

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action to be taken, you are recommended to seek immediately your own personal financial advice from an appropriately qualified independent adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.**

If you receive this circular in any country or jurisdiction outside the United Kingdom you may not treat it as an invitation to elect to receive Scrip Dividend Shares unless such an invitation could lawfully be made to you without GLI Finance Limited (the "**Company**") being required to comply with any registration or other legal requirements.

Qualifying non-CREST Shareholders will find a Scrip Election Form enclosed with this document.

If you have sold or transferred all of your Shares in the Company prior to 30 January 2015 (the "**Record Date**"), please forward this document (but not any Scrip Election Form) without delay to the seller or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, except that such documents should not be sent into any jurisdiction where to do so might constitute a violation of local securities laws, including but not limited to the Excluded Territories. Please refer to paragraph 8 of Part 2 of this circular if you intended to send these documents outside of the United Kingdom.

If you have sold or transferred only part of your holding of Shares in the Company prior to the Record Date, or if you have purchased additional Shares in the Company prior to the Record Date, but that sale, purchase or transfer has not been reflected in the number shown in Box 1 on the enclosed Scrip Election Form, you should contact your stockbroker, bank or other agent through whom the purchase, sale or transfer was made without delay for advice as to how this circular and the Scrip Election Form should be dealt with.

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## **GLI FINANCE LIMITED**

*(Incorporated in Guernsey with registered number 43260)*

### **Scrip Dividend Scheme and**

### **Offer of a Scrip Dividend Alternative to the proposed dividend for the period from 1 October 2014 to 31 December 2014**

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If you wish to receive the dividend for the period from 1 October 2014 to 31 December 2014 in cash on the whole of your holding of Shares, you should take no action.

If you hold share certificates for your Shares and wish to choose the Scrip Dividend Alternative in respect of all of your Shares, please complete the enclosed Scrip Election Form and return it as soon as possible, but in any case in order to reach the Receiving Agent, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, no later than 5.00 p.m. on 27 February 2015. If your Scrip Election Form has not been received by the Receiving Agent by 5.00 p.m. on 27 February 2015, the Full Cash Dividend will be paid in respect of all the Shares for which you hold share certificates.

If you wish to elect to receive new Shares for all future dividends where a scrip dividend alternative is offered in respect of dividends made to holders of Shares (i.e. you wish to give a Scrip Dividend Mandate) in respect of all the Shares for which you hold share certificates, you should mark Box 2 of the Scrip Election Form with a cross.

If you have previously given a Scrip Dividend Mandate you need take no action and you will automatically receive the Scrip Dividend Alternative in respect of all of your Shares.

If you hold your Shares in CREST you will not receive a Scrip Election Form but should refer to paragraph 7 of Part 2 of this circular.

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## Expected timetable of events

Shares quoted ex-dividend (the " <b>Ex-Dividend Date</b> ")	29 January 2015
Record date for the dividend for the period from 1 October 2014 to 31 December 2014 and for Scrip Dividend Alternative entitlements (the " <b>Record Date</b> ")	30 January 2015
Final time and date for receipt of Scrip Election Forms (including Scrip Dividend Mandates) and Dividend Election Input Messages in CREST	5.00 p.m. on 27 February 2015
Posting of cheques by first class post for payment of cash dividends where no valid bank mandate is held by the Company's registrar	19 March 2015
Dispatch of certificates by first class post for Scrip Dividend Shares that are held in certificated form	20 March 2015
Dividend payment: cash dividends credited to bank accounts where instructed and (where applicable) CREST accounts credited with Scrip Dividend Shares	20 March 2015
Expected date for admission of new Scrip Dividend Shares to trading on AIM	20 March 2015

References to times in this document are to times in London, England unless otherwise stated.

The above times and/or dates may be subject to change and, in the event of such change, the revised times and/or dates will be notified to Shareholders by an announcement through a regulatory information service.

