



## Green Co2 PLC (GCO)

Tuesday 8 December, 2009

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RNS Number : 7860D  
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08 December 2009

8 December 2009

Green CO2 PLC ("Green CO2" or "the Company")

Placing of 999,970,019 Ordinary Shares at 1p per share. Appointment of Proposed Director, Disposal of the Sale Companies, Share Capital Reorganisation, Adoption of new Share Option Scheme, Change of Name to Green Compliance plc and Notice of General Meeting

## Summary

- The Company is pleased to announce the following proposals:
- Placing to raise gross proceeds of approximately £10 million, to help fund the acquisition of Target Companies and for working capital purposes
- Appointment of John Prowse, former managing director of Connaught plc's compliance division, as new Chief Executive Officer
- Shift of focus towards the "blue collar" compliance markets:
  - Water hygiene
  - Pest prevention and control
  - Fire
  - Energy services
- Disposal of the Employment Services division
- Share Capital Reorganisation
- Change of Name to Green Compliance plc

These proposals are subject, inter alia, to shareholder approval at a General Meeting to be held on 24 December 2009. A circular providing further detail on the proposal is expected to be posted to shareholders later today.

## Quote from Bob Holt

"I am delighted to be able to announce such a significant development for the Group.

Being able to attract someone of the calibre of John Prowse is a most significant step and, on the back of the substantial investment by new and existing shareholders, demonstrates the belief that your Group will be able to exploit market opportunities in the compliance sector.

John has a first class record in building and managing two large and profitable businesses, most recently in the compliance sector as Managing Director of Connaught plc's compliance business and previously, from 2000 to 2007, as Managing Director of Iron Mountain in Europe in the records and information management sector.

I entered into the undertaking to personally satisfy indebtedness of £900,000 to Barclays Bank plc purely based upon my belief that John will significantly enhance shareholder value in the future."

## Enquiries:

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#### Expected Timetable of Principal events

Dispatch of the Circular	8 December 2009 9.00 a.m. on 22 December 2009
Latest date and time for receipt of Forms of Proxy	9.00 a.m. on 24 December 2009
General Meeting	24 December 2009
Implementation of the Share Capital Reorganisation	8.00 a.m. on 30 December 2009
Admission and commencement of dealings in the First Tranche Placing Shares and Second Tranche Placing Shares	8.00 a.m. on 31 December 2009
Admission and commencement of dealings in the Third Tranche Placing Shares, Consideration Shares and Debt for Equity Swap Shares	

#### Key Statistics

Existing Share Capital	
Total number of Existing Ordinary Shares as at the date of this announcement <sup>1</sup>	162,405,971
Share Capital Reorganisation	
Number of Ordinary Shares in issue immediately following the Share Capital Reorganisation <sup>2</sup>	224,360,897
Number of Deferred Shares in issue following the Share Capital Reorganisation <sup>3</sup>	138,045,074
Placing	
Number of Placing Shares being placed on behalf of the Company	999,970,019
Placing Shares as a percentage of the Enlarged Share Capital <sup>4</sup>	97.17 per cent.
Placing Price	1 pence
Estimated gross proceeds of the Placing <sup>5</sup>	£10 million
Estimated net proceeds of the Placing	£9.5 million
Debt for Equity Swap	
Number of Debt for Equity Swap Shares	1,500,000
Consideration Shares	
Number of Consideration Shares	3,300,000
Upon Admission	
Total number of Ordinary Shares in issue immediately following Second Admission <sup>2</sup>	1,029,130,916
Market capitalisation of the Company following Second Admission at the Placing Price <sup>4</sup>	£10.29 million
ISIN Number following First Admission	
SEDOL following First Admission	GB00B4XPJX57 B4XPJX5

#### Notes:

- That is, prior to the Share Capital Reorganisation.
- This is the maximum number of Ordinary Shares in issue immediately after the Share Capital Reorganisation. Pursuant to the share capital consolidation referred to in paragraph 7 below, to the extent that the number of shares held by an existing shareholder is not a multiple of 20, such shares will not be consolidated and will be redesignated as Deferred Shares (the maximum potential loss by each shareholder as a result of the share capital consolidation is up to 19 Existing Ordinary Shares). The actual number of Ordinary Shares in issue immediately after the Share Capital Reorganisation will be adjusted accordingly.
- This is the minimum number of Deferred Shares in issue immediately following the Share Capital Reorganisation. The actual number of Deferred Shares in issue immediately after the Share Capital Reorganisation will be higher for the reasons stated in note 2 above.
- Assumes (i) no Existing Ordinary Shares and (ii) no Ordinary Shares are issued between the date of this document and Second Admission (other than the Placing Shares, the Deferred Consideration Shares and the Debt for Equity Swap Shares). Also assumes that all of the Placing Shares, the Deferred Consideration Shares and the Debt for Equity Swap Shares are issued. The actual number of Ordinary Shares in issue immediately following Second Admission may be lower than the figure given for the reasons stated in note 2 above.
- The gross proceeds are the aggregate of the cash proceeds of the Placing (before any related expenses) and the fees that would have been paid to Collins Stewart and Zeus Capital in connection with the Placing but for their agreement to receive such fees in new Ordinary Shares at the Placing Price.

Placing of 999,970,019 Ordinary Shares at 1p per share, Appointment of Proposed Director, Disposal of the Sale Companies, Share Capital Reorganisation, Adoption of new Share Option Scheme, Change of Name to Green Compliance plc and Notice of General Meeting

#### 1. Introduction

As notified to Shareholders on 16 March 2009, the Board has decided that the Company's strategic direction needs to be re-aligned to markets adjacent to the Energy Services division. The Company's new strategy will shift the focus of operations towards the 'blue collar' compliance markets and the Directors and the Proposed Director believe this will offer Shareholders a greater return in the medium term. As part of this arrangement, the Company is presenting Shareholders with a set of Proposals that the Directors and the Proposed Director consider to be in the best interests of Shareholders.

The Company has identified a number of target companies (the "Target Companies") that it believes it could acquire in a relatively short time frame to provide a platform for growth in the water hygiene, pest control and prevention and fire protection compliance markets (together "Compliance Services"). At the date of this Announcement, no negotiations have commenced and there is no guarantee that, when they do, any negotiations will be successfully concluded or that any Target Companies will be acquired.

The Company is also proposing to raise gross proceeds of approximately £10 million by way of a placing of Ordinary Shares at 1p per share (representing a discount of 11.11 per cent. to the closing mid-market price of each Existing Ordinary Share on 7 December 2009) in order to finance the purchase of certain of the Target Companies and to provide working capital for the business going forward. In order to effect the Placing at a value commensurate with the underlying value of the continuing business, a Share Capital Reorganisation is required whereby every 20 Existing Ordinary Shares of 1p each will be consolidated into 1 ordinary share of 20p each, following which such ordinary shares of 20p each in the capital of the Company will be sub-divided into 3 Ordinary Shares of 1p each and 17 Deferred Shares of 1p each. The Placing Shares issued as part of the Placing will rank pari passu with the Ordinary Shares following the Share Capital Reorganisation. The value of the Deferred Shares will effectively be zero.

