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**THIS DOCUMENT AND THE ACCOMPANYING PROXY FORMS ARE IMPORTANT.** If you are in any doubt about the contents of this document or as to the action you should take, you are recommended immediately to seek your own personal financial advice from your stockbroker, bank manager, attorney, solicitor, accountant or licensed independent financial adviser, who specialises in advising on shares and other securities.

## **GUILD ACQUISITIONS PLC**

**(a company incorporated in the Isle of Man under the Companies Acts 1931 to 2004)**

# **Proposed Share Capital Restructuring Notice of Class Meeting and Notice of Extraordinary General Meeting**

**This document is dated 19 February 2016**

Your attention is drawn to the “**Definitions**” section of this document, which sets out definitions of certain words and expressions used in this document.

This document should be read as a whole. Your attention is drawn to the letter to the holders of Ordinary Shares from the Board which is set out in this document. The letter contains a recommendation that you vote in favour of the Class Resolution to be proposed at the Class Meeting and the Resolutions to be proposed at the Extraordinary General Meeting.

**Notice of the Class Meeting of the holders of Ordinary Shares to be held at 11.30 am on 14 March 2016 and notice of the Extraordinary General Meeting of the Shareholders to be held at 12 noon on 14 March 2016, both meetings to be held at 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF, are set out at the end of this document.** Proxy Forms to be used in connection with the Class Resolution and the Resolutions are enclosed.

**Whether or not you intend to attend the Class Meeting or the Extraordinary General Meeting in person, you are requested to complete the relevant Proxy Form** in accordance with the instructions printed on it and return it as soon as possible by post or (during normal business hours only) by hand but, in any event, so as to be received by **Stephen Corran, Guild Acquisitions PLC, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF** as soon as possible but in any event so as to arrive **by no later 5 pm on 11 March 2016.**

This document is a circular relating to the proposed share capital restructuring of the Company, notice of the Class Meeting and notice of the Extraordinary General Meeting; this document has not been approved by any body or authority.

A summary of the action to be taken by holders of Ordinary Shares is set out in paragraph 7 of the letter to the holders of Ordinary Shares from the Board and in the accompanying notice of the Class Meeting and notice of the Extraordinary General Meeting.

The completion and return of the Proxy Form will not prevent you from attending the Class Meeting or the Extraordinary General Meeting and voting in person (where entitled to do so and in substitution for your proxy vote) if you so wish.

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## TIMETABLE OF PRINCIPAL EVENTS

<u>EVENT</u>	<u>DATE</u>	<u>TIME</u>
<b>Class Meeting</b>	14 March 2016	11.30am
Deadline for lodging Proxy Form for Class Meeting	11 March 2016	5.00pm
<b>Extraordinary General Meeting</b>	14 March 2016	12 noon
Deadline for lodging Proxy Form for Extraordinary General Meeting	11 March 2016	5.00pm

## **DEFINITIONS**

Certain words and expressions used in this document are defined in the text and, unless the context otherwise requires, such definitions shall apply throughout this document. The following words and expressions shall bear the following meanings when used in this document:

<b>"Acts"</b>	the Isle of Man Companies Act 1931 to 2004;
<b>"Articles"</b>	the current articles of association of the Company;
<b>"Board"</b>	the Directors, acting as a board;
<b>"Chairman"</b>	the person appointed chairman of the Extraordinary General Meeting and of the Class Meeting in accordance with the Articles;
<b>"Circular"</b>	this document;
<b>"Class Meeting"</b>	the proposed meeting of the holders of Ordinary Shares at which the Class Resolution will be proposed;
<b>"Class Resolution"</b>	the resolution which is to be proposed in accordance with the Articles which, if passed, will constitute the approval of the Proposal and any consequential variation of the rights attaching to the Ordinary Shares by the holders of Ordinary Shares;
<b>"Company"</b>	Guild Acquisitions plc, a company incorporated and registered in the Isle of Man under the Acts;
<b>"Deferred A Shares"</b>	the deferred A shares of £0.001 in the capital of the Company;
<b>"Deferred B Shares"</b>	the deferred B shares of £0.001 in the capital of the Company;
<b>"Deferred C Shares"</b>	the deferred C shares of £0.009 each in the capital of the Company
<b>"Deferred D Shares"</b>	the deferred D shares of £0.0009 each in the capital of the Company to be created under the Proposal having the rights and restrictions set out in the New Memorandum and Articles;
<b>"Director"</b>	a director of the Company;
<b>"Extraordinary General Meeting" or "EGM"</b>	the proposed extraordinary general meeting of the Company, notice of which is set out in this document;
<b>"Memorandum"</b>	the current memorandum of association of the

