members of the Concert Party (but on the assumption that no further Ordinary Shares are allotted as a result of the vesting or exercise of Share Options, or otherwise and assuming no conversion of Convertible Redeemable Shares into New Ordinary Shares), the Company’s issued share capital following such exercise will be 3,027,103 Ordinary Shares.

- 5.4 During the period of 12 months preceding the date of this document, the following dealings for value in Ordinary Shares by the Directors and their connected persons have taken place:

<i>Date</i>	<i>Director</i>	<i>Nature of Transaction</i>	<i>No. of Ordinary Shares</i>	<i>Price per Ordinary Share (p)</i>
29/11/2007	Ralph Elman	Purchase	3,000	91.0
26/11/2007	Ralph Elman	Purchase	22,791	87.0
26/11/2007	Glynn Reece	Purchase	3,000	87.0
03/10/2007	Ralph Cohen	Purchase	10,000	100.0

- 5.5 There have been no dealings for value by Shore Capital Group plc, the parent company of Shore Capital, or any of its subsidiary companies in the share capital of Judges Capital in the last 12 months other than by Shore Capital Stockbrokers Limited as a non-exempt principal trader in the share capital of Judges Capital as follows:

<i>Date</i>	<i>Transaction</i>	<i>Number of Ordinary Shares</i>	<i>Price per share (p)</i>
25 May 2007	Purchase	1,100	104

- 5.6 Neither Shore Capital Group plc nor any of its subsidiary companies nor any discretionary clients of Shore Capital Stockbrokers Limited has any interests in the share capital of Judges Capital save in the capacity as an exempt principal trader. Shore Capital Stockbrokers was granted exempt principal trader status on 3 August 2007.

## **6. Information on the members of the Concert Party**

- 6.1 The Concert Party comprises David Cicurel, Guy Naggar and certain entities connected to them. David Cicurel is Guy Naggar's nephew. Further details of the Concert Party are set out below:
- 6.1.1 DCS is a company registered in the British Virgin Islands. Its administrative office is at LaMotte Chambers, St Helier, Jersey JE1 1BJ. It is wholly-owned by the trustees of the David Cicurel Settlement.
- 6.1.2 David Cicurel, of Unit 19, Charlwoods Road, East Grinstead, West Sussex RH19 2HL, founded Judges Capital in 2002 having spent much of his career as a turnaround specialist and, subsequently, as an 'active value' investor operating with his own funds. He has been responsible for several corporate recovery exercises including two UK public companies, International Media Communications plc (later known as Continental Foods) and International Communication and Data plc.
- 6.1.3 Dawnay, Day Corporate Finance Limited, of 15-17 Grosvenor Gardens, London SW1W 0BD, is a wholly owned subsidiary of Dawnay, Day International Limited, which provides advice on all types of corporate transactions and can act as a Sponsor on the Main Market and an AIM nominated adviser.
- 6.1.4 ForwardIssue Limited, of 15-17 Grosvenor Gardens, London SW1W 0BD, is an investment company connected to Guy Naggar.
- 6.1.5 Totalassist Company Limited, of 15-17 Grosvenor Gardens, London SW1W 0BD, is an investment company connected to Peter Klimt.
- 6.1.6 Guy Naggar, of 15-17 Grosvenor Gardens, London SW1W 0BD, is Chairman of Dawnay, Day International Limited. He has guided the expansion of the Dawnay, Day Group since 1981 and spearheaded its specialisation in financial and property services and private equity. He is an alternate Director to Peter Klimt for Dawnay, Day Carpathian Plc and Dawnay, Day Treveria Plc and is a Director of Dawnay Shore Hotels Plc.

6.1.7 The Naggar Family Pension Scheme, 15-17 Grosvenor Gardens, London SW1W 0BD, a scheme set up to provide a pension Guy Naggar.

6.2 At the close of business on 25 April 2008 (being the latest practicable date prior to the posting of this document), the interests of members of the Concert Party in the issued share capital of the Company were as follows:

	<i>Number of Ordinary Shares</i>	<i>% of Issued Ordinary Shares</i>
DCS	526,316	14.78
David Cicurel	40	0.00
Dawney Day Corporate Finance Limited	63,158	1.77
ForwardIssue Limited	131,579	3.70
Totalassist Company Limited	131,579	3.70
Guy Naggar	351,053	9.86
Naggar Family Pension Scheme	130,263	3.65
<b>Total</b>	<u>1,333,988</u>	<u>37.46</u>

In addition, DCS holds 4,166,667 Convertible Redeemable Shares in the capital of the Company.