## GLI FINANCE LIMITED

(the "Company")

(incorporated in Guernsey with registered number 43260)

*Directors:*

Patrick Firth (*Non-Executive Chairman*)  
Geoffrey Miller (*Executive Director*)  
Frederick Forni (*Non-Executive Director*)  
James Carthew (*Non-Executive Director*)  
Emma Stubbs (*Executive Director*)  
Andrew Whelan (*Executive Director*)

*Registered Office:*

Sarnia House  
Le Truchot  
St. Peter Port  
Guernsey  
GY1 4NA  
Channel Islands

9 February 2015

*To Qualifying Shareholders in GLI Finance Limited*

Dear Qualifying Shareholder

### **Introduction**

On 21 January 2015 your Board declared a dividend covering the period from 1 October 2014 to 31 December 2014 of 1.25 pence per Share (the "**2014 Fourth Interim Dividend**").

The Board intends to offer a scrip dividend alternative to the 2014 Fourth Interim Dividend (the "**Scrip Dividend Alternative**") so that Qualifying Shareholders can elect to receive new Shares instead of a cash dividend ("**Scrip Dividend Shares**"). The 2014 Fourth Interim Dividend is available to all Shareholders who have Shares registered in their names as at the close of business on 30 January 2015 (the "**Record Date**"). However, the Scrip Dividend Alternative is being offered only to Qualifying Shareholders. This circular explains how Qualifying Shareholders can: (i) take up this Scrip Dividend Alternative in respect of the 2014 Fourth Interim Dividend; and (ii) elect to receive new Shares instead of cash dividends in respect of future dividends when a scrip dividend alternative is offered to holders of Shares.

The Board believes that the ability for Shareholders to elect to receive dividends from the Company in the form of new Shares rather than cash is likely to benefit both the Company and certain Shareholders. If Qualifying Shareholders do elect to receive Scrip Dividend Shares, the Company will benefit from the ability to retain the cash which would otherwise have been paid out as dividends, thereby improving its liquidity position and strengthening its capital base. Qualifying Shareholders can also increase their shareholdings in the Company without incurring dealing costs. Furthermore, the Board has been advised that under current UK law and HM Revenue & Customs practice, certain UK-resident Shareholders may be able to treat Scrip Dividend Shares as capital in nature for tax purposes (and, accordingly, as not giving rise to any taxable income receipt). Paragraph 12 of Part 2 of this circular ("*United Kingdom taxation of the Scrip Dividend Alternative*") contains further details.

At the Company's annual general meeting held on 30 April 2014, Shareholders approved an ordinary resolution to authorise the Directors to offer Shareholders the right to receive further Shares, credited as fully paid, in respect of dividends declared for any financial period ending prior to the annual general meeting of the Company to be held in 2015, although the Board's authority to issue the Scrip Dividend Shares remains conditional on the Board remaining satisfied, on reasonable grounds, that the Company will, immediately after issuing the Scrip

Dividend Shares, satisfy the solvency test set out in section 304 of the Companies (Guernsey) Law, 2008, as amended.

The Scrip Dividend Alternative is conditional on: (a) admission of the Scrip Dividend Shares to trading on AIM; (b) the Board deciding not to revoke their decision to offer Scrip Dividend Shares; and (c) the Board remaining satisfied on reasonable grounds that the Company will, immediately after issuing the Scrip Dividend Shares, satisfy the solvency test set out in section 304 of the Companies (Guernsey) Law, 2008, as amended.

## **Action to be taken**

### *Qualifying Non-CREST Shareholders*

If you are a Qualifying Shareholder and hold share certificates for your Shares, in order to elect to receive Scrip Dividend Shares as an alternative to receiving the 2014 Fourth Interim Dividend in cash, you will need to complete the enclosed Scrip Election Form. Your completed Scrip Election Form must be received by the Receiving Agent by no later than 5.00 p.m. on 27 February 2015. If it has not been received by then, you will receive the Full Cash Dividend in respect of all of your Shares.

You can also give a Scrip Dividend Mandate using the Scrip Election Form accompanying this circular, which is a standing election to receive not only the 2014 Fourth Interim Dividend, but also all dividends declared by the Company in the future where the Board decides to offer a scrip dividend alternative, in the form of new Shares in respect of your entire shareholding.

Scrip Dividend Mandates made will only be valid in respect of scrip dividend alternatives offered in respect of dividends made to holders of Shares in the Company. If you make this election, the Company will write to you each time the Board offers a scrip dividend alternative in the form of new Shares, advising you of the basis of your entitlement to new Shares. If Qualifying Non-CREST Shareholders wish to change their election in future, they may revoke it by giving written notice to the Receiving Agent so as to be received before the final time and date for receipt of scrip election forms in respect of the relevant dividend.