	Company;
<b>“New Memorandum and Articles”</b>	the memorandum and articles of association proposed to be adopted by the Company in the form appended to this document;
<b>“New Ordinary Shares”</b>	the ordinary shares of £0.0001 each in the capital of the Company to be created under the Proposal having the rights and restrictions set out in the New Memorandum and Articles;
<b>“Ordinary Shares”</b>	the ordinary shares of £0.001 each in the capital of the Company;
<b>“Peterhouse”</b>	Peterhouse Corporate Finance Limited (registered in England and Wales number 02075091) (authorised by the FCA with firm reference number 184761)
<b>“Placing”</b>	the placing of 100,260,076 New Ordinary Shares at the Placing Price, to be completed subject to successful completion of the Proposals;
<b>“Placing Price”</b>	0.04 pence per New Ordinary Share
<b>“Proposal”</b>	the proposal described in more detail in this document whereby, amongst other things, the Ordinary Shares are subdivided into New Ordinary Shares of £0.0001 each and Deferred D Shares of £0.0009 each;
<b>“Proxy Form”</b>	a proxy form to be used in connection with the Class Meeting or the Extraordinary General Meeting, as the context requires;
<b>“Resolutions”</b>	the resolutions to be proposed at the Extraordinary General Meeting;
<b>“Share Capital Reorganisation”</b>	the subdivision of each Ordinary Share into one New Ordinary Shares of £0.0001 each and one Deferred D Share of £0.0009 each;
<b>“Shareholder”</b>	a registered holder of any Ordinary Share(s), Deferred A Share(s) or Deferred B Share(s);
<b>“Special Resolution”</b>	means a special resolution of the Company passed as such in accordance with the Acts; and
<b>“Warrants”</b>	the warrants to be granted to Peterhouse to subscribe for up to 3% of the share capital of the Company, from time to time

**LETTER FROM THE BOARD OF DIRECTORS OF  
GUILD ACQUISITIONS PLC**

**GUILD ACQUISITIONS PLC**

*(Incorporated and registered in the Isle of Man under the  
Companies Acts 1931 to 2004 with registered number 115234C)*

*Directors:*

Stephen Corran  
Charles Goodfellow  
Manish Karani

*Registered Office:*

4<sup>th</sup> Floor, Queen Victoria House  
41-43 Victoria Street  
Douglas  
Isle of Man  
IM1 2LF

19 February 2016

*To all holders of Ordinary Shares*

Dear Shareholder

This circular sets out details of the proposed capital restructuring. This document includes a notice of a Class Meeting of holders of Ordinary Shares and an Extraordinary General Meeting of Shareholders to consider and, if thought fit, to approve the Class Resolution and the Resolutions that are necessary, amongst other things, in order to implement the Proposal.

**1. Proposed Share Capital Reorganisation**

The Ordinary Shares have a current nominal value of £0.001 per share. The Company will not be able to raise funds via an issue of Ordinary Shares at the current trading price. The Acts contain a restriction on the allotment of shares at below par value which would mean that any allotment of Ordinary Shares by the Company would require the sanction of a Special Resolution of the Shareholders and confirmation of the allotment by application to the High Court of the Isle of Man. In addition, the Articles also state that Ordinary Shares may not be allotted at a discount to par value.

The Ordinary Shares are currently trading on ISDX below par at a mid-price of £0.0025 per share. This represents a discount to the par value. The Company is therefore proposing to subdivide each Ordinary Share into one New Ordinary Share of £0.0001 each and one Deferred D Shares of £0.0009 each so that it can raise further equity capital.

Under the Share Capital Reorganisation it is proposed that each Ordinary Share of £0.001 is subdivided into one New Ordinary Share of £0.0001 nominal value and one Deferred D Share of £0.0009 nominal value. As such, following the Share Capital Reorganisation, each shareholder with a holding of an Ordinary Share will have the same number of New Ordinary Shares as Ordinary Shares held before the Share Capital Reorganisation.