6.3 During the period of twelve months preceding the date of this document, there have been no dealings for value in relevant securities by the Concert Party.

## **7. Directors' service agreements and emoluments**

7.1 On 24 December 2002, David Cicurel and Ralph Elman each entered into service agreements with the Company. Their service agreements were for a fixed period of three years in respect of David Cicurel and one year in respect of Ralph Elman and were thereafter terminable by either the Director or the Company on giving no less than 12 months' prior written notice. On 24 October 2005 Ralph Cohen became Finance Director following which Ralph Elman became a Non-Executive Director. Ralph Cohen's service agreement is ongoing and terminable by either Ralph Cohen or the Company giving no less than six months' prior written notice.

	<i>Current Annual Salary</i>	<i>Position</i>
David Cicurel	£75,000	Chief Executive
Ralph Cohen	£85,000	Finance Director

The annual salaries of the executive Directors are subject to review by the Remuneration Committee of the Board, which is made up of the non-executive Directors. The Company also operates an annual discretionary bonus scheme with bonuses to be awarded by the Remuneration Committee.

The Company makes pension contributions on behalf of executive Directors.

Each service contract contains a confidentiality clause and a restrictive covenant, which corresponds with each Director's general fiduciary duties as a director of a company.

7.2 The appointments as non-executive Directors of Alex Hambro, Ralph Elman and Glynn Reece are each terminable by either the Company or the relevant non-executive Director giving to the other not less than three months' notice.

7.3 The annual fees of Alex Hambro, Ralph Elman and Glynn Reece are £14,000, £12,000 and £12,000 respectively.

7.4 Save as disclosed in this paragraph 7, no contracts of employment have been entered into with any Director or amended within six months prior to the date of this document.

## 8. Material Contracts

The following contracts, not being in the ordinary course of business, have been entered into by the Company or any of its subsidiaries, within the period of two years prior to the posting of this document and are, or may be, material:

- 8.1 An agreement dated 5 September 2006 between (1) Hugh Evans and Eunice Evans; (2) Aitchee Engineering Limited and (3) Fire Testing Technology Limited, a subsidiary of the Company (“FTT”), pursuant to which Aitchee Engineering Limited, a subsidiary of FTT, purchased the business and assets of Aitchee Engineering Associates for a maximum cash consideration of £230,000. The agreement contained certain warranties and indemnities in favour of Aitchee Engineering Limited.
- 8.2 An agreement dated 20 March 2008 between (1) C. C. Gossling, A. C. Gossling and J. R. Evans and (2) the Company pursuant to which the Company acquired the freehold property at Unit 18, Charlwoods Road, East Grinstead, West Sussex, a property adjoining the Fire Testing Technology factory, with vacant possession for a total cash consideration of £490,000.

## 9. Material changes

Save as disclosed in this document, there has been no material change in the financial or trading position of the Company since 31 December 2007, being the date to which the Company’s last published audited accounts were prepared.

## 10. Middle market quotations

The closing middle market quotations for the Ordinary Shares of the Company, as derived from the AIM Appendix to the London Stock Exchange Daily Official List, on the first business day of each of the six months immediately preceding the date of this document and on 25 April 2008 (being the latest practicable date prior to the posting of this document) were:

<i>Date</i>	<i>Price per Ordinary Share (p)</i>
1 November 2007	101.5
3 December 2007	91.5
2 January 2008	91.5
1 February 2008	109.5
3 March 2008	110.0
1 April 2008	119.5
25 April 2008	124

## 11. Significant Shareholdings

As at 25 April 2008 (being the latest practicable date prior to the posting of this document), the following Shareholders have notified the Company, in accordance with the Disclosure Rules, of their interests in the ordinary share capital of the Company:

	<i>Ordinary Shares</i>	<i>% of Issued Ordinary Shares</i>
Artemis Asset Management Ltd	592,151	16.6
DCS	526,316	14.8
Guy Naggar	351,053	9.9
Merrill Lynch International Bank Ltd	255,263	7.2
Stephen Upton and Jacqueline Upton	200,000	5.6
Stephen Grayson	200,000	5.6
Seymour Pierce Ellis Ltd	168,421	4.7
New Fortress Holdings	155,263	4.4
ForwardIssue Limited	131,579	3.7
Totalassist Company Limited	131,579	3.7
Naggar Family Pension Scheme	130,263	3.7
Lloyds TSB Bank	105,263	3.0