If you have previously given a Scrip Dividend Mandate you need take no action and you will automatically receive the Scrip Dividend Alternative in respect of all your Shares.

### *Qualifying CREST Shareholders*

If you are a Qualifying Shareholder holding your Shares in CREST and wish to receive Scrip Dividend Shares as an alternative to receiving the 2014 Fourth Interim Dividend in cash, you should submit a Dividend Election Input Message by 5.00 p.m. on 27 February 2015.

You can also give a Scrip Dividend Mandate by following the procedures set out in paragraph 7 of Part 2 of this circular, which is a standing election to receive not only the 2014 Fourth Interim Dividend, but also all dividends declared by the Company in the future where the Board decides to offer a scrip dividend alternative, in the form of new Shares in respect of your entire shareholding.

Scrip Dividend Mandates will only be valid in respect of scrip dividend alternatives offered in respect of dividends made to holders of Shares. If Qualifying CREST Shareholders wish to change their election in future, they may revoke it through the CREST system. For an election to be revoked in respect of a particular dividend, instructions must be received by the Receiving Agent (or, where applicable, input through CREST) so as to be received before the final time and date for receipt of Dividend Election Input Messages in CREST in respect of the relevant dividend. Instructions to revoke received or input after that deadline will apply to subsequent dividends only.

If you have previously given a Scrip Dividend Mandate you need take no action and you will automatically receive the Scrip Dividend Alternative in respect of all your Shares.

*If you do not wish to receive any Scrip Dividend Shares*

If you would like to receive the 2014 Fourth Interim Dividend in cash, you should take no action and need not respond to this circular (unless you wish to revoke a previous mandate to receive all dividends in the form of new Shares where a scrip dividend alternative is offered). Your dividend will be paid to you in the usual way on the dividend payment date (being 20 March 2015). This will not prevent you from choosing to receive future dividends in the form of new Shares where a scrip dividend alternative is offered, subject to applicable regulatory requirements at the time.

*Non-Qualifying Shareholder*

If you are not a Qualifying Shareholder, you may not receive Scrip Dividend Shares and you should take no action. If you were registered as holding Shares on the Record Date, your dividend will be paid to you in cash in the usual way on the dividend payment date (being 20 March 2015). Please also see paragraph 8 of Part 2 of this circular.

**Full details of what you need to do in response to this circular are set out in Part 2 of this circular and you are reminded to take professional advice from an appropriately qualified person.** Part 2 also provides more information on the Scrip Dividend Alternative and Scrip Dividend Mandate and contains a summary as at the date of this circular of some of the UK taxation consequences of receiving Scrip Dividend Shares.

Yours faithfully

**Patrick Firth**  
Chairman

**{tc "Part 2: Terms and conditions and further information" \l 1}Part 2: Terms and conditions and further information**

**1. Terms of election**

Qualifying Shareholders with Shares registered in their names at the close of business on the Record Date may elect to receive their entitlement to the 2014 Fourth Interim Dividend in the form of Scrip Dividend Shares credited as fully paid, instead of in cash, at a price of 61.83 pence per Share.

No fraction of a Scrip Dividend Share can be allotted and the cash representing any fractional entitlement to a Scrip Dividend Share will be dealt with as described in paragraph 4 below. All elections will be subject to fulfilment of the conditions specified in paragraph 2 below. If the conditions are not satisfied, an election will automatically become void and Shareholders will receive the Full Cash Dividend in the usual way.

The entitlement to receive Scrip Dividend Shares under the Scrip Dividend Alternative and the Scrip Dividend Mandate is personal and non-transferable.

An election to receive the Scrip Dividend Alternative may be made by a Qualifying Shareholder in respect of the holding of Shares registered in their name at the close of business on the Record Date.

If the Board decides to offer Scrip Dividend Shares as an alternative to any cash dividend declared in the future you will be informed separately and further scrip election forms will be sent to you unless you have validly made, and not elected to revoke or had cancelled by the Company, a Scrip Dividend Mandate (as described in paragraphs 6 and 7 below), in which case a notice detailing the basis of your entitlement to new Shares and any residual cash balance will be sent to you instead.