Following the Share Capital Reorganisation, the New Ordinary Shares of £0.0001 each, so created, will continue to carry the same rights as attached to the Ordinary Shares. The Deferred D Shares will be transferable only with the consent of the Company and will not be admitted to trading on any other investment exchange. The holders of the Deferred D Shares shall not, by virtue or in respect of their holdings of Deferred D

Shares, have the right to receive notice of any general meeting of the Company nor the right to attend, speak or vote at any such general meeting. Save as required by law, the Company need not issue share certificates to the holders of the Deferred D Shares in respect of their holding thereof. In aggregate, the holders of Deferred D Shares shall be entitled to receive up to £1.00 only as a preferred dividend or distribution. The Company shall have the right under the New Articles to transfer the Deferred D Shares to such persons as it wishes, without the consent of the holders of the Deferred D Shares, and to cancel Deferred D Shares with the consent of such transferee. **The Deferred D Shares will have zero economic value.** To enable the creation and existence of the Deferred D Shares the Company will be required to approve the amendments set out in the New Memorandum and Articles. Save for changes to permit the Share Sub-Division and the Share Consolidation, there are no changes proposed in the New Articles that affect the rights of Shareholders, or attaching to the Company's Ordinary Shares. A summary of the changes to the Existing Articles is set out below

**The current authorised and issued share capital of the Company is as follows:**

	Par Value (£)	Number Authorised	Authorised Capital	Number Issued	Issued Capital (£)
Ordinary Shares	0.001	4,667,301,002	4,667,301	210,061,001	21,006
Deferred A Shares	0.001	25,000,000	25,000	3,000,000	3,000
Deferred B Shares	0.001	25,000,000	25,000	3,000,000	3,000
Deferred C Shares	0.009	31,411,002	282,699	31,411,002	282,699

**Following the implementation of the Proposal the share capital of the Company will be as follows:**

	Par Value (£)	Number Authorised	Authorised Capital	Number Issued	Issued Capital (£)
New Ordinary Shares	0.0001	4,667,301,002	466,730	210,061,001	21,006
Deferred A Shares	0.001	25,000,000	25,000	3,000,000	3,000
Deferred B Shares	0.001	25,000,000	25,000	3,000,000	3,000
Deferred C Shares	0.009	31,411,002	282,699	31,411,002	282,699
Deferred D Shares	0.0009	210,061,001	189,054	210,061,001	189,054

**2. New Memorandum and Articles**

Amended Memorandum and Articles have been prepared which reflect the rights attaching to the New Ordinary Shares and the Deferred D Shares (the "**New Memorandum and Articles**"). A copy of the New Memorandum and Articles will be available at the Company's registered office and on the Company's ISDX webpage:

<http://www.isdx.com/forcompanies/ourcompanies/companydetail/default.aspx?securityid=10442>

### **3. Placing**

Subject to the successful completion of the Share Capital Reorganisation, Peterhouse Corporate Finance Limited, the Company's Broker has raised GBP 40,000 through the issuance of 100,260,076 New Ordinary Shares at the Placing Price.

### **4. Peterhouse Warrants**

Conditional on the Proposals being approved by Shareholders at the EGM, the Company has agreed to issue Peterhouse Corporate Finance Limited a warrant instrument which is exercisable over 3 per cent. of the Company's issued share capital from time to time exercisable at the Placing Price, for a period up to 3 years from the date of issue. These Warrants will be issued to Peterhouse for work in relation to the Proposals.

### **5. Debt Settlement**

Subject to successful completion of the Proposals, the Company has come to an agreement with Starvest plc ("Starvest") to settle £10,000 of a loan advanced to the Company, through the issue of 25,000,000 New Ordinary Shares to Starvest at the Placing Price. The balance of the loan amounting to £10,000 will attract no interest and will be payable within 12 months of the EGM, unless mutually agreed by the Company and Starvest.

### **6. Change of Name**

It is proposed that the name of the Company be changed to Peterhouse Ventures Plc. The proposed change in the Company's name will require the sanction of a special resolution of the Shareholders at the EGM.

### **7. Class Resolution to approve variation of rights**

Under the Articles, the proposed subdivision of the Ordinary Shares will constitute a variation of the rights attaching to the Ordinary Shares. As a result, it will be necessary for the holders of Ordinary Shares to approve the Proposal at a class meeting of the holders of Shares called for that purpose.

At a meeting of the Board held on 19 February 2016 it was determined to call a class meeting of the holders of Ordinary Shares (the "**Class Meeting**") to consider a class resolution to approve the Proposal (the "**Class Resolution**") and sanction any modification to the rights attaching to the Ordinary Shares.

Each holder of Ordinary Shares is entitled to attend the Class Meeting and vote in respect of the Class Resolution. In order to approve the Proposal and allow the capital restructuring to proceed at least 75% of the holders of Ordinary Shares who attend the Class Meeting in person or by proxy must approve the Class Resolution.