The Company also announces that it has entered into the Disposal Agreement pursuant to which it has agreed, subject to Shareholder approval, to dispose of the Sale Companies, as described in more detail in paragraph 5 below. Due to the size of the Sale Companies in relation to the Company, the Disposal will constitute a fundamental change of business under the AIM Rules and is therefore conditional on obtaining prior Shareholder approval. The Act also requires the Disposal to be approved by Shareholders. The Disposal also constitutes a related party transaction under the AIM Rules as Ian Rummels is a director of both the Company and the Purchaser.

In addition, Shareholder approval is being sought in relation to the Placing, the Share Capital Reorganisation, the allotment of the Debt for Equity Swap Shares, the Change of Name, the adoption of the 2009 SOS and the establishment of the EBT, all of which are discussed further below.

Shareholder approval is to be sought at the General Meeting which will be held at 9.00 a.m. on 24 December 2009 at the offices of BPE Solicitors LLP, St James' House, St James' Square, Cheltenham GL50 3PR at which the Resolutions will be proposed in relation to the Proposals. A notice convening the General Meeting is set out at the end of the Circular.

## 2. Background and reasons for the Proposals

The Company currently consists of two divisions - the Energy Services division and the Employment Services division, the latter of which forms the basis of the Disposal. As reported in the Chairman's statement in the annual report and accounts issued on 29 September 2009, the Board sees significant future opportunities within the energy services consultancy arena. In addition, the Board now believes there is an opportunity to establish a Compliance Services division by acquiring businesses in the fragmented Compliance Services market, with a focus on commercial markets. To support this strategy, the Company has appointed John Prowse, former managing director of Connaught plc's compliance division, as the Company's new Chief Executive Officer (subject to the Proposals being approved by Shareholders at the General Meeting).

The Board does not believe that the Employment Services division is essential to the future strategy of the Company and accordingly has entered into the Disposal Agreement to divest the Company of that division.

The Company is proposing to raise gross proceeds of approximately £10 million by way of a Placing of the Placing Shares at 1p per share in order to finance the potential purchase of certain of the Target Companies and to provide working capital for the business going forward.

On 8 December 2009, Bob Holt entered into an undertaking with the Company, subject to Shareholder approval and Second Admission, to use his reasonable endeavours to assume (i) the liability to repay £900,000 of the outstanding indebtedness of £926,000 of the Company to Barclays Bank plc within a reasonable time and no later than 31 January 2010 and (ii) the liability to meet the interest payments in respect of such £900,000 sum from the date of such assumption.

The Company has agreed that Bob Holt's recent loan to the Company of £100,000 will be repaid in full, subject to Shareholder approval of the Proposals and conditional on Second Admission.

In addition, John Charlton has agreed (conditional on First Admission) to convert the loan made by him to the Company into Ordinary Shares at the Placing Price. Rapid Realisations has agreed (conditional on Second Admission) to subscribe £1,500,000 in the Placing at the Placing Price and the Company will, following Second Admission, repay Rapid Realisations' outstanding loan of £755,000.

## 3. Acquisition Strategy

The Target Companies that have been identified are principally based in the major conurbations of the UK, namely London and the South East and Manchester and the North West. The Directors and the Proposed Director believe these proposed initial acquisitions will form the basis for a new investment platform from which the Company can build a portfolio of businesses providing Compliance Services. Each of the Target Companies has been identified as having similar characteristics, being relatively high margin businesses in fragmented, regulatory driven markets, with customers seeking effective and efficient levels of service. Equally, many of the Target Companies operate in markets typified by dominant market leaders currently losing market share, where the Directors and the Proposed Director believe opportunities exist to provide better levels of service at more competitive prices. Shareholders should note that no negotiations have commenced with any of the Target Companies and there is no guarantee that the Company will acquire any of the Target Companies

### Compliance Services

#### Water hygiene

Under UK government regulations (Health & Safety Act 1974, L8 (ACOP) 2001, COSHH 2002 and Water Supply Regulations 1999), anyone serving the public has a legal duty to prepare and manage a scheme for maintaining safe water quality. Hospitality and leisure facilities, healthcare providers, care homes, as well as employers in general, are therefore faced with the same obligation. As well as requiring risk assessments, organisations subject to the legislation would be required to have access to competent help in applying the provisions of health and safety law, water storage and supply and specification for the design, installation, testing and maintenance

of services supplying hot and cold water for use within public buildings. All these regulations are principally driven by the necessity to prevent legionella from developing in water systems.

Of the Compliance Services, the Directors and the Proposed Director believe that water hygiene represents the most immature and least compliant market and that there are growth opportunities as the competition in this sector is very fragmented.

#### Pest prevention and control

Businesses are required to ensure that pest prevention & control measures are strictly observed, with principal legislation surrounding the Health & Safety at Work Act 1974, Prevention of Damage by Pests Act 1949, Food Safety Act 1990 and the Food Hygiene Regulations 2005. With the increased rodent population and the expanding leisure and catering services throughout the UK, businesses must ensure their operations are fully compliant with all regulatory requirements, as industry reputation forms a crucial component to success. The market leader is Rentokil Initial plc with approximately 20 per cent. of the market.

#### Fire

The Regulatory Reform (Fire Safety) Order 2005 ("FSO") came into effect in October 2006 and replaced over 70 sets of fire safety regulations. The FSO applies to all non-domestic premises in England and Wales, including the common parts of blocks of flats and houses with multiple occupations. Under the FSO, a fire safety risk assessment must be undertaken regularly and a fire management implementation plan must be maintained.

The three main operators in the UK are Chubb Fire Limited, ADT Fire and Security Plc and Kiddie Products Limited. The regional market is fragmented and the Directors and the Proposed Director believe opportunities exist to gain market share.

#### Energy Services

The existing Energy Services division specialises in providing services and guidance with regard to energy performance services necessary under the government Energy Performance of Buildings Directive. The Company offers consultation and project management services for commercial energy performance certificates (CEPCs), carbon reduction commitment (CRC), air conditioning inspections, energy management systems, display energy certificates for public sector buildings, energy performance certificates (EPCs), and home information packs (HIPs). The Company works closely with Local Government and a selection of professional services companies, including financial advisers, property agents, developers and solicitors. Due to the nature of its environmentally friendly services, the Company also works alongside Housing Associations.

The Directors believe the energy services certification and associated consultancy services market in the UK will continue to form an important part of the Group.