By executing Scrip Election Forms or entering a Dividend Election Input Message in CREST (as applicable), Qualifying Shareholders are deemed to accept the terms and conditions of the Scrip Dividend Alternative detailed herein and (if they have completed the Scrip Dividend Mandate) future scrip dividend alternatives to which the Scrip Dividend Mandate applies.

**2. Conditions**

The Scrip Dividend Alternative is conditional on:

- (a) admission of the Scrip Dividend Shares to trading on AIM (see paragraph 10 below);
- (b) the Board not revoking their decision to offer Scrip Dividend Shares instead of the Full Cash Dividend; and
- (c) the Board remaining satisfied, on reasonable grounds, that the Company will, immediately after issuing the Scrip Dividend Shares, satisfy the solvency test set out in section 304 of the Companies (Guernsey) Law, 2008, as amended.

The Board has the power to revoke its decision to offer Scrip Dividend Shares instead of the Full Cash Dividend at any time up to 5.00 p.m. on 27 February 2015. It is envisaged that the Board would only revoke this decision if there is a change in market conditions, a significant fall in the price of the Shares, or an event occurs that in the Board's opinion would materially impact the Net Asset Value of the Company, such that the Board considers that the Scrip Dividend Alternative would be substantially less beneficial to Shareholders accepting the offer or that it would breach applicable regulatory requirements.

### 3. **Basis of entitlement**

Each Qualifying Shareholder's entitlement to Scrip Dividend Shares under the Scrip Dividend Alternative in respect of the 2014 Fourth Interim Dividend is based on a price for each Scrip Dividend Share of 61.83 pence per Share (being the average of the middle market prices of the Shares derived from the AIM Appendix to the Daily Official List of the London Stock Exchange for the Ex-Dividend Date and the four subsequent dealing days (the "**Reference Share Price**")).

The formulae used for calculating the maximum Scrip Dividend Share entitlement are as follows:

$$\begin{array}{l} \text{number of Shares held} \\ \text{at the Record Date by} \\ \text{Qualifying Shareholders} \end{array} \quad \times \quad \text{dividend per Share} \quad = \quad \begin{array}{l} \text{aggregate dividend} \\ \text{available for scrip} \\ \text{election} \end{array}$$

and

$$\frac{\text{aggregate dividend available for scrip election}}{\text{Reference Share Price}} = \begin{array}{l} \text{number of Scrip Dividend Shares} \\ \text{(rounded down to the nearest whole} \\ \text{number - see paragraph 4)} \end{array}$$

### 4. **Fractional entitlements**

Any residual cash amount representing a fraction of a Scrip Dividend Share arising as a result of an election for the Scrip Dividend Alternative in respect of a holding will never exceed the value of one Share at the Reference Share Price. Cheques for the value of any such residual cash amounts will be posted to Shareholders who are entitled to them on 19 March 2015 or, in the case of Shareholders for whom the Company's registrar holds a valid bank mandate, such residual cash amounts will be paid by BACS on 20 March 2015.

### 5. **Non-CREST Qualifying Shareholders: How to make the election for the Scrip Dividend Alternative**

Note: this paragraph 5 applies only to Non-CREST Qualifying Shareholders, that is, Qualifying Shareholders who hold share certificates for their Shares.

*To receive your entitlement to Scrip Dividend Shares*

To receive the number of Scrip Dividend Shares to which you are entitled, sign, date and post the enclosed Scrip Election Form so as to reach the Receiving Agent by no later than 5.00 p.m. on 27 February 2015. An election to receive the Scrip Dividend Alternative may not be made in respect of only part of a holding of Shares.

If you would like to take Scrip Dividend Shares on this occasion but would like to consider your options each time a scrip dividend alternative is made available, then you should sign, date and post the Scrip Election Form but **not** mark Box 2 with a cross. If, however, you also wish to elect for the maximum number of Scrip Dividend Shares receivable in respect of each future dividend when a scrip dividend alternative is offered, you should mark Box 2 on the Scrip Election Form with a cross (and see further paragraph 6 below).

If you have previously given a Scrip Dividend Mandate you need take no action and you will automatically receive the Scrip Dividend Alternative in respect of all your Shares.