The Resolutions will then need to be passed at the Extraordinary General Meeting at which holders of Ordinary Shares, Deferred A Shares and Deferred B Shares are all entitled to attend and vote. **If the Class Resolution is not adopted, the Extraordinary General Meeting to consider the Resolutions will be adjourned sine die and the share capital reorganisation will not proceed.**

### **7. Resolutions to approve the Proposal**

The proposed subdivision of Ordinary Shares into New Ordinary Shares and Deferred D Shares will require the sanction of an ordinary resolution of the Shareholders.



The proposed adoption of the New Memorandum and Articles will require the sanction of a Special Resolution of the Shareholders.

At a meeting of the Board on 19 February 2016 it was determined to call an extraordinary general meeting of the Company (the "**Extraordinary General Meeting**") to consider and, if thought fit, approve the capital restructuring. Under the Articles, each holder of Ordinary Shares, Deferred A Shares and Deferred B Shares is entitled to attend the Extraordinary General Meeting and vote in respect of the Resolutions.

#### **8. Taxation**

Shareholders are strongly advised to consult their professional advisers about their own personal tax position.

#### **9. Action to be taken**

The Proxy Forms to be used in connection with the Class Meeting and the Extraordinary General Meeting accompany this document. Whether or not you intend to attend the Class Meeting or the Extraordinary General Meeting in person, you are requested to complete and sign the Proxy Forms in accordance with the instructions printed thereon and return them as soon as possible by post or (during normal business hours only) by hand, but, in any event, so as to be received by Stephen Corran at Guild Acquisitions plc, 4<sup>th</sup> Floor, Queen Victoria, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF soon as possible and in any event so as to arrive by no later than 5pm on 11 March 2016. Completion of the Proxy Forms does not prevent you from attending the Class Meeting or the Extraordinary General Meeting and voting in person (where entitled to do so and in substitution for your proxy vote).

#### **10. Recommendation to Shareholders**

The Board considers the Proposal to be in the best interests of the Shareholders as a whole and that the Proposal is fair and reasonable to the Shareholders. Accordingly, the Board unanimously recommends that holders of Ordinary Shares vote in favour of the Class Resolution to be proposed at the Class Meeting and the Resolutions to be proposed at the Extraordinary General Meeting.

Yours faithfully

**Stephen Corran**

*Director*



**NOTICE OF CLASS MEETING**

**GUILD ACQUISITIONS PLC**

*(Incorporated and registered in the Isle of Man under the Companies Acts 1931 to 2004 with registered number 115234C)*

*The terms defined in the Circular have the same meanings in the resolutions to be proposed at the Class Meeting, save where the context otherwise requires.*

**NOTICE OF CLASS MEETING**

Notice is hereby given that a Class Meeting of the holders of Ordinary Shares in Guild Acquisitions plc (the "**Company**") will be held at the offices of Bridgewater (IOM) Limited, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF at 11.30 am on 14 March 2016 to consider and, if thought fit, to pass the following resolution:

*the terms defined in the Circular have the same meanings in the resolutions to be proposed at the Class Meeting, save where the context otherwise requires*

**EXTRAORDINARY RESOLUTIONS**

**THAT**

- (1)** the Share Capital Reorganisation be approved;
- (2)** the change of the Company's name to Peterhouse Ventures be approved; and
- (3)** each and every variation, modification or abrogation of the rights and privileges attached to the Ordinary Shares which is or may be effected by the implementation of the Proposal and the adoption of the New Memorandum and Articles be sanctioned.

By Order of the Board  
Stephen Corran  
*Company Secretary*

19 February 2016

*Registered Office:*  
4<sup>th</sup> Floor, Queen Victoria House  
41-43 Victoria Street  
Douglas  
Isle of Man  
IM1 2LF

**Notes:**

1. Only the holders of ordinary shares of £0.001 each in the capital of the Company may vote in respect of this resolution.
2. As a shareholder entitled to attend and vote at the meeting you are entitled to appoint one or more proxies to attend and vote in your place.
3. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy will automatically be terminated.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them instructions directly.
5. You may appoint more than one proxy provided each proxy is entitled to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to one share. To appoint more than one proxy, you should contact Stephen Corran at Guild Acquisitions plc, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF.
6. To direct your proxy how to vote on the resolutions, mark the appropriate box on your proxy form with an "X". To abstain from voting on the relevant resolution, select the relevant "Vote Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for and against the resolution. If no voting indication is given, your proxy will vote or abstain from voting in his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
7. To appoint a proxy, your proxy form must be duly completed and signed, sent or delivered to Stephen Corran at Guild Acquisitions plc, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF and received by not later than 5 pm on 11 March 2016.
8. In the case of a member which is a body corporate, the proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the body corporate of the body corporate.
9. Any power of attorney or other authority under which any proxy form is signed (or a duly certified copy thereof) must be included with your proxy form.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of proxies will take precedence.