#### 4. Change of Name

It is proposed to change the name of the Company to Green Compliance plc to better reflect the proposed operations of the Company. Following the Change of Name and the Share Capital Reorganisation (as discussed in paragraph 7 below), the Company will issue new share certificates to those shareholders not holding shares in uncertificated form. Following the issue of the new share certificates, share certificates in respect of Existing Ordinary Shares will no longer be valid. Shareholders will still be able to trade in Ordinary Shares during the period between the passing of the Resolutions and the date on which Shareholders receive new share certificates in respect of the Existing Ordinary Shares.

#### 5. The Disposal

As previously reported, the Sale Companies reported a loss from continuing operations of £1,159,461 for the year ended 31 March 2009 and, as reported today, a loss of £651,000 for the six months ended 30 September 2009. Following a review of the Employment Services division, a decision was made to dispose of this loss making business to the management team within that division, led by Ian Rummels.

The Directors believe that the Disposal will allow management to focus the Company's operations in order to exploit the opportunities in the Compliance Services sector.

It is currently intended that a strategic partnership with the Purchaser will be retained in relation to the recently announced Green Travel Initiative and the Health and Safety operations where there are synergies with the remaining core energy services consultancy businesses.

#### Information on the Sale Companies

The Sale Companies' current trading activities are focused on the provision of a range of integrated human resources ("HR") and employee benefits consulting services to organisations across the UK which it provides through the following companies:

##### PES

PES provides a range of consultancy and support services focused around HR, rewards and employment tax. It also provides a range of employment related products such as childcare vouchers.

##### TEBC

TEBC provides regulated employee benefit products and services to clients covering a number of areas including pensions, life assurance, income protection and critical illness as well as marketing childcare and voluntary benefit schemes to its customer base.

##### HSD

HSD engages franchisees to provide health and safety related consultancy services under the PES brand and network. The franchise model is at an early stage of development.

#### Terms of the Disposal

Under the Disposal Agreement the Purchaser, whose principal shareholder is Ian Rummels, has, conditional upon, inter alia, Shareholders' approval and completion of the Placing, agreed to acquire the Sale Companies.

The Purchaser will assume all existing and future liabilities of the Sale Companies. Under the terms of the Disposal Agreement, the Company will pay the Purchaser a reverse premium in cash of £60,000 in return for the Purchaser agreeing to assume the net aggregate liability of £175,218 owed by the Company to Keith Boniface as described below. This reverse premium is subject to an upwards or downwards adjustment (dependent on the net asset value of the Sale Companies at completion) once completion accounts have been agreed. Deferred consideration will subsequently be payable by the Purchaser to the Company in three equal tranches of £25,000 on 31 December 2010, 31 December 2011 and 31 March 2012. The Company has given certain warranties and indemnities (including a tax indemnity) to the Purchaser.

It is expected that the Disposal will complete immediately following Second Admission.

Under the terms of a novation agreement between the Company, the Purchaser and Keith Boniface, who was the original vendor of TEBC, in consideration for entering into such agreement the Company has agreed to pay Keith Boniface £30,000, conditional upon, the Disposal Agreement completing. Under the terms of the novation agreement the Purchaser has agreed to assume the net aggregate liability of £175,218 owed by the Company to Keith Boniface in connection with the original acquisition of TEBC by the Company.

As at the date of this Announcement, Ian Rummels directly owns 14,770,638 Existing Ordinary Shares and Keith Boniface owns 4,400,000 Existing Ordinary Shares. Following the General Meeting and subject to approval of the Resolutions (and Second Admission), Ian Rummels and Keith Boniface will each transfer all such of their Ordinary Shares for nil consideration to the EBT.

The EBT is being established (amongst other things) to facilitate the settlement of any options granted under the 2009 SOS. The trustee of the EBT is a subsidiary of the Company. The documentation relating to the establishment of the EBT will be available for inspection upon request at the Company's registered office prior to the GM and will be on display at the GM.

#### 6. Senior Appointments

It is proposed, that subject to Shareholders approving the Proposals, John Prowse will be appointed to the board as chief executive officer. John Leslie Roy Prowse, aged 48, has previously been a director, in the last 5 years, of the following companies:

A.N.T Environmental Services Limited	Iron Mountain (France) SA
Architel (France)	Iron Mountain Group (Europe) Limited
Archive Services Limited	Iron Mountain Holdings (Europe) Limited
Arcus Data Security	Iron Mountain Ireland Limited
BCCR Holdings Limited	Iron Mountain Ireland (Holdings) Limited
Britannia Data Management Limited	Iron Mountain MDM Limited
Castle Pest Control Limited	Iron Mountain Livingston Limited
Chloroxy-Tech Limited	Iron Mountain Mayflower Limited
CHSS Consultancy Limited	Iron Mountain Nederland BV
CHSS Environment Limited	Iron Mountain Nederland Holdings BV
CHSS Limited	Iron Mountain (Netherlands) BV
CHSS Training Limited	Iron Mountain Norge AS
Connaught Compliance Gas services Limited	Iron Mountain PLE Limited
Connaught Compliance Limited	Iron Mountain Scotland Limited
Connaught Compliance Services Limited	Iron Mountain Scotland (Holdings) Limited
Connaught Compliance Training Services Limited	Iron Mountain Secure Destruction Limited
Connaught Compliance Electrical Services Limited	Iron Mountain StepSPA
Connaught Compliance Fire Services Limited	JAD (93) Limited
Connaught Compliance Training Services Limited	Jones & Crossland Limited
Connaught Predator Limited	Kestrel Data (UK) Limited
Corporate Governance through Controls Assurance Limited	Kestrel Data Services Limited
	Kestrel Reprographics Limited

John Prowse's salary will be £250,000 per annum with no additional employee benefits or payments. He will also be eligible for a cash bonus based on performance at the discretion of the remuneration committee. Under the terms of his employment by the Company, he will be eligible to participate in the newly created 2009 SOS details of which can be found in paragraph 14 below.

There is no further information to be disclosed under Schedule 2, paragraph (g) of the AIM Rules for Companies.

It is also proposed that Chris Sims will be appointed as financial controller to the Company immediately following the General Meeting. It is intended that Chris will be appointed to the Board as finance director in due course following finalisation of his terms of appointment. It is the Company's intention to appoint a further non executive director in the near future.

Upon Shareholders approving the Proposals, Ian Rummels and David Collett will both resign as Directors with immediate effect. Under the terms of the compromise agreement entered into by the Company and Ian Rummels, Ian Rummels will receive no further payments from the Company.

Under the compromise agreement entered into by the Company and David Collett, the Company will pay all salary due to Mr Collett under the Company's contractual obligations up to 9 October 2010 in one payment on 15 January 2010 which amounts to £62,500. On the same date the Company will also pay to Mr Collett all amounts owing to him in respect of unpaid salary and Director's loans plus expenses incurred in the normal course of business, which amounts to £132,319. The Company will retain Mr Collett as a consultant to assist in developing the Company's operations in the Energy Services division and to maintain existing relationships with customers. He will be paid £5,000 per month and will be required to work a minimum of two days per week. His consultancy contract commences on 1 January 2010 and extends to 30 June 2010 after which it can be extended at the Company's discretion subject to a three month notice period.

