

## TEP Exchange Group Plc

### Website investor information (which is disclosed for the purposes of Rule 26 of the Alternative Investment Market Rules for Companies)

Updated on the: 31<sup>st</sup> January 2012

#### DESCRIPTION OF BUSINESS

The principal activity of the Group is the marketing and promotion of with-profit endowment policies on-line utilising its proprietary electronic trading platform known as The TEP Exchange together with the licensing of the electronic platform and all its technology to SL Investment Management Limited (a 48% shareholder).

#### DIRECTORS

- **George Kynoch (Non-Executive Chairman)**, aged 64, has over 30 years experience industry and was Chief Executive of G&G Kynoch plc (the predecessor of Kynoch Group Plc, now called Bioquell plc, the officially listed designer and manufacturer of healthcare equipment for use in contamination control). He was Grampian Industrialist of the Year in 1988 and received the Highland Business Award. Mr Kynoch was the Scottish Office Industry and Local Government Minister from 1995 to 1997, while serving as a Member of Parliament for Kincardine and Deeside between 1992 and 1997. He is Chairman of ToLuna Plc and a Non-Executive Director of Talent Group Plc, both of which are admitted to trading on AIM.
- **David Roxburgh (Managing Director)**, aged 48, a member of the Institute of Certified Public Accountants in Ireland and is Managing Director of the Fitzwilton group of Companies. One of Fitzwilton's investments is a 36% shareholding in Portfolio Design Group (the parent company of SL Investment Management Limited). The business of Portfolio Design group includes the purchase, sale and valuation of secondary life policies, the valuation and procurement of US traded senior life interest policies, and investment adviser on specialist investment products. In 2011 Mr Roxburgh was appointed Chief Operating Officer of SL Investment Management Limited.
- **Abraham Weitz (Non-Executive Director)**, aged 46, has many years of experience in the property industry, having joined Highdorn Co. Limited, a property management company, in early 1992. Mr Weitz has for some time had an interest in merging the new e-commerce ideas with more traditional business and is joint founder of the Company.
- **Moses Kraus (Non-Executive Director)**, aged 53, has been an active participant in the TEP market for several years. After finishing Rabbinical and Talmudic studies in 1980, Mr Kraus was a teacher in a religious school in Zurich between 1981 and 1985. In 1983 he trained as a life insurance salesman in his spare time, with Winterthur Insurance in Zurich, where he was first exposed to the endowment policy market. In 1984 he became a significant shareholder in Caruso AG, which was formed in 1983 to sell life insurance and associated products. It held endowment policies with a value of approximately CHF 200 million in its clients' portfolios. Mr Kraus' shareholding in Caruso AG has now reduced to less than 10% and he has no executive role in that company. He moved from Switzerland to the United Kingdom in 1994 with residential status of "Person of Independent Means" which prevented him from working as an employee or engaging in business in the United Kingdom until he obtained indefinite residence in March 1999. He founded TEP Exchange Group Plc in November 1999.

## **RESPONSIBILITIES OF DIRECTORS**

David Roxburgh undertakes Managing Director and Finance Director roles. George Kynoch, Moses Kraus and Abraham Weitz are Non-Executive Directors. George Kynoch is the Chairman of the Board of Directors.

There is one Directors' Committee i.e. the audit sub-committee of the Board whose members are George Kynoch and Moses Kraus. The duties of the audit committee include reviewing (in draft form) the Company's annual and half-yearly report and accounts and providing advice to the Board.

## **COUNTRY OF INCORPORATION AND MAIN COUNTRY OF OPERATION**

Incorporated in England and the main country of operation is in the United Kingdom.

## **MEMORANDUM AND ARTICLES OF ASSOCIATION**

Incorporation

## **THE NUMBER OF AIM SECURITIES IN ISSUE AND THE PERCENTAGE THAT IS NOT IN PUBLIC HANDS AND THE IDENTITY AND PERCENTAGE HOLDINGS OF SIGNIFICANT SHAREHOLDERS**

The number of shares in issue total 849,999,999. The percentage not in public hands is 84.69%. The identity and percentage holdings of significant shareholders are:

<http://www.tepexchange.com/regulatorynews/regulatorynews.asp>

1.	SL Investment Management Limited	408,032,798	48.00%
2.	Close Horizons Limited	186,833,333	21.98%
3.	Preferred Asset Management Limited	85,000,000	10.00%
4.	Strategic German Investments Ltd	40,000,000	4.71%

## **RESTRICTIONS ON TRANSFER OF AIM SECURITIES**

There are no restrictions on the transfer of securities

## **MOST RECENT ANNUAL REPORT AND ANY HALF YEARLY OR SIMILAR REPORTS PUBLISHED SINCE THE LAST ANNUAL REPORT**

Investor Relations

## **ALL NOTIFICATIONS MADE IN THE PREVIOUS TWELVE MONTHS**

Regulatory News

## **PROSPECTUS, ADMISSION DOCUMENT, CIRCULAR OR SIMILAR SHAREHOLDER DOCUMENT PUBLISHED WITHIN THE LAST TWELVE MONTHS.**

Incorporation

## **DETAILS OF NOMINATED AND OTHER ADVISERS**

### **Nominated Adviser and Broker:**

Merchant Securities Limited, 51-55 Gresham Street, London, EC2V 7HQ.  
(Telephone number: 020 7628 2200. Email address: info@merchantsecurities.co.uk)

### **Legal Advisers:**

Nabarro LLP, Lacon House, 84 Theobald's Road, London, WC1X 8RW  
(Telephone number: 020 7524 6000)

### **Registrars:**

Capita Registrars Limited, Northern House, Woodsome Park, Fenay Bridge, Huddersfield, HD8 0GA.

### **Auditors:**

PricewaterhouseCoopers LLP, 101 Barbirolli Square, Lower Mosley Street, Manchester, M2 3PW.