# GUILD ACQUISITIONS PLC

*(Incorporated and registered in the Isle of Man under the Companies Acts 1931 to 2004 with registered number 115234C)*

## PROXY FORM

This Proxy Form relates to the Class Meeting of the holders of Ordinary Shares in Guild Acquisitions plc (the "**Company**") to be held at the offices of Bridgewater (IOM) Limited, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF at 11.30 am on 14 March 2016.

I/We (name(s) in full)

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of (address(es))

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being holder(s) of Ordinary Shares of £0.001 each in the capital of the Company hereby appoint the Chairman of the meeting, or failing him

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as my/our proxy to attend, represent and vote for me/us on my/our behalf at the meeting of the holders of Ordinary Shares in the Company to be held at the offices Bridgewater (IOM) Limited, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF at 11.30 am on 14 March 2016 and at any adjournment thereof.

Please indicate with an "X" in the space below how you wish your votes to be cast in respect of the resolution as set out in the notice convening the Class Meeting. If no specific direction to vote is given, the proxy will vote or abstain at his discretion.

		For	Against	Vote withheld
<b>Extraordinary Resolution</b>	<p><b>THAT</b></p> <p><b>(1)</b> the Share Capital be Reorganised approved;</p> <p><b>(2)</b> the change of the Company's name to Peterhouse Ventures Plc be</p>			

	<p>approved; and</p> <p><b>(3)</b>each and every variation, modification or abrogation of the rights and privileges attached to the Ordinary Shares which is or may be effected by the implementation of the Proposal and the adoption of the New Memorandum and Articles be sanctioned.</p>			
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Signature(s).....

Date .....

**Notes:**

1. Only the holders of Ordinary Shares of £0.001 each in the capital of the Company may vote in respect of this resolution.
2. As a shareholder entitled to attend and vote at the meeting you are entitled to appoint one or more proxies to attend and vote in your place.
3. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy will automatically be terminated.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them instructions directly.
5. You may appoint more than one proxy provided each proxy is entitled to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to one share. To appoint more than one proxy, you should contact Stephen Corran at Guild Acquisitions plc, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF.
6. To direct your proxy how to vote on the resolutions, mark the appropriate box on your proxy form with an "X". To abstain from voting on the relevant resolution, select the relevant "Vote Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for and against the resolution. If no voting indication is given, your proxy will vote or abstain from voting in his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
7. To appoint a proxy, your proxy form must be duly completed and signed, sent or delivered to Stephen Corran at Guild Acquisitions plc, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF and received by not later than 5 pm on 11 March 2016.
8. In the case of a member which is a body corporate, the proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the body corporate of the body corporate.
9. Any power of attorney or other authority under which any proxy form is signed (or a duly certified copy thereof) must be included with your proxy form.

10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of proxies will take precedence.

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**GUILD ACQUISITIONS PLC**

*(Incorporated and registered in the Isle of Man under the Companies Acts 1931 to 2004 with registered number 115234C)*

*The terms defined in the Circular have the same meanings in the resolutions to be proposed at the Class Meeting, save where the context otherwise requires.*

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an extraordinary general meeting of the shareholders of Guild Acquisitions plc (the "**Company**") will be held at the offices of Bridgewater (IOM) Limited, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF at 12 noon on 14 March 2016.

**ORDINARY RESOLUTION**

**THAT** in the event that the Class Resolution has not been passed by the holders of Ordinary Shares at the Class Meeting prior to the passing of this ordinary resolution, the meeting be adjourned sine die, but otherwise:

- (1)** that the Share Capital Reorganisation be approved;
- (2)** that the name of the Company be changed to Peterhouse Ventures Plc; and
- (3)** that each and every variation, modification or abrogation of the rights and privileges attached to the Ordinary Shares which is or may be effected by the implementation of the Proposal and the adoption of the New Memorandum and Articles be sanctioned.