#### 7. Share Capital Reorganisation

Based on the Company's current share capital structure, the price at which prospective participants in the Placing are prepared to invest would require the Company to issue shares at less than their nominal value. Under English law, the Company is unable to issue ordinary shares at a price below their nominal value which is 1p per share. Therefore the Company has proposed the Share Capital Reorganisation to enable the Placing and the Debt for Equity Swap to be conducted at the Placing Price.

Resolutions 1 and 2 contained in the Notice set out the proposed steps in the Share Capital Reorganisation. It is proposed that every 20 Existing Ordinary Shares held by each Shareholder be consolidated into 1 ordinary share of 20p and any ordinary share of 1p that is not so consolidated be redesignated as a Deferred Share of 1p.

Immediately after the share consolidation, the ordinary share capital of the Company will be reorganised further by sub-dividing and redesignating each newly created ordinary share of 20p into 3 Ordinary Shares of 1p and 17 Deferred Shares of 1p. The Deferred Shares will have no voting rights or rights to receive a dividend and will only have a very limited right to any distribution on a return of capital. Shareholders will not be issued with a share certificate in respect of the Deferred Shares and should consider them worthless. The Company will also have the right to acquire the Deferred Shares for a nominal sum from all Shareholders. The full rights attaching to the Deferred Shares are set out in the alteration of the Company's Articles of Association as set out in the Resolutions.

The Ordinary Shares resulting from the Share Capital Reorganisation will have the same rights as those currently accruing to the Existing Ordinary Shares under the Company's articles of association, including those relating to voting and entitlement to dividends. As noted in paragraph 4 above, new share certificates will be issued following the Share Capital Reorganisation representing the Ordinary Shares.

#### 8. Existing Loans

On 8 December 2009, Bob Holt entered into an undertaking with the Company, subject to Shareholder approval and Second Admission, to use his reasonable endeavours to assume (i) the liability to repay £900,000 of the outstanding indebtedness of £926,000 of the Company to Barclays Bank plc within a reasonable time and no later than 31 January 2010 and (ii) the liability to meet the interest payments in respect of such £900,000 sum from the date of such assumption.

The Company has agreed that, subject to the approval of the Proposals and Second Admission, Bob Holt's loan of £100,000 to the Company will be repaid in full.

John Charlton has agreed, subject to Shareholder approval of the Proposals and First Admission, to convert the amount of £15,000 owing to him into 1,500,000 Ordinary Shares at the Placing Price.

Rapid Realisations have agreed to subscribe for £1,500,000 under the terms of the Placing at the Placing Price. Following Admission, Rapid Realisations' loan to the Company of £755,000 plus outstanding fees and interest will be repaid. Bob Holt is a director of Rapid Realisations. Following Second Admission, Rapid Realisations will have an interest in approximately 14.80 per cent. of the Enlarged Issued Share Capital of the Company.

#### 9. Deferred Consideration

Pursuant to an acquisition agreement dated 16 March 2009, the Company acquired the entire issued share capital of Innovative HIP Limited and Commercial Energy Performance Pack Limited. In accordance with the acquisition agreement, the Company issued 35,600,000 Existing Ordinary Shares to Ewen Cirencester plc. Under the acquisition agreement, a further 22,000,000 Existing Ordinary Shares of 1p each were due to be payable to Ewen Cirencester plc as deferred consideration.

On 8 December 2009, the Company entered into a supplemental agreement with Ewen Cirencester plc, under which the number of Existing Ordinary Shares to be issued to settle the outstanding deferred consideration due to Ewen Cirencester plc, subject to completion of the Share Capital Reorganisation, was varied to take account of the Share Capital Reorganisation. Therefore, subject to Shareholder approval of the Proposals and Second Admission, by way of deferred consideration 3,300,000 Ordinary Shares will be issued by the Company to Ewen Cirencester plc. This will settle all of the Company's remaining obligations under the acquisition agreement and the supplemental agreement. The Existing Ordinary Shares currently held by Ewen Cirencester plc and the deferred consideration of 3,300,000 Ordinary Shares, which in aggregate equate to approximately 0.84 per cent. of the issued share capital of the Company following the Share Capital Reorganisation and the Placing, are subject to a lock in arrangement under which Ewen Cirencester plc has undertaken not to dispose of any Ordinary Shares other than in certain limited circumstances before 16 March 2011.

#### 10. Related Party Transactions

The Disposal constitutes a related party transaction under the AIM Rules as Ian Rummels is a director of both the Company and the Purchaser. The Debt for Equity Swap involving John Charlton also constitutes a related party transaction under the AIM Rules as he is a Director.

In addition, in October 2009 the Company entered into a short term loan agreement with Bob Holt, the Chairman of the Company, under which Bob Holt agreed to loan the Company £100,000. The loan was subject to interest at a rate of 3 per cent. above the Barclays Bank plc base rate to be paid monthly in arrears from the date of draw down and was to be repaid in full by 1 October 2010. This transaction constituted a related party transaction under the AIM Rules. As noted in paragraph 8 above, subject to Shareholder approval of the Proposals and Second Admission, this loan will be repaid in full.

Where a company enters into a related party transaction the independent directors of the company are required to consult with the company's Nominated Adviser. The Directors independent to each of the agreements referred to in this paragraph, having consulted with Zeus Capital in its capacity as Nominated Adviser, consider each of these related party transactions to be fair and reasonable and in the best interests of Shareholders as a whole.

#### 11. Interim results

The Company earlier today announced its interim results for the six months ended 30 September 2009 ("Interim Results"). The financial information below has been extracted from the interim results announcement released today.

	Six months ended 30 September 2009	Six months ended 30 September 2008	Year to 31 March 2009
	£'000	£'000	£'000
Continuing Operations Revenue	346	-	-
Operating Loss	(364)	(81)	(199)
Loss after tax	(401)	(115)	(263)
Loss per share (p)	(0.27)	(0.82)	(1.87)

The financial information is derived from the unaudited accounts of the Company for the six months ended 30 September 2009, As announced on the London Stock Exchange earlier today. Shareholders should read the whole of the Interim Results in full.

#### 12. Details of the Placing

The Company proposes to raise gross proceeds of approximately £10 million through the issue of the Placing Shares at the Placing Price by way of a placing to certain institutional and other investors. The Placing Price represents a discount of 11.11 per cent. to the closing middle market price of 1.125 pence on 7 December 2009, being the last practicable date prior to this Announcement. The Placing Shares will represent 97.17 per cent. of the Company's Enlarged Share Capital immediately following Admission.

John Prowse is investing £100,000 in the Placing at the Placing Price.