## 12. General

- 12.1 Shore Capital has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and references to it in this document in the form and context in which they appear.
- 12.2 No agreement, arrangement, or understanding (including any compensation arrangement) exists between the Directors, recent directors, Shareholders or recent shareholders of the Company having any connection with or dependence upon the Proposals set out in this document.
- 12.3 Save as disclosed in paragraphs 5 and 6 of Part II of this document:
- 12.3.1 no member of the Concert Party nor any person acting in concert with them or their connected persons has any interest in, right to subscribe in respect of or short position in relation to any relevant securities;
- 12.3.2 no member of the Concert Party nor any person acting in concert with them or their connected persons has dealt in relevant securities during the period of twelve months ended on 25 April 2008 (being the latest practicable date prior to the publication of this document);
- 12.3.3 there are no relevant securities which any member of the Concert Party or any person acting in concert with them or their connected persons has borrowed or lent (excluding any borrowed relevant securities which have either been on lent or sold);
- 12.3.4 none of:
- (i) the Directors or any of their close relatives or related trusts or their connected persons;
  - (ii) the Company or any associated company of the Company;
  - (iii) any pension fund or employee benefit trust of the Company or of any associated company of the Company;
  - (iv) any connected adviser to the Company, or any company which is an associated company of the Company, or to a person acting in concert with the Directors; or
  - (v) any person controlling, controlled by or under the same control as any connected adviser falling within (iv) above (except for an exempt principal trader or exempt fund manager);
- has as at 25 April 2008 (being the latest practicable date prior to the publication of this document) any interest in, right to subscribe in respect of or short position in relation to any relevant securities;
- 12.3.5 there are no relevant securities which the Company or any person acting in concert with it or the Directors or their connected persons has borrowed or lent (excluding any borrowed relevant securities which have either been on lent or sold); and
- 12.3.6 no member of the Concert Party nor any person acting in concert with any of them nor their directors or their connected persons has with any person any indemnity or option arrangement, or any agreement or understanding, formal or informal, of whatever nature, relating to relevant securities which may be an inducement to deal or refrain from dealing.

In this paragraph 12.3, reference to:

- (1) “relevant securities” means Ordinary Shares and shares in DCS, Dawnay Day Corporate Finance Limited, ForwardIssue Limited, Totalassist Company Limited and securities carrying conversion or subscription rights into, options (including traded options) in respect of or derivatives referenced to, Ordinary Shares or shares in David Cicurel Securities Limited, Dawnay Day Corporate Finance Limited, ForwardIssue Limited or Totalassist Company Limited;

- (2) “derivatives” include any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security;
- (3) “short position” means a short position whether conditional or absolute and whether in money or otherwise, and includes any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery;
- (4) “associated company” means in relation to any company, that company’s parent, subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies. For these purposes, ownership or control of 20 per cent. or more of the equity share capital of a company is regarded as the test of associated company status;
- (5) “connected person” means in respect of a Director or a director of DCS, Dawnay Day Corporate Finance Limited, ForwardIssue Limited, Totalassist Company Limited, any other person in whose interests in shares the relevant Director or director of David Cicurel Securities Limited, Dawnay Day Corporate Finance Limited, ForwardIssue Limited or Totalassist Company Limited is taken to be interested pursuant to Part 22 of the Companies Act 2006;
- (6) “connected adviser” means:
  - (i) in relation to the Company, (a) an organisation which is advising the Company in relation to the Panel Waiver; and (b) a corporate broker to the Company;
  - (ii) in relation to a person who is acting in concert with any member of the Concert Party an organisation (if any) which is advising that person either (a) in relation to the Panel Waiver; or (b) in relation to the matter which is the reason for that person being a member of the relevant concert party; and
  - (iii) in relation to a person who is an associated company of any member of the Concert Party or the Company, an organisation (if any) which is advising that person in relation to the Panel Waiver;
- (7) “control” means an interest, or interests, in shares carrying in aggregate 30 per cent. or more of the voting rights of a company, irrespective of whether such interest or interests give *de facto* control; and
- (8) “dealing” or “dealt” includes the following:
  - (i) the acquisition or disposal of securities;
  - (ii) the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a traded option contract) in respect of any securities;
  - (iii) subscribing or agreeing to subscribe for securities;
  - (iv) the exercise or conversion, whether in respect of new or existing securities, of any securities carrying conversion or subscription rights;
  - (v) the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to securities;
  - (vi) entering into, terminating or varying the terms of any agreement to purchase or sell securities; and

- (vii) any other action resulting, or which may result, in an increase or decrease in the number of securities in which a person is interested or in respect of which he has a short position.