*To receive the Full Cash Dividend*

To receive the Full Cash Dividend, take no action. Your dividend will be paid in cash in the usual way.

**6. Non-CREST Qualifying Shareholders: How to make the election for the Scrip Dividend Mandate**

Note: this paragraph 6 applies only to Non-CREST Qualifying Shareholders, that is, Qualifying Shareholders who hold share certificates for their Shares.

To receive your entitlement to Scrip Dividend Shares for the 2014 Fourth Interim Dividend and all future dividends when a scrip dividend alternative is offered in respect of dividends made to holders of Shares, mark Box 2 on the Scrip Election Form with a cross and sign, date and post the Scrip Election Form so as to reach the Receiving Agent by no later than 5.00 p.m. on 27 February 2015.

A Scrip Dividend Mandate, until revoked, instructs the Company to treat you as having elected to take the maximum whole number of scrip dividend shares available instead of cash in respect of all future dividends for which a scrip dividend alternative is offered in respect of dividends made to holders of Shares and for which you are eligible. The Scrip Dividend Mandate will apply to your entire holding of Shares on the record date for the relevant dividend. All Shareholders for whom a Scrip Dividend Mandate is in force will receive, prior to each dividend payment date, a notice containing details of the basis of their entitlement (if any) to scrip dividend shares, which will be calculated in accordance with paragraph 3 above.

The Scrip Dividend Mandate will only apply in respect of any future dividend if the Board decides to offer a scrip dividend alternative in respect of that dividend. If the Board decides not to offer a scrip dividend alternative in respect of any particular dividend, a full cash dividend will be paid in the usual way. Scrip Dividend Mandates made using the Scrip Election Form accompanying this circular will also only be valid in respect of scrip dividend alternatives offered in respect of dividends made to holders of Shares in the Company. If the Board decides to offer a scrip dividend alternative where Shareholders would receive new shares of a different class, Shareholders who wish to make an election in respect of that different class of shares will need to complete a new scrip dividend mandate.

If you acquire or dispose of any Shares (including any scrip dividend Shares previously issued to you), the Scrip Dividend Mandate will continue to apply (until revoked) to such increased or decreased shareholding. Your Scrip Dividend Mandate may be cancelled by the Company at any time, or by you giving written notice to the Receiving Agent so as to be received before the final time and date for receipt of scrip election forms in respect of the relevant dividend. Your Scrip Dividend Mandate will automatically be revoked if the Company registers a transfer of all your Shares or if the Company receives notice of your death, insolvency, bankruptcy or mental incapacity.

**7. CREST Qualifying Shareholders: how to make the election for the Scrip Dividend Alternative and the Scrip Dividend Mandate**

Note: this paragraph 7 applies only to Qualifying Shareholders who hold their Shares in CREST. Terms defined in the CREST Manual and not re-defined in this circular have the meanings attributed to them in the CREST Manual unless the context otherwise requires.

**(a) Election for Scrip Dividend Shares**

You can only elect to receive your dividend in the form of Scrip Dividend Shares by means of CREST procedures to effect such an election. No other form of election will be permitted and if any is received it will be rejected and returned to you. If you are a CREST Personal



Member, or other CREST Sponsored Member, you should consult your CREST sponsor, who will be able to take appropriate action on your behalf.

The CREST procedures require the use of the Dividend Election Input Message in accordance with the CREST Manual.

The Directors may, in their sole discretion, allow a Qualifying CREST Shareholder to make a partial election where they are acting on behalf of more than one beneficial owner, that is, through a nominee shareholding held in CREST. The Dividend Input Election Message submitted to CREST must contain the number of Shares for which the election is made and must be renewed for each scrip dividend alternative declared by the Company. A cash dividend will be paid on any remaining Shares not included in the Dividend Election Input Message.