The Placing is being made on a non pre-emptive basis as the time and costs associated with a pre-emptive offer resulting from the introduction of the EU Prospectus Rules (which came into force on 1 July 2005) are considered by the Directors to be excessive. The making of a pre-emptive offer would require the production of a prospectus which would have to comply with the Prospectus Rules and be pre-vetted and approved by the Financial Services Authority.

The Placing Shares when issued will rank *pari passu* with the Ordinary Shares following the Share Capital Reorganisation and will rank in full for any dividends and distributions paid or made in respect of the Ordinary Shares. It is expected that definitive evidence of title to the Placing Shares will be delivered under CREST on the date of their Admission.

Application will be made for the Placing Shares to be admitted to trading on AIM. It is expected that dealings in the First Tranche Placing Shares and the Second Tranche Placing Shares will commence on AIM on 30 December 2009 and that dealings in the Third Tranche Placing Shares will commence on AIM on 31 December 2009.

It is intended that the First Tranche Placing Shares be unconditionally allotted and issued by not later than 11.59 p.m. on the day prior to First Admission. The allotment of the Second Tranche Placing Shares will be conditional on First Admission. The allotment of the Third Tranche Placing Shares will be conditional on Second Admission.

Shareholders should be aware of the possibility that (a) the First Tranche Placing Shares might be unconditionally allotted and issued, but First Admission might not occur and (b) First Admission might occur, but Second Admission might not occur. There can be no guarantee that either First Admission and/or Second Admission will occur. Consequently, even if the First Tranche Placing Shares have been unconditionally allotted and issued there is no guarantee that the placing of the Second Tranche Placing Shares and/or the Third Tranche Placing Shares will become unconditional.

#### The Placing Agreement

Under the Placing Agreement, Collins Stewart has conditionally agreed to act as placing agent to the Company and to procure places to acquire the Placing Shares at the Placing Price, on a reasonable endeavours basis. The Placing has not been underwritten.

The Placing Agreement is conditional upon, *inter alia*, the satisfaction of the following conditions:

- (a) the passing of the Resolutions to be proposed at the GM;
- (b) the Disposal Agreement becoming unconditional in all respects (other than any condition relating to the Placing Agreement becoming unconditional);
- (c) Second Admission taking place not later than 31 December 2009 (or such later time and date as the Company and Collins Stewart may agree being no later than 7 January 2010);
- (d) there being no breach of warranty in the Placing Agreement prior to Admission (which is material in the context of the Placing); and
- (e) the performance by the Company of its obligations under the Placing Agreement and/or other terms of or conditions to the Placing prior to Admission.

The Placing Agreement contains certain warranties from the Company in favour of Collins Stewart and Zeus Capital in relation to, *inter alia*, the accuracy of the information contained in the Circular and certain other matters relating to the Group and its business. In addition, the Company has given certain undertakings to Collins Stewart and Zeus Capital and has agreed to indemnify Collins Stewart and Zeus Capital in relation to certain liabilities they may incur in respect of the Proposals. Collins Stewart has the right to terminate the Placing Agreement in certain circumstances prior to Admission including *inter alia* (i) for certain force majeure events or other events involving certain material adverse changes or prospective material adverse changes relating to the Group or (ii) in the event of a breach of the warranties or other obligations of the Company set out in the Placing Agreement.

Under the Placing Agreement the Company has agreed to pay Collins Stewart:

- (a) a commission of 5 per cent. on the value at the Placing Price of the Placing Shares; and
- (b) all other costs and expenses of Collins Stewart incurred in connection with the Placing and Admission.

Collins Stewart have agreed to receive their fee in Ordinary Shares at the Placing Price and have undertaken (subject to certain customary exceptions) not to sell any Ordinary Shares until 12 months after Second Admission. It is expected that Collins Stewart's holding in the Company immediately following Second Admission will be 50,658,014 Ordinary Shares representing 4.92 per cent. of the Enlarged Share Capital following Second Admission.

Zeus Capital have agreed to take their fee of £40,000 in respect of the Placing in Ordinary Shares at the Placing Price.

The net proceeds of the Placing will be used for working capital purposes and to help fund the acquisition of Target Companies.

#### Appointment as Broker

Collins Stewart has been appointed as the Company's sole broker immediately following Admission.

#### 13. Financial effects of the Placing and the Disposal

The unaudited pro forma financial information set out below has been prepared to illustrate the issue of the impact of the Placing, the issue of Debt for Equity Swap Shares, the repayment of Rapid Realisations' loan, the Consideration Shares, Bob Holt's undertaking to satisfy £900,000 of debts to Barclays Bank plc and the Disposal on the unaudited net assets of the Company as at 30 September 2009. The pro forma financial information has been prepared by the Company for illustrative purposes only and, because of its nature, addresses a hypothetical situation and, therefore, does not and will not represent the Company's actual financial position or results. The pro forma financial

information has been prepared by the Company but has not been reviewed or reported upon by the Company's auditors or any external firm of accountants.

The pro forma financial information is based on the unaudited net assets of the Company as at 30 September and has been prepared on the basis that the settlement of the Placing, the Debt for Equity Swap, the issue of the Consideration Shares, Bob Holt's undertaking to satisfy £900,000 of debts to Barclays Bank plc and the Disposal took place on that date. The pro forma financial information takes no account of the results of the Company for the period subsequent to 30 September 2009, or of any other changes in the financial position in the period. The pro forma financial information assumes gross proceeds of approximately £10 million from the Placing.

Unaudited Proforma	30 Sept 09	Bob Holt Undertaking (Note 4)	Debt for Equity Swap/ Repayment of Loans (Notes 1,2,3)	Reorganisation costs £'000	Costs of the Placing			Proforma £'000	
					PES Disposal £'000	(Note Placing5) £'000	Deferred Consideration £'000		
Balance Sheet	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	
<b>Non-current assets</b>									
Goodwill	1,552	-	-	-	(350)	-	-	1,202	
Intangibles	158	-	-	-	-	-	-	158	
Fixed Assets	47	-	-	-	(29)	-	-	18	
	1,757	-	-	-	(379)	-	-	1,378	
<b>Current Assets</b>									
Debtors	325	-	-	-	(17)	-	-	308	
Work in progress	20	-	-	-	(20)	-	-	-	
Cash	-	-	(555)	-	(89)	9,459	(60)	8,755	
	345	-	(555)	-	(126)	9,459	(60)	9,063	
Total assets	2,102	-	(555)	-	(505)	9,459	(60)	10,441	
<b>Current Liabilities</b>									
Creditors	942	-	-	202	(335)	-	-	809	
Deferred Consideration	189	-	-	-	(189)	-	-	-	
Loans	89	(89)	-	-	-	-	-	-	
Overdraft	510	(374)	-	-	69	-	-	205	
	1,730	(463)	-	202	(455)	-	-	1,014	
<b>Non Current Liabilities</b>									
Deferred Consideration	275	-	-	-	-	-	(275)	-	
Loans	1,209	(437)	(570)	(202)	-	-	-	-	
	1,484	(437)	(570)	(202)	-	-	(275)	-	
Net (Liabilities)/Assets	(1,112)	900	15	-	(50)	9,459	(60)	275	9,427
<b>Shareholders' Equity</b>									
Share Capital	1,624	-	15	-	-	9,459	540	33	11,671
Share premium	2,056	-	-	-	-	-	-	-	2,056
Merger reserve	228	-	-	-	-	-	-	-	228
P&L Account	(5,020)	900	-	-	(50)	-	(600)	242	(4,528)
Total Shareholders' equity	(1,112)	900	15	-	(50)	9,459	(60)	275	9,427