For the purposes of this paragraph 12.3, a person is treated as “interested” in securities if he has long economic exposure, whether absolute or conditional, to changes in the price of those securities (and a person who only has a short position in securities is not treated as interested in those securities). In particular, a person is treated as “interested” in securities if:

- (i) he owns them;
- (ii) he has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to them or has general control of them;
- (iii) by virtue of any agreement to purchase, option or derivative, he:
  - (a) has the right or option to acquire them or call for their delivery; or
  - (b) is under an obligation to take delivery of them whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or
- (iv) he is party to any derivative:
  - (a) whose value is determined by reference to their price; and
  - (b) which results, or may result, in his having a long position in them.

- 12.4 The Directors are not aware of any agreement or arrangement or understanding by which the beneficial ownership of any Ordinary Shares acquired by the Company pursuant to the Share Purchase Authority proposed at the EGM will be transferred to any other person. Such shares will, in accordance with the Act, either be held in treasury up to the amounts permitted to be held in treasury by the Act or be cancelled and the issued share capital of the Company reduced by the nominal amount of those Ordinary Shares so purchased.
- 12.5 No member of the Concert Party nor any person acting in concert with their connected persons has any relationship, arrangement or understanding with Shore Capital in relation to the Company or the shares of the Company.
- 12.6 No agreement, arrangement or understanding (including any compensation arrangements) exists between David Cicurel or any member of the Concert Party and any of the directors, recent directors, shareholders or recent shareholders of Judges Capital, having any connection with or dependence upon the Proposals set out in this document.
- 12.7 The Directors intend to use distributable reserves of the Company to effect any purchases of Ordinary Shares pursuant to the Share Purchase Authority. There are no other arrangements in place or contemplated by the Directors which, in relation to the Share Purchase Authority, will depend to any significant extent on the business of Judges Capital.
- 12.8 As at 25 April 2008 (being the latest practicable date prior to the posting of this document) the Company had 160,000 Share Options in issue which it is expected, on vesting or exercise, will be satisfied by the issue of new Ordinary Shares.

### **13. Documents available for inspection**

Copies of the following documents will be available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of Shore Capital, Bond Street House, 14 Clifford Street, London W1S 4JU from the date of this document up to the date of the EGM and at the place of meeting for 15 minutes prior to the meeting and during the meeting:

- 13.1 the memorandum and articles of association of Judges Capital;

- 13.2 the audited consolidated accounts of the Company for the financial years ended 31 December 2006 and 31 December 2007;
- 13.3 the consent letter from Shore Capital referred to in paragraph 12.1 above;
- 13.4 the Directors' service agreements referred to in paragraph 7 above; and
- 13.5 the material contracts referred to in paragraph 8 above.

28 April 2008

# Judges Capital plc

*(Incorporated in England and Wales under the Companies Act 1985 registered number 4597315)*

## Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at 8-10 Grosvenor Gardens SW1W 0DH at 11.30 a.m. on 22 May 2008 to consider, and if thought fit, pass the following resolutions of which Resolution 1 will be proposed as an Ordinary Resolution, Resolution 2 will be proposed as a Special Resolution and Resolution 3 will be proposed as an Ordinary Resolution:

### ORDINARY RESOLUTION

1. That the waiver granted by the Panel on Takeovers and Mergers, conditional on the passing of this Resolution on a poll, of any requirement under Rule 9 of the City Code on Takeovers and Mergers for the Concert Party comprising David Cicurel Securities Limited; Dawnay Day Corporate Finance Limited; ForwardIssue Limited; Totalassist Company Limited; Guy Naggar and the trustees of the Naggar Family Pension Scheme to make a general offer to shareholders of the Company as a result of the exercise by the Company of the authority to make market purchases of its own Ordinary Shares in accordance with Section 166 of the Companies Act 1985 (the "Act") proposed to be conferred by Resolution 2 set out in the notice of Extraordinary General Meeting convening this meeting, be and is hereby approved.