The Dividend Election Input Message includes a number of fields which, for a valid election to be made, must be input correctly as indicated below:

- (i) Dividend Election Reference - You must indicate here a reference for the dividend election which is unique to your CREST participant ID;
- (ii) Account ID - If you have more than one member account, you must indicate the member account ID to which the election relates;
- (iii) ISIN - This is GB00B0CL3P62;
- (iv) Dividend type - You must enter "SCRIP" here;
- (v) Evergreen - This field is a flag which if set to "yes" requests the Company to apply your election to the current dividend and to all future dividends in respect of your entire shareholding in CREST at each relevant record date until (i) you delete your Dividend Election Input Message and that deletion is accepted in accordance with the CREST procedures by or on behalf of the Company, (ii) you transfer your shareholding in CREST or convert it into certificated form, or (iii) the facility is withdrawn by the Directors. If you wish to give a Scrip Dividend Mandate, please set this flag to "yes";
- (vi) Corporate Action - You must enter here the Corporate Action number for the dividend on which your election is being made. You must only enter this number if your evergreen flag (see above) is set to "no".
- (vii) Number of Shares - You must enter here the number of Shares over which your election is made which must be over all of your holding of Shares on the Record Date, unless you are acting on behalf of more than one beneficial owner, in which case a partial election may be made on each occasion. If you leave this field blank, you will be deemed to have elected for the Scrip Dividend Alternative in respect of all the Shares held in your name on the Record Date. If you enter zero in this field or if you enter a number of Shares greater than your holding in CREST on the Record Date your election will be rejected; and
- (viii) Contact details - this field is optional, although you are asked to include contact details in the event of a query relating to your election.

The Company and/or its Receiving Agent reserve the right to treat as valid an election which is not complete in all respects.

By inputting a Dividend Election Input Message as described above, you confirm your election to participate in the Scrip Dividend Alternative in accordance with the details input and the terms and conditions of the Scrip Dividend Alternative as amended from time to time.

There is no facility to amend an election which has been made by Dividend Election Input Message; if you wish to change your election details, you must first cancel the existing election as described below and then input a Dividend Election Input Message with the required new details.

**(b) Timing**

If you wish to receive Scrip Dividend Shares in respect of your holding of Shares, you must make your election by 5.00 p.m. on 27 February 2015.

**(c) Cancelling an election**

You may only cancel an election by utilising the CREST procedures for deletions described in the CREST Manual. Your deletion must be received and, in accordance with CREST procedures, accepted by 5.00 p.m. on 27 February 2015 for it to be valid for the 2014 Fourth Interim Dividend. It is recommended that you input any deletion message 24 hours in advance of the above deadline to give the Company and its Receiving Agent sufficient time to accept the deletion.

**(d) Basis of entitlement**

Your entitlement to Scrip Dividend Shares is calculated in accordance with paragraph 3 above. Once your Scrip Dividend Shares have been allotted, an accounting statement will be sent to you showing the number of Scrip Dividend Shares allotted and the total cash equivalent of the Scrip Dividend Shares for tax purposes.

**(e) Residual cash balance**

No fractions of a Scrip Dividend Share will be allotted.

If you have elected to receive Scrip Dividend Shares in respect of your dividend, any residual cash balance will be paid to you by BACS or, if no valid bank mandate is held by the Receiving Agent, by cheque as a cash dividend.

**(f) Future dividends**

You may elect to give a Scrip Dividend Mandate in accordance with the procedure set out in paragraph 7(a)(v) above.

Please note that you can only give a Scrip Dividend Mandate in respect of all of your Shares. If you are acting on behalf of more than one beneficial owner and have made a partial election you must complete a Dividend Election Input Message on each occasion. If you do not complete a Dividend Election Input Message on each occasion then you will receive your dividend in cash.

If the Directors decide not to offer a scrip dividend alternative in respect of a future dividend, the full cash dividend will be paid to you in the usual way.

**8. Shareholders outside the United Kingdom**

If you receive this letter in any country or jurisdiction outside the United Kingdom you may not treat it as an invitation to elect to receive Scrip Dividend Shares unless such an invitation could lawfully be made to you without the Company being required to comply with any registration or other legal requirements.

It is the responsibility of any person resident outside the United Kingdom wishing to elect to receive Scrip Dividend Shares, either in respect of the 2014 Fourth Interim Dividend or (by way of a Scrip Dividend Mandate) on each occasion that a scrip dividend alternative is being offered by the Company, to be satisfied as to full observance of the laws of the relevant

territory, including obtaining any government or other consents which may be required and observing any other formalities in such territories.