Note 1: The £570,000 in the pro forma balance sheet column titled Debt for Equity Swap/Rapid Realisations Loan comprises the debt for equity swap by John Charlton of £15,000 and the repayment of a loan from Rapid Realisations of £555,000

as referred to in more detail in Note 2 below.

Note 2: An additional £200,000 loan has been made to the Company by Rapid Realisations since 30 September 2009 and, due to the timing of that loan, it has not been included in the pro forma balance sheet above. Therefore the principal amount owing to Rapid Realisations as at the date of this document (including the £555,000 discussed in Note 1 above) is £755,000 in total. Under the Placing, Rapid Realisations will subscribe for £1,500,000 of Placing Shares at the Placing Price. Subsequent to the Placing the outstanding principal loan amount due to Rapid Realisations of £755,000 will be repaid in full.

Note 3: As noted in paragraph 8 above, Bob Holt has made a loan to the Company of £100,000 since 30 September 2009.

Therefore, due to the timing of that loan, it is not shown in the pro forma balance sheet above. As noted in paragraph 8 above, Bob Holt's loan of £100,000 will be repaid in full, subject to the Proposals being approved by Shareholders.

Note 4: The overdraft for £510,000 and the loans of £526,000 on the pro forma balance sheet are owed to Barclays Bank plc on normal commercial lending terms. On 8 December 2009, Bob Holt entered into an undertaking with the Company under which, subject to Shareholders' approval of the Proposals and Second Admission he agreed to personally satisfy indebtedness of £900,000 (being loan of £526,000 and overdraft of £374,000) currently owed by the Company to Barclays Bank plc within a reasonable time and no later than 31 January 2010. The Company will seek to structure this repayment by Bob Holt in a tax efficient structure.

Note 5: Collins Stewart and Zeus Capital have agreed in connection with the Placing, that their fees shall be discharged in full by the allotment and issue of 50,000,000 Ordinary Shares to Collins Stewart and 4,000,000 Ordinary Shares to Zeus Capital as part of the Placing at the Placing Price. Collins Stewart have undertaken to the Company not to sell any Ordinary Shares until 12 months from Second Admission.

#### 14. 2009 Share Option Scheme

The Company proposes to put in place a performance-based share option scheme in order to further align

management and Shareholder interests through long term value creation.

In total, the Company is seeking to place 10 per cent. of the Enlarged Share Capital of the Company under the 2009 SOS in order to incentivise new and existing employees and executive Directors.

The Company proposes the grant of options over 30,873, 927 Ordinary Shares of the Company to John Prowse representing 3 per cent. of the Enlarged Share Capital. It is the Company's intention to grant John Prowse options under the 2009 SOS, comprising 10,291,309 2009 SOS A Options, 10,291,309 2009 SOS B Options and 10,291,309 2009 SOS C Options.

The Company proposes the grant of options over 30,873,927 Ordinary Shares of the Company to Bob Holt representing 3 per cent. of the Enlarged Share Capital. It is the Company's intention to grant Bob Holt options under the 2009 SOS, comprising 10,291,309 2009 SOS A Options, 10,291,309 2009 SOS B Options and 10,291,309 2009 SOS C Options.

The 2009A, 2009B and 2009C Options to be granted to John Prowse and Bob Holt are identical in all respects save for their vesting criteria which are as follows:

Category*	Target Share Price	Measurement Date	Exercise Period
2009 SOS A Options	2 pence	1 September 2012 - 30 November 2012	1 December 2012 to 1 December 2017
2009 SOS B Options	3 pence	1 September 2013 - 30 November 2013	1 December 2013 to 1 December 2017
2009 SOS C Options	4 pence	1 September 2014 - 30 November 2014	1 December 2014 to 1 December 2017

\* the split of the options in the table above into A, B and C options is specific to John Prowse and Bob Holt. If any other employee is granted options under the 2009 SOS those options will not necessarily be split into three tranches.

The options will be granted to John Prowse and Bob Holt, subject to Shareholder approval of the Proposals, and in respect to John Prowse shortly after the commencement of his employment with the Company following the General Meeting. A copy of the proposed 2009 SOS scheme rules will be available upon request for inspection at the Company's registered office prior to the General Meeting and will be on display at the General Meeting.

#### 15. Directors' and Proposed Directors Shareholdings

As a result of the Proposals the shareholdings of the following Directors will change as set out in the table below:

Director/Proposed Director	Number of Existing Ordinary Shares of 1p each	% of the Existing Share Capital	Number of Ordinary Shares held immediately after the Share Capital Reorganisation and Admission*	% of Enlarged Share Capital****
Bob Holt	13,688,380	8.43	2,053,257	0.20
John Prowse	-	-	10,000,000	0.97
David Collett**	35,600,000	21.92	8,640,000	0.84
Ian Rummels***	15,474,086	9.53	-	-
John Charlton	1,620,000	1.00	1,743,000	0.17
Reginald Pomphrett	4,225,717	2.60	633,858	0.06

\* assuming the implementation in full of the Proposals

\*\* David Collett has an indirect interest in the Existing Ordinary Shares shown in the table above through his 67.78 per cent. shareholding in Ewen Cirencester Plc. The number of shares shown in the table above represents the entire holding of Ewen Cirencester Plc. David Collett will resign as a Director with immediate effect following Shareholders' approval of the Proposals.

\*\*\* Ian Rummels will resign as a Director with immediate effect following Shareholders' approval of the Proposals.

\*\*\*\*The actual number of Ordinary Shares held by each such person may be slightly less as a consequence of the share capital consolidation (which forms part of the Share Capital Reorganisation), for the reasons stated in note 2 on page 4 of the Circular.

