

STOCK TRANSFER FORM

(above this line for Registrars only)		
Consideration Money £		Certificate lodged with the Registrar
(For completion by the Registrar/Stock Exchange)		
Name of Undertaking.	RMS - RESEARCH & MARKETING SERVICES LIMITED	
Description of Security.	PREFERENCE SHARES	
Number or amount of Shares, Stock or other security and, in figures column only, number and denominations of units, if any	Words	Figures
	Fifty Thousand	50,000
Name(s) of registered holder(s) should be given in full; the address should be given where there is only one holder. If the transfer is not made by the registered holder(s) insert also the name(s) and capacity (e.g., Executor(s)), of the person(s) making the transfer.	In the name(s) of	
	Charles Reid Russell, Mark Day as Trustees of the RMS Pension Scheme	
I/We hereby transfer the above security out of the name(s) aforesaid to the person(s) named below <i>or to the several persons named in Parts 2 of Brokers Transfer forms relating to the above security:</i> Delete words in italics except for stock exchange transactions. Signature(s) of transferor(s) 1. 2. 3. 4. Bodies corporate should execute under their common seal.		Stamp of Selling Broker(s) or, for transactions which are not stock exchange transactions, of Agent(s), if any, acting for the Transferor(s). <i>Date</i>
Full name(s) and full postal address (es) (including County or, if applicable, Postal District number) of the person(s) to whom the security is transferred. Please state title, if any, or whether Mr., Mrs. or Miss. Please complete in typewriting or in Block Capitals.	Charles Reid Russell of 36 Petrel Way, Hawkinge, CT18 7GZ Mr	
I/We request that such entries be made in the register as are necessary to give effect to this transfer.		
Stamp of Buying Broker(s) if any		Stamp or name and address of person lodging this form if other than the Buying Broker(s)

The security represented by the transfer overleaf has been sold as follows: —

Shares/Stock	Shares/Stock
Shares/Stock	Shares/Stock
Shares/Stock	Shares/Stock
Shares/Stock	Shares/Stock

Balance (if any) due to Selling Broker(s)

Amount of Certificate(s)

Brokers Transfer Forms for above amount certified

Stamp of certifying Stock Exchange

Stamp of Selling Brokers(s)

FORM OF CERTIFICATE REQUIRED WHERE TRANSFER IS EXEMPT FROM STAMP DUTY

Instruments executed on or after 1st May 1987 effecting any transactions within the following categories are exempt from stamp duty: -

- A. The vesting of property subject to trust in the trustees of the trust on the appointment of a new trustee, or in the continuing trustees on the retirement of a trustee.
 - B. The conveyance or transfer of property the subject of a specific devise or legacy to the beneficiary named in the will (or his nominee). Transfers in satisfaction of a general legacy of money should not be included in this category (see category D below)
 - C. The conveyance or transfer of property which forms part of an intestate's estate to the person entitled on intestacy (or his nominee). Transfers in satisfaction of the transferees entitlement to cash in the estate of an intestate, where the total value of the residuary estate exceeds that sum, should not be included in this category (see category D below).
 - D. The appropriation of property within section 84(4) of the finance Act 1985 (death: appropriation in satisfaction of a general legacy of money) or section 84(5) or (7) of that Act (death: appropriation in satisfaction of any interest of surviving spouse and in Scotland also of any interest of issue).
 - E. The conveyance or transfer of property which forms part of the residuary estate of a beneficiary (or his nominee) entitled solely by virtue of his entitlement under the will.
 - F. The conveyance or transfer of property out of a settlement in or towards satisfaction of a beneficiary's interest acquired for money or money's worth, being conveyance or transfer constituting a distribution of property in accordance with the provisions of the settlement.
 - G. The conveyance or transfer of property on and in consideration only of marriage to a party to the marriage (or his nominee) or to trustees to be held on the terms of a settlement made in consideration only of the marriage. A transfer to a spouse after the date of marriage is not within this category, unless made pursuant to an ante-nuptial contract.
 - H. The conveyance of a transfer or property within section 83(1) of the Finance Act 1985 (transfers in connection with divorce etc.).
 - I. The conveyance or transfer by the liquidator of property which formed part of the assets of the company in liquidation to a shareholder of that company (or his nominee) in or towards satisfaction of the shareholder's right's on a winding-up.
 - J. The grant is fee simple of an easement in or over land for no consideration in money or money's worth.
 - K. The grant of a servitude for no consideration in money or money's worth.
 - L. The conveyance or transfer of property operating as a voluntary disposition inter vivos for no consideration in money or money's worth nor any consideration referred to in section 57 of the Stamp Act 1891 (conveyance in consideration of a debt etc.).
 - M. The conveyance or transfer of property by an instrument within section 84(1) of the Finance Act 1985 (death: varying disposition).
- (1) "I" or "We". (1) hereby certify that the transaction in respect of which this transfer is made is one which falls within the category (2) above. (1) confirm
that (1) have been duly authorised by the transferor to sign this certificate and that the facts of the transaction are within (3) knowledge (4)
- (2) Insert appropriate category. *Signature(s)* *Description ("Transferor", "Solicitor", etc.)*
- (3) "My" or "Our".
- (4) Delete second sentence if the certificate is given by the transferor or his solicitor.

Date:

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NOTES

- (1) If the above certificate has been completed, this transfer does not need to be submitted to the Controller of Stamps but should be sent directly to the Company or its Registrars.
- (2) If the above certificate is not completed, this transfer must be submitted to the Controller of Stamps and duly stamped (See below).

FORM OF CERTIFICATE REQUIRED WHERE TRANSFER IS NOT EXEMPT BUT IS NOT LIABLE TO AD VALOREM STAMP DUTY

Instruments of transfer, other than those of respect of which the above certificate has been completed, are liable to a fixed duty of £5.00 when the transactions falls within one of the following categories: -

- (a) Transfer by way of security for a loan or re-transfer to the original transferor on repayment of a loan.
- (b) Transfer, not on sale and not arising under any contract of sale and where no beneficial interest in the property passes: (i) to a person who is a mere nominee of, and is nominated only by, the transferor; (ii) from a mere nominee who has at all times held the property on behalf of the transferee; (iii) from one nominee of the same beneficial owner where the first nominee has at all times held the property on behalf of that beneficial owner. (NOTE - This category does not include a transfer made in any of the following circumstances: (i) by a holder of stock, etc., following the grant of an option to purchase the stock, to the person entitled to the option or his nominee; (ii) to a nominee in contemplation of a contract for the sale of the stock, etc., then about to be entered into; (iii) from the nominee of a vendor, who has instructed the nominee orally or by some unstamped writing to hold stock, etc. in trust for a purchaser, to such purchaser.)

- (1) "I" or "We" (1) hereby certify that the transaction in respect of which this transfer is made is one which falls within the category
(2) Insert "(a)" or "b)" (2) above.
(3) Here set out concisely the facts explaining the transaction. (3)
Adjudication may be required.

Date

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Signature
Description

Transferors Transferees

NOTE — The above certificate should be signed either by all the transferors and transferees, or a member of a Stock Exchange or a Solicitor acting for one or other of the parties, or an accredited representative of a bank. In other cases the certificate should be signed by a Solicitor or other person (e.g. a bank acting as a trustee or executor) having full knowledge of the facts.