### SPECIAL RESOLUTION

2. That, subject to Resolution 1 set out in the notice of Extraordinary General Meeting convening this meeting being passed, the Company be generally and unconditionally authorised pursuant to Article 15 of the Company's Articles of Association and for the purpose of Section 166 of the Act to make one or more market purchases (within the meaning of Section 163(3) of the Act) of Ordinary Shares of 5 pence each in the capital of the Company on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:
  - (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 533,775 (representing approximately 14.99 per cent. of the Company's issued share capital);
  - (b) the minimum price which may be paid for such shares is the nominal value of 5 pence per Ordinary Share (exclusive of expenses);
  - (c) unless the Company makes market purchases of its own Ordinary Shares by way of a tender or partial offer made to all holders of Ordinary Shares on the same terms, the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than five per cent. above the average of the market values for an Ordinary Share as derived from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased;
  - (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2009 or 15 months from the date of passing of this resolution, whichever shall be the earlier; and
  - (e) the Company may validly make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

### ORDINARY RESOLUTION

3. That, pursuant to the requirement detailed in the AIM re-admission document dated 29 April 2005 and the passing of this resolution on a poll, David Cicurel Securities Limited, a member of the concert

party comprising David Cicurel Securities Limited; Dawnay Day Corporate Finance Limited; ForwardIssue Limited; Totalassist Company Limited; Guy Naggar and the trustees of the Naggar Family Pension Scheme, be generally and unconditionally authorised to exercise the conversion rights attached to the 4,166,667 Convertible Redeemable Shares it holds in the capital of the Company, be and is hereby approved.

By order of the Board

Ralph Cohen  
*Company Secretary*

28 April 2008

*Registered office:*

Unit 19  
Charlwoods Road  
East Grinstead  
West Sussex  
RH19 2HL

#### **Notes**

1. A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company. A form of proxy is attached.
2. Instruments of proxy and the power of attorney or other authority, if any, under which they are signed or a notarially certified copy of that power or authority should be sent to the Company Secretary, Unit 19, Charlwoods Road, East Grinstead, West Sussex, RH19 2HL so as to arrive not less than forty-eight hours before the time fixed for the meeting.
3. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes they may cast), members must be entered in the Register of members at 6.00 p.m. on 20 May 2008 ("the specified time"). If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If however the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's Register of Members at the time which is not less than 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
4. The Concert Party will not be voting on the ordinary resolutions.
5. In order to comply with the Takeover Code, Resolution 1 to approve the Waiver must be taken on a poll. Resolution 3 will also be taken on a poll.
6. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

## Form of Proxy

for the Extraordinary General Meeting of **Judges Capital plc** on 22 May 2008  
at 11.30 a.m. at 8-10 Grosvenor Gardens, London SW1W 0DH

I/We .....(Block Letters)  
of .....appoint  
the Chairman of the meeting or .....as my/our  
proxy to attend and, on a poll, to vote on my/our behalf at the Extraordinary General Meeting of Judges  
Capital plc to be held at 11.30 a.m. on 22 May 2008, and at any adjournment(s) of that meeting.

	For	Against	Vote Withheld
<b>Ordinary Resolution</b>			
1 Waiver of Rule 9 in relation to purchase of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolution</b>			
2 Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution</b>			
3 Authority in relation to the conversion of Convertible Redeemable Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please sign here:	Date:
-------------------	-------

**If you are unable to attend the Extraordinary General Meeting, you may appoint a proxy to attend and vote in your place.** A proxy need not be a member of Judges Capital plc. A proxy must vote as you have instructed and cannot vote on a show of hands. If you wish to appoint a proxy other than the Chairman of the meeting you may do so by crossing out the words ‘Chairman of the meeting’ and writing another proxy’s name and address in the space provided. You may appoint more than one proxy. Please indicate for each Resolution how you wish your proxy to vote by placing a tick in the relevant box. If you do not tell your proxy how to vote, your proxy may vote or withhold his/her vote as he/she thinks fit on the Resolutions or any other business at the meeting (including amendments to Resolutions).

If this proxy is signed by someone else on your behalf, their authority must also be returned with this form. In the case of joint holdings, any one holder may sign this form. In the case of a corporation, the proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney. Even if you complete and return this proxy form, you may still attend the meeting and vote in person should you later decide to do so.

To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder’s name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

Please post this form once you have completed it to the address printed overleaf. **To be valid, this form must be received no later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.**

FOLD TWO

INSERT  
STAMP  
HERE

**The Company Secretary**  
**Judges Capital plc**  
**Unit 19, Charlwoods Road**  
**East Grinstead**  
**West Sussex RH19 2HL**

FOLD ONE

FOLD THREE