#### 16. Major Shareholders

As a result of the Proposals the shareholdings of the following major Shareholders will change as set out in the table below:

Shareholder	Number of Existing Ordinary Shares of 1p each	% of the Existing Share Capital	Number of Ordinary Shares held immediately after the Share Capital Reorganisation and Admission*	% of Enlarged Share Capital**
Ewen Cirencester Plc	35,600,000	21.92	8,640,000	0.84
Insight Rapid Realisations Fund Limited	16,000,000	9.85	2,400,000	0.23
Wills and Co	15,600,000	9.61	152,340,000	14.80
	15,365,000	9.46	2,304,750	0.22

\*assuming the implementation in full of the Proposals

\*\* The actual number of Ordinary Shares held by each such person may be slightly less as a consequence of the share capital consolidation (which forms part of the Share Capital Reorganisation), for the reasons stated in note 2 on page 4 of the Circular.

#### 17. General Meeting

The Circular will contain a notice convening the General Meeting at which Resolutions dealing with the following

business will be proposed.

- (i) to amend the articles of association of the Company;
- (ii) to approve the Share Capital Reorganisation;
- (iii) to approve the Disposal;
- (iv) to increase the authorised share capital of the Company to £17,000,000 ;
- (v) to authorise the Directors to allot or grant rights over (in addition to the Placing Shares, the Consideration Shares and the Debt for Equity Swap Shares) up to £3,430,436 nominal value of Ordinary Shares pursuant to section 551 of the Act;
- (vi) to disapply the statutory pre-emption provisions contained in section 561 of the Act to enable the Directors in certain circumstances to allot Ordinary Shares for cash other than pro rata to Shareholders;
- (vii) to approve the proposed Change of Name;
- (viii) to adopt the rules of the 2009 SOS; and
- (ix) to approve the establishment of the EBT.

The Share Capital Reorganisation is described in paragraph 7 above and requires Shareholder approval. As noted above, the AIM Rules and the Act require the Disposal to be approved by Shareholders. The Directors are of the opinion that the Company should have approximately one third of its authorised share capital (after full implementation of the Proposals) free for future allotment at any one time, hence the increase in the authorised share capital. The Directors have to be authorised under section 551 of the Act before they can allot any Ordinary Shares. The disapplication of section 561 enables the Directors to allot Ordinary Shares for cash other than pro rata to Shareholders but this is limited, as set out in the Resolutions, to rights issues, the Placing Shares, the Debt for Equity Swap Shares and further issues up to £514,565 nominal value of Ordinary Shares. The Change of Name, the adoption of the 2009 SOS and the approval of the establishment of the EBT also require Shareholder approval.

#### 18. Irrevocable Undertakings

Irrevocable undertakings to vote, or (where applicable) to procure that the registered holder votes, in favour of the Disposal (resolution 3 on the notice of General Meeting as set out at the Circular) have been given to the Company by Shareholders in respect of their beneficial holdings of 70,734,097 Existing Ordinary Shares representing, in aggregate, approximately 43.55 per cent. of the Existing Share Capital (excluding the Existing Ordinary Shares held by Ian Rummels who is unable to vote on this Disposal).

Irrevocable undertakings to vote, or (where applicable) to procure that the registered holder votes, in favour of all of the other resolutions, excluding the Disposal resolution, have been given to the Company by Shareholders in respect of their beneficial holdings of 86,208,183 Existing Ordinary Shares representing, in aggregate, approximately 53.08 per cent. of the Existing Share Capital.

#### 19. EIS and VCT Relief

The Company has received notification from HM Revenue & Customs that the Placing Shares should qualify for EIS and VCT relief. The availability of tax relief will depend, inter alia, upon the investor and the Company satisfying various qualifying conditions, normally for a period of not less than three years. The Company cannot guarantee to conduct its activities in such a way as to maintain its status as a qualifying EIS or VCT investment but the Directors intend, as far as possible, to do so. Investors considering taking advantage of EIS relief or making a qualifying VCT investment are recommended to seek their own professional advice in order that they may fully understand how the relief legislation may apply in their individual circumstances.

Any Shareholder who is in any doubt as to his taxation position under the EIS and VCT legislation, or who is subject to tax in a jurisdiction other than the UK, should consult an appropriate professional adviser.

#### 20. Action to be taken by Shareholders

A Form of Proxy for use at the General Meeting will accompany the Circular.

The Circular will be posted to Shareholders today.

#### 21. Importance of the Vote

In the event that Shareholders do not approve the Resolutions, the Placing and the other Proposals will not proceed and the Board would need to consider alternative courses of action for the future strategy of the Company.

Since the disposal of the Employment Services division, and the transfer of the liabilities associated with that business, would not proceed if the Resolutions are not passed, it is likely that these operations would continue to be a significant drain on the cash flows and working capital of the Company. It is likely therefore that, in the short term, the Company could be compelled to seek to renegotiate the terms of its debt facilities or seek to secure appropriate alternative financing arrangements, which may or may not be forthcoming. If the Company was not able to renegotiate the terms of its debt facilities or secure appropriate alternative funding arrangements, then the Company might be unable to comply with the covenants in its debt facilities.

Accordingly, the Directors consider that it is very important that Shareholders vote in favour of the Resolutions in order that the implementation of the Proposals can proceed.

#### 22. Recommendation

The Directors (other than Ian Rummels) and the Proposed Director, having consulted with Zeus Capital, consider the Disposal to be in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors (other than Ian Rummels) and the Proposed Director unanimously recommend you to vote in favour of resolution number 3 to be proposed at the General Meeting as they have irrevocably undertaken to do in respect of their aggregate shareholdings of 19,534,097 Existing Ordinary Shares representing 12.03 per cent. of the Company's Existing Share Capital.

The Directors and Proposed Director consider resolutions numbers 1, 2 and 4 to 9 to be in the best interests of the Company and Shareholders as a whole and accordingly unanimously recommend you to vote in favour of resolutions 1, 2 and 4 to 9 which are to be proposed at the General Meeting as they have irrevocably undertaken to do in respect of their aggregate shareholdings of 35,008,183 Existing Ordinary Shares representing 21.56 per cent. of the Company's Existing Share Capital.

## Enquiries:

Green CO2 PLC  
Bob Holt Tel: 07778 79 88 16

Zeus Capital, Nominated Adviser to Green CO2 PLC  
Ross Andrews Tel: 0161 831 1512

Collins Stewart Europe Limited, placing agent  
Bruce Garrow and Ileana Antypas Tel: 020 7523 8350

## APPENDIX I

## DEFINITIONS

The following definitions apply throughout this Announcement unless the context requires otherwise.