#### **9. What to do if you have more than one registered holding**

If for any reason your Shares are, on the Record Date, registered in more than one holding and as a result you have received more than one Scrip Election Form then, unless you are able to make arrangements with the Company's registrar to have your holdings consolidated before 27 February 2015, they will be treated for all purposes as separate and you should complete separate Scrip Election Forms (including separate Scrip Dividend Mandates) or, in the case of holdings in CREST, separate Dividend Election Input Messages accordingly.

#### **10. Listing and ranking of the Scrip Dividend Shares**

Application will be made to the London Stock Exchange for admission of the Scrip Dividend Shares to trading on AIM.

The Scrip Dividend Shares will on issue be credited as fully paid and will rank *pari passu* in all respects with the existing Shares, except for participation in the 2014 Fourth Interim Dividend, and will rank *pari passu* for all future dividends.

#### **11. General**

The Scrip Dividend Alternative is subject to the Company's articles of incorporation and the terms and conditions in this circular. The Scrip Dividend Alternative and such terms and conditions are governed by and to be construed in accordance with English law. By completing Scrip Election Forms, Qualifying Shareholders agree to submit to the exclusive jurisdiction of the English courts in relation to the matters in this circular.

No acknowledgement of Scrip Election Forms, Scrip Dividend Mandates or Dividend Election Input Messages will be issued.

Subject to satisfaction of the conditions set out in this circular, definitive share certificates for the Scrip Dividend Shares held outside CREST will be posted (at the risk of the persons entitled thereto) and CREST members should have their accounts credited on 20 March 2015.

Dealings in the Scrip Dividend Shares are expected to begin on 20 March 2015. In the unlikely event that the London Stock Exchange does not agree before 20 March 2015 to admit the Scrip Dividend Shares to trading on AIM or, if any of the other conditions for the Scrip Dividend Alternative in paragraph 2 are not satisfied, Scrip Election Forms and Dividend Election Input Messages will be disregarded and the Company will pay the 2014 Fourth Interim Dividend in cash in the usual way as soon as practicable on or after 20 March 2015.

If all Qualifying Shareholders were to decide to receive the 2014 Fourth Interim Dividend in cash (ignoring any dividend waivers) the total cash dividend payable by the Company (including to non-Qualifying Shareholders) would be £1,769,301.38.

If all Qualifying Shareholders were to elect to receive Scrip Dividend Shares instead of cash in respect of their entire holdings, approximately 2,861,304 Scrip Dividend Shares would be issued based on the Reference Share Price (ignoring any dividend waivers and any reduction in respect of fractions), representing 2.02 per cent. of the issued ordinary share capital of the Company (being 141,544,091) as at the Record Date. As at the date of this circular the Company may issue an unlimited number of shares, including ordinary shares of no par value, of which 172,960,021 Shares are in issue.

Further copies of this letter and/or Scrip Election Forms may be obtained free of charge during normal business hours from any of the following:

Equiniti Limited  
Aspect House  
Spencer Road  
Lancing  
West Sussex  
BN99 6DA  
United Kingdom

Shareholder Helpline: 0871 384 2030 (overseas: +44 (0) 121 415 7047). Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday. Calls cost 8p a minute (plus any network extras). All enquiries in respect of the Scrip Dividend Alternative and Scrip Dividend Mandate should be addressed to the Receiving Agent, Equiniti Limited.

## 12. **United Kingdom taxation of the Scrip Dividend Alternative**

The following is a general and non-exhaustive summary of the UK tax consequences of electing to receive Shares under the Scrip Dividend Alternative instead of a cash dividend and is based on current UK law and HM Revenue and Customs practice as at the date of this circular (both of which are subject to change possibly with retrospective effect). It applies only to UK-resident Shareholders who are the beneficial owners of their Shares and who hold their Shares as an investment. The following summary does not address the position of certain classes of Shareholders, such as dealers in securities.

**Shareholders should consult their own professional tax advisers in relation to the tax consequences of electing to receive Shares instead of a cash dividend as this will depend upon their individual circumstances. Shareholders who are in any doubt as to what action to take, or who are subject to tax in a jurisdiction other than the UK, should consult an independent professional adviser.**

### (a) **UK taxation of chargeable gains**

On the basis of case law, UK-resident Shareholders should not be treated as receiving any income liable to UK income tax or corporation tax to the extent that they elect to receive Scrip Dividend Shares instead of the cash dividend, nor should they be treated as making any disposal for chargeable gains tax purposes as a result of the allotment to them of Scrip Dividend Shares. Instead the Scrip Dividend Shares and the original registered holding of Shares in respect of which the Scrip Dividend Shares are allotted (the "**Original Holding**") should be treated as a single holding acquired at the time of the Original Holding.

