

# 88(2)

(Revised 2005)

## Return of Allotment of Shares

Please complete in typescript, or  
in bold black capitals

CHFP021

Company Number

05990648

Company name in full

FEATURECODE 3 LIMITED

### Shares allotted (including bonus shares)

(see Guidance Booklet GBA6)

Date or period during which  
shares were allotted

(If shares were allotted on one date  
enter that date in the "from" box)

From  
Day Month Year

04 04 2008

To  
Day Month Year

Class of shares  
(ordinary or preference etc)

Number allotted

Nominal value of each share

Amount (if any) paid or due on each  
share (including any share premium)

ORDINARY SHARES		
328,300,000		
£0 01		
£1 00		

List the names and addresses of the allottees and the  
number and class of shares allotted to each overleaf

If the allotted shares (including bonus shares) are fully or partly paid up otherwise than in  
cash please state

% that each share is to be  
treated as paid up

% (if any) that each share  
is to be paid up in cash

100%		
100%		

BY SETTING OFF AN INTER-COMPANY LOAN OF £328,300,000

OWED BY FEATURECODE 3 LIMITED TO AIT PROPERTY HOLDINGS

LIMITED



\*AQYG4Z5M\*

24/04/2008

COMPANIES HOUSE

82

\*AW0AVYY7\*

17/04/2008

COMPANIES HOUSE

151

When you have completed and signed the form please send it to the  
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh 2

THURSDAY

TH

**Names and addresses of the allottees**

Shareholder details <i>(list joint allottees as one shareholder)</i>	Shares and share class allotted	
Name(s) AIT PROPERTY HOLDINGS LIMITED Address Clarendon House, 2 Church Street, Hamilton HM11, Bermuda UK Postcode L L L L L L L	Class of shares allotted ORDINARY	Number allotted 328,300,000
Name(s) Address UK Postcode L L L L L L L	Class of shares allotted	Number allotted
Name(s) Address UK Postcode L L L L L L L	Class of shares allotted	Number allotted
Name(s) Address UK Postcode L L L L L L L	Class of shares allotted	Number allotted
Name(s) Address UK Postcode L L L L L L L	Class of shares allotted	Number allotted

Please enter the number of continuation sheets (if any) attached to this form

Signed

*(Signature)*  
~~\*\* A director / secretary / administrator / administrative receiver / receiver / official receiver / receiver manager / voluntary arrangement supervisor~~

Date

4 April 2008

*\*\* Please delete as appropriate*

**Contact Details**

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

PRICEWATERHOUSECOOPERS LEGAL LLP	
1 EMBANKMENT PLACE	
LONDON	
WC2N	Tel 020 7212 1616
DX number 40003	DX exchange COVENT GARDEN

**FEATURECODE 3 LIMITED**

87-135 Brompton Road  
Knightsbridge  
London  
SW1X 7XL  
(the "Company")

AIT Property Holdings Limited  
Clarendon House  
Church Street, Hamilton  
Bermuda

4 April 2008

Dear Sirs

- 1 As at the date of this letter, the Company is indebted to AIT Property Holdings Limited in the sum of £328,300,000, (the "Indebtedness")
- 2 The Company now proposes to capitalise the Indebtedness by issuing 328,300,000 ordinary shares of £0.01 each in its capital (the "Shares") to AIT Property Holdings Limited in full satisfaction of the Indebtedness (the "Issue"). The Company proposes that the Issue be effected at a subscription price of £1 per Share, resulting in a total subscription value of £328,300,000 (the "Subscription Value"), placing a premium of £0.99 on each Share. The Company further requests that the Subscription Value be set-off against the Indebtedness.
- 3 The purpose of this letter is formally to request your agreement to this proposal (including your agreement to subscribe for the Shares at the Subscription Value, your entry in the register of members of the Company in respect of the Shares, to be bound by the memorandum and articles of association of the Company and to the set-off of the Subscription Value against the Indebtedness in full).
- 4 Please acknowledge this letter by signing and dating below so as to indicate your agreement to the above.

Yours faithfully

  
for and on behalf of  
**FEATURECODE 3 LIMITED**

We acknowledge and agree to the above

for and on behalf of  
**AIT PROPERTY HOLDINGS LIMITED**

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