"2009 SOS"	the new share option scheme of the Company further particulars of which are set out in paragraph 14 of this announcement
"Act"	the Companies Act 2006
"Admission"	unless the context otherwise requires, in relation to the First Tranche Placing Shares and the Second Tranche Placing Shares, First Admission, and in relation to the Third Tranche Placing Shares, Consideration Shares and Debt for Equity Swap Shares, Second Admission
"AIM"	a market operated by London Stock Exchange plc
"AIM Rules"	the AIM Rules for Companies published by London Stock Exchange plc from time to time (including, without limitation, any guidance notes or statements of practice) which govern the rules and responsibilities of companies whose shares are admitted to trading on AIM
"Announcement"	this Announcement dated 8 December 2009;
"Board"	the board of directors of the Company at the date of this Announcement
"Change of Name"	proposed change of the name of the Company to Green Compliance plc
"Circular"	the Circular to be posted to Shareholders on 8 December 2009;
"Collins Stewart"	Collins Stewart Europe Limited
"Company" or "Blue" Green CO2 plc	
"Consideration Shares"	the 3,300,000 Ordinary Shares to be issued to Ewen Cirencester plc in relation to the deferred consideration pursuant to the acquisition agreement dated 16 March 2009 and the variation to that agreement dated 8 December 2009, further particulars of which are set out in paragraph 3 of this announcement
"CREST"	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the CREST Regulations)
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI2001 No. 3755), as amended, and any applicable rules made under those regulations
"Deferred Shares"	the deferred shares of of 1p each of the Company to be created pursuant to the Share Capital Reorganisation
"Debt for Equity Swap"	the allotment of the Debt for Equity Swap Shares to issued to John Charlton in consideration for the capitalisation of his outstanding loan to the Company
"Debt for Equity Swap Shares"	the 1,500,000 Ordinary Shares to John Charlton, further details of which are set out in paragraph 8 of this announcement
"Directors"	the directors of the Company whose names are set out on page 8 of the Circular
"Disposal"	the disposal of the Sale Companies pursuant to the Disposal Agreement
"Disposal Agreement"	the agreement dated 8 December 2009, between Green CO2 plc, Ian Rummels and PES Bristol under which PES Bristol has conditionally agreed to acquire the Sale Companies, further details of which are set out in paragraph 5 of this announcement

"EBT"	the employee benefit trust proposed to be established subject to Shareholder approval for the benefit of the employees and former employees of the Group and certain classes of their dependents
"EIS"	Enterprise Investment Scheme
"Enlarged Share Capital"	the entire issued ordinary share capital of the Company following the implementation of the Share Capital Reorganisation as enlarged by the issue of the Placing Shares, the Debt for Equity Swap Shares and the Consideration Shares
"Existing Ordinary Shares"	ordinary shares of 1p each in the capital of the Company prior to the implementation of the Share Capital Reorganisation
"Existing Share Capital"	the entire issued share capital of the Company as at the date of this Announcement
"First Admission"	admission of the First Tranche Placing Shares and the Second Tranche Placing Shares to trading on AIM becoming effective in accordance with rule 6 of the AIM Rules
"First Tranche Placing Shares"	the 138,900,000 Placing Shares proposed to be subscribed by certain venture capital trusts and EIS investors
"Form of Proxy"	the form of proxy enclosed with this document for use by Shareholders in connection with the GM
"General Meeting" or "GM"	the general meeting of the Company, convened for 9.00 a.m. on 24 December 2009 and any adjournment thereof, notice of which is set out at the end of the Circular, which will consider the Resolutions
" gross proceeds"	gross proceeds are the aggregate of the cash proceeds of the Placing (before any related expenses) and the fees that would have been paid to Collins Stewart and Zeus Capital in connection with the Placing but for their agreement to receive such fees in new Ordinary Shares at the Placing Price
"Group"	Green CO2 plc and its subsidiaries
"HSD"	The Health and Safety Department Limited, a company incorporated and registered in England and Wales with company number 05289802 whose registered office is at Parkway House, Hambrook Lane, Stoke Gifford, Bristol BS34 8QB
"IFRS"	International Financial Reporting Standards
"London Stock Exchange"	London Stock Exchange plc
"Notice"	the notice of the General Meeting set out at the end of this document
"Ordinary Shares"	ordinary shares of 1p each in the capital of the Company following the implementation of the Share Capital Reorganisation
"Overseas Shareholders"	Shareholders with a registered address outside the United Kingdom
"PES"	Premier Employer Solutions Limited, a company incorporated and registered in England and Wales with company number 04316451 whose registered office is at Parkway House, Hambrook Lane, Stoke Gifford, Bristol BS34 8QB
"Placees"	those persons who subscribe for the Placing Shares at the Placing Price
"Placing"	the conditional placing of the Placing Shares by Collins Stewart, as agent for the Company, as described in this announcement, pursuant to the Placing Agreement
"Placing Agreement"	the conditional agreement dated 8 December 2009 between (1) Zeus Capital, (2) Collins Stewart and (3) the Company relating to the Placing, further details of which are set out in paragraph 12 of this announcement
"Placing Price"	1p per Placing Share
"Placing Shares"	the 999,970,019 Ordinary Shares proposed to be issued pursuant to the Placing
"Proposals"	the Share Capital Reorganisation, the Disposal, the Placing, the allotment of the Debt for Equity Swap Shares, the Change of Name, the adoption of the 2009 SOS and the establishment of the EBT
"Proposed Director"	John Leslie Roy Prowse
"Purchaser"	PES Bristol Limited, a company incorporated and registered in England and Wales with company number 07020655 whose registered office is at Hillview House, 34 New Street, Charfield, Wotton Under Edge GL12 8ES
"Rapid Realisations"	Rapid Realisations Fund Limited
"Registrars"	Neville Registrars Limited of Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA
"Resolutions"	the resolutions to be proposed at the General Meeting, details of which are set out in the Notice to be sent to Shareholders on 8 December 2009

"RIS"	Regulatory Information Service
"Sale Companies"	PES, TEBC and HSD
"Second Admission"	admission of the Third Tranche Placing Shares to trading on AIM becoming effective in accordance with rule 6 of the AIM Rules
"Second Tranche Placing Shares"	the 55,000,000 Placing Shares (not being First Tranche Placing Shares) proposed to be subscribed by certain venture capital trusts
"Shareholders"	holders of ordinary shares of 1p each in the capital of the Company (before the Share Capital Reorganisation) and holders of Ordinary Shares (after the Share Capital Reorganisation) and "Shareholder" means any one of them
"Share Capital Reorganisation"	the proposed consolidation of every 20 Existing Ordinary Shares into 1 ordinary share of 20p, followed by the proposed sub-division and  redesignation of each ordinary share of 20p into 3 Ordinary Shares and 17 Deferred Shares to be effected by Resolutions 1 and 2 set out in the Notice, further details of which are set out in paragraph 7 of this announcement
"SME"	small and medium-sized enterprises
"TEBC"	TEBC Limited, a company incorporated and registered in England and Wales with company number 04674059 whose registered office is at Parkway House, Hambrook Lane, Stoke Gifford, Bristol BS34 8QB
"Third Tranche Placing Shares"	the Placing Shares (other the First Tranche Placing Shares and the Second Tranche Placing Shares)
"UK"	the United Kingdom of Great Britain and Northern Ireland
"VCT"	Venture Capital Trust
"Zeus Capital"	Zeus Capital Limited

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