

## Appendix 2

### Summary of the principal features of the Communis plc Sharesave Scheme 2007 ('the Sharesave Scheme')

#### Introduction

The Sharesave Scheme will offer employees and directors the opportunity to acquire ordinary shares in Communis plc ('the Company').

#### Employee eligibility

Generally, all UK resident and ordinarily resident employees and executive directors of any participating company (who are contracted to work at least 25 hours per week) will be eligible to participate. The Company will have the discretion to set a minimum service requirement of up to five years in order for an employee or executive director to be eligible to participate in a particular offer.

The Sharesave Scheme contains a limit on the number of new shares to be issued as a result of the Sharesave Scheme. This limit applies to options granted under the Sharesave Scheme and awards and options made under all other employees' share schemes operated by the Group. Awards and options which have lapsed are disregarded.

The Directors will ensure that appropriate policies regarding the timing and amount of Sharesave options granted exist in order to spread the potential issue of new shares over the life of the Sharesave Scheme.

The dilution limit is that no more than 10% of the issued ordinary share capital of the Company, from time to time, should be issued under all share incentive schemes (including the Sharesave Scheme) operated by the Company in any rolling ten year period.

#### Grant of options

Invitations for the grant of options may generally only be issued within the period of 42 days following the later of the date on which the Sharesave Scheme receives approval from HM Revenue & Customs, and thereafter following the announcement of the Company's interim or final results or at other times if the directors consider there are exceptional circumstances.

Sharesave options may only be granted during the period of 30 days following the earliest of the dealing days used to calculate the option exercise price (or, if option applications are scaled down, 42 days).

A Sharesave option will be personal to the participant and not transferable (other than on death when it can be exercised by the participant's personal representatives).

#### Savings contract

When an employee accepts an invitation to participate in an issue of Sharesave options he will be required to enter into a savings contract for a period of three or five years under which he must make a savings contribution of between £5 and £250 per month (or such other minimum or maximum amount determined by the Board and permitted by legislation), the £250 limit being calculated when taken together with any other savings contract linked to this or any other savings-related share option scheme. These contributions will be deducted from the employee's salary.

If the participant ceases to make contributions before the third or fifth anniversary of the commencement of the savings contract (as appropriate), the option will lapse, except in the case of a deferral of contributions for a period of up to six months or as provided in the paragraphs below regarding Termination of employment and Takeover, reconstruction, amalgamation and winding up.

#### Exercise price

The option exercise price shall be determined by the directors and will be not less than 80% of the market value of a share at the date of invitation (or, in the case of an option where the Company has determined that the option exercise will be satisfied by the issue of shares directly to the participant, the amount payable per share shall not be less than the nominal value of an ordinary share, if higher).

#### Variation of share capital

Upon any variation of the share capital of the Company, whether by way of a capitalisation issue, a rights issue or any sub-division, consolidation, reduction or other variation of the Company's share capital, the option price and/or the number of shares comprised in a Sharesave option may be adjusted in such manner as the Board determines to be fair and reasonable subject to the prior approval of HM Revenue & Customs. The Board may seek the advice of auditors.

## **Exercise of options**

During the period of six months following the end of the savings contract, the participant may exercise his or her option to acquire ordinary shares up to the total value of his monthly savings contributions plus any bonus or interest paid thereon. Alternatively, the participant may withdraw his contributions and any bonus or interest.

## **Termination of employment**

If a participant ceases to be employed within the Group during the savings period his option will lapse except where the cessation is due to death, injury, disability, redundancy, retirement or because the company or business within which the participant works ceases to be part of the Group in which case the participant will be able to exercise his option within six months (twelve months in the case of death) from the date of cessation of employment, but only to the extent of his total savings plus any interest accrued to the date of exercise.

## **Takeover, reconstruction, amalgamation and winding up**

In the event of a takeover, reconstruction, amalgamation or voluntary winding up of the Company, participants may exercise options early and within a specified period to the extent of their total savings plus any interest accrued to the date of exercise.

## **Pensionability**

Benefits derived under the Sharesave Scheme will be non-pensionable.

## **Source of shares and employee trust**

The Sharesave Scheme allows the use of newly issued shares and shares acquired 'on market'.

The Company or any subsidiary may provide financial assistance, to the extent permitted by company law, to a person such as a trustee of an employee benefit trust to enable shares to be acquired by the person and held for the purpose of the Sharesave Scheme.

## **Amendments to the Sharesave Scheme**

Following HM Revenue & Customs approval of the Sharesave Scheme the directors may, at any time, amend any provisions of the Sharesave Scheme. However, the provisions of the Sharesave Scheme cannot be altered to confer any advantage on any current or future participants without the prior approval of shareholders in general meeting (except for minor amendments to benefit the administration of the Sharesave Scheme or to take account of a change in legislation or to obtain or maintain a favourable tax advantage, exchange control or regulatory treatment for participants, the Company or a member of the Group). Additionally, no amendment can be made which would adversely affect the rights of participants without their consent (as if they were a separate class of shareholder).

Certain amendments to the Sharesave Scheme also require the approval of HM Revenue & Customs in order for the Sharesave Scheme to retain its HM Revenue & Customs approved status.