By Order of the Board  
Stephen Corran  
*Company Secretary*

19 February 2016

*Registered Office:*  
4<sup>th</sup> Floor, Queen Victoria House  
41-43 Victoria Street  
Douglas  
Isle of Man  
IM1 2LF



**Notes:**

1. The holders of Ordinary Shares of £0.001 each, Deferred A Shares of £0.001 each and Deferred B Shares of £0.001 each in the capital of the Company may vote in respect of this resolution.
2. As a shareholder entitled to attend and vote at the meeting you are entitled to appoint one or more proxies to attend and vote in your place.
3. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy will automatically be terminated.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them instructions directly.
5. You may appoint more than one proxy provided each proxy is entitled to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to one share. To appoint more than one proxy, you should contact Stephen Corran at Guild Acquisitions plc, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF.
6. To direct your proxy how to vote on the resolutions, mark the appropriate box on your proxy form with an "X". To abstain from voting on the relevant resolution, select the relevant "Vote Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for and against the resolution. If no voting indication is given, your proxy will vote or abstain from voting in his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
7. To appoint a proxy, your proxy form must be duly completed and signed, sent or delivered to Stephen Corran at Guild Acquisitions plc, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF and received by not later than 5 pm on 11 March 2016.
8. In the case of a member which is a body corporate, the proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the body corporate of the body corporate.
9. Any power of attorney or other authority under which any proxy form is signed (or a duly certified copy thereof) must be included with your proxy form.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of proxies will take precedence.

# GUILD ACQUISITIONS PLC

*(Incorporated and registered in the Isle of Man under the Companies Acts 1931 to 2004 with registered number 115234C)*

## PROXY FORM

This Proxy Form relates to the Extraordinary General Meeting of the shareholders of Guild Acquisitions plc (the "**Company**") to be held at the offices of Bridgewater (IOM) Limited, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF at 12 noon on 14 March 2016.

I/We (name(s) in full)

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of (address(es))

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being holder(s) of Ordinary Shares of £0.001 each, Deferred A shares of £0.001 each or Deferred B shares of £0.001 each in the capital of the Company hereby appoint the Chairman of the meeting, or failing him

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as my/our proxy to attend, represent and vote for me/us on my/our behalf at the meeting of the holders of Ordinary Shares, Deferred A Shares or Deferred B Shares in the Company to be held at the offices of Bridgewater (IOM) Limited, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF at 11.30 am on 12 noon 2016 and at any adjournment thereof.

Please indicate with an "X" in the space below how you wish your votes to be cast in respect of the resolution as set out in the notice convening the Extraordinary General Meeting. If no specific direction to vote is given, the proxy will vote or abstain at his discretion.

		For	Against	Vote withheld
<b>Ordinary Resolution</b>	<b>THAT</b> in the event that the Class Resolution has not been passed by the holders of Ordinary Shares at the Class Meeting prior to the passing of this ordinary resolution, the meeting be adjourned sine			

	<p>die, but otherwise:</p> <p>(1) that the Share Capital Reorganisation be approved;</p> <p>(2) that the Company's name be changed to Peterhouse Ventures Plc; and</p> <p>(2) that each and every variation, modification or abrogation of the rights and privileges attached to the Ordinary Shares which is or may be effected by the implementation of the Proposal and the adoption of the New Memorandum and Articles be sanctioned..</p>			
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Signature(s).....

Date .....

**Notes:**

1. The holders of Ordinary Shares of £0.001 each, Deferred A Shares of £0.001 each and Deferred B Shares of £0.001 each in the capital of the Company may vote in respect of this resolution.
2. As a shareholder entitled to attend and vote at the meeting you are entitled to appoint one or more proxies to attend and vote in your place.
3. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy will automatically be terminated.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them instructions directly.
5. You may appoint more than one proxy provided each proxy is entitled to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to one share. To appoint more than one proxy, you should contact Stephen Corran at Guild Acquisitions plc, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF.
6. To direct your proxy how to vote on the resolutions, mark the appropriate box on your proxy form with an "X". To abstain from voting on the relevant resolution, select the relevant "Vote Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for and against the resolution. If no voting indication is given, your proxy will vote or abstain from voting in his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

7. To appoint a proxy, your proxy form must be duly completed and signed, sent or delivered to Stephen Corran at Guild Acquisitions plc, 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man IM1 2LF and received by not later than 5 pm on 11 March 2016.
8. In the case of a member which is a body corporate, the proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the body corporate of the body corporate.
9. Any power of attorney or other authority under which any proxy form is signed (or a duly certified copy thereof) must be included with your proxy form.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of proxies will take precedence.