There will be no additional allowable expenditure for chargeable gains tax purposes arising in respect of the Scrip Dividend Shares and the allowable expenditure attributable to the Original Holding will be apportioned across the Original Holding and the Scrip Dividend Shares.

A UK-resident Shareholder who subsequently sells or otherwise disposes of its Scrip Dividend Shares or Original Holding may, depending on its individual circumstances and subject to any exemption or relief, be subject to capital gains tax (in the case of an individual) or corporation tax (in the case of a corporate Shareholder) in respect of any chargeable gains arising on such disposal.

### (b) **UK stamp duty and stamp duty reserve tax**

No UK stamp duty or stamp duty reserve tax will be payable on the issue of any Shares pursuant to the Scrip Dividend Alternative.

### {tc "Part 3: Definitions" \l 1}Part 3: Definitions

The following definitions apply throughout this document unless the context requires otherwise:

<b>"2014 Fourth Interim Dividend"</b>	the dividend covering the period from 1 October 2014 to 31 December 2014 of 1.25 pence per Share;
<b>"AIM"</b>	the market of that name, operated by the London Stock Exchange
<b>"Board" or "Directors"</b>	the directors of the Company (or, where the context requires, any duly constituted committee thereof);
<b>"Company"</b>	GLI Finance Limited, a company incorporated under the laws of Guernsey with registered number 43260;
<b>"CREST"</b>	a paperless settlement procedure, operated by Euroclear UK & Ireland Limited, enabling system securities to be evidenced otherwise than by written instrument;
<b>"CREST Manual"</b>	the rules governing the operation of CREST;
<b>"Dividend Election Input Message"</b>	a Dividend Election message (KMIN) as that term is used in the CREST Manual;
<b>"Excluded Shareholders"</b>	Shareholders with a registered address in or who are located in one of the Excluded Territories;
<b>"Excluded Territories"</b>	Australia, Canada, Japan, South Africa, New Zealand and the United States and any other jurisdiction where the extension or availability of the Scrip Dividend Alternative and the Scrip Dividend Scheme (and any other transaction or election contemplated thereby) would breach any applicable law or regulation;
<b>"Ex-Dividend Date"</b>	29 January 2015;
<b>"Full Cash Dividend"</b>	the entitlement to the 2014 Fourth Interim Dividend payable fully in cash;
<b>"London Stock Exchange"</b>	London Stock Exchange plc;
<b>"Net Asset Value"</b>	net asset value calculated in accordance with the Company's normal accounting policies;
<b>"Official List"</b>	the AIM Appendix to the Daily Official List of the London Stock Exchange;
<b>"Qualifying Shareholders"</b>	holders of existing Shares on the register of members of the Company at the Record Date, other than Excluded Shareholders;
<b>"Receiving Agent"</b>	Equiniti Limited;
<b>"Record Date"</b>	30 January 2015;
<b>"Reference Share Price"</b>	has the meaning ascribed to it in paragraph 3 of Part 2 of this

	circular;
<b>"Scrip Dividend Alternative"</b>	the option for Shareholders to elect to receive new Shares as an alternative to the 2014 Fourth Interim Dividend as described in this circular;
<b>"Scrip Dividend Mandate"</b>	a standing election to receive all future dividends where a scrip dividend alternative is offered in the form of new Shares instead of in cash;
<b>"Scrip Dividend Scheme"</b>	the proposals in this circular whereby Qualifying Shareholders who hold Shares may give a Scrip Dividend Mandate;
<b>"Scrip Dividend Shares"</b>	the Shares offered to be issued by the Company, credited as fully paid, pursuant to the Scrip Dividend Alternative;
<b>"Scrip Election Form"</b>	the scrip election form accompanying this circular for use by Qualifying Shareholders who hold share certificates in respect of their Shares;
<b>"Shareholder"</b>	a registered holder of a Share; and
<b>"Shares"</b>	ordinary shares of no par value in the capital of the Company.