



Companies House
for the record

88(2)

Return of Allotment of Shares

*Please complete in typescript, or
in bold black capitals.*

CHWP000

Company Number

27883

Company name in full

Hemscott plc

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

*(If shares were allotted on one date
enter that date in the "from" box)*

From

Day Month Year

1 6 1 2 2 0 0 5

To

Day Month Year

Class of shares

(ordinary or preference etc)

ordinary

Number allotted

3000

Nominal value of each share

£0.05

**Amount (if any) paid or due on each
share** *(including any share premium)*

3,000

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

100% paid

**Consideration for which
the shares were allotted**

*(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)*

Allotted shares consist of shares issued pursuant to one employee's share

options. Employee/optionholder has paid exercise price in relation to

shares. Optionholder's award letter is enclosed.



A56
COMPANIES HOUSE

384
23/12/2005

**When you have completed and signed the form send it to
the Registrar of Companies at:**

Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Names and addresses of the allottees *(List joint share allotments consecutively)*

Shareholder details	Shares and share class allotted	
Name Pershing Keen Nominees Limited Address Participant ID 601, Member Account BFCLT, Capstan House, One Clove Crescent, East India Dock, London UK Postcode E 1 4 L 2 B H	Class of shares allotted ordinary	Number allotted 3,000
Name Address UK Postcode	Class of shares allotted	Number allotted
Name Address UK Postcode	Class of shares allotted	Number allotted
Name Address UK Postcode	Class of shares allotted	Number allotted
Name Address UK Postcode	Class of shares allotted	Number allotted

Please enter the number of continuation sheets (if any) attached to this form

Signed



Date

16 December 2005

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

N Sarker, Hemscott, 2nd Floor, Finsbury Tower

103 - 105 Bunhill Row, London EC1Y 8TY

Tel 020 7847 1712

DX number

DX exchange

Mr. Iain Thomson
18 Mulchelney Road
Morden
Surrey
SM4 6HU

1 September 2004

Dear Iain,

Share Options and change to notice period

I am writing to you concerning a proposal to exchange the options you currently hold under the Company's July 2001 share option scheme (your "**Existing Options**") and the grant of new share options and a proposed change to your notice period. These option awards and changes are taking place as a result of the Company's acquisition of CoreData, Inc.

Current Position for Options

The current position in relation to your Existing Options over 3,000 Shares with an exercise price of 26.5p per share is as set out in my letter to you on 29 September 2003, i.e. that they become exercisable:

- 1/3rd on the Company's achievement of a performance target based on EBITDA (Earnings Before Interest Tax, Depreciation and Amortisation);
- 1/3rd on the Company's achievement of a performance target based on EPS (Earnings Per Share); and
- 1/3rd on the second anniversary of the date of grant which falls on 29 September 2005.

Although the Partial Offer for Hemscoff by Centerpoint Data, LLC and the acquisition of CoreData, Inc by Hemscoff do not have any automatic effect on your Existing Options, some changes are nevertheless proposed to your Existing Options as follows:

Proposed Position for Existing Options

In light of the acquisition and the Partial Offer, the Remuneration Committee has decided that holders of Existing Options should have the opportunity to be able to amend the terms of their Existing Options

so that all those Options become exercisable on the announcement of the Company's preliminary results for the year ending 31 December 2004, which should be made in March or April 2005.

Under the proposals, the numbers of shares under option, the dates on which they lapse and the exercise price of an option will remain the same, as will their tax treatment. For technical reasons, however, the replacement awards will be made under a new share option plan being put in place (where they will technically be known as Exchanged Options). The terms of Exchanged Options are the same as your Existing Options, other than for leavers who can now keep all Exchanged Options, unless they are summarily dismissed by the Company for gross misconduct:

- If you leave before these options become exercisable, they will not lapse and you will still be able to exercise those options in the six month period after the preliminary results for the year ending 31 December 2004 are announced; and
- If your options have become exercisable and you then leave, you will only be able to exercise your options in the 6 month period after leaving. At the end of that period, they will lapse.

If you leave for gross misconduct, you will lose all your options.

Whether or not you wish to take up this offer to amend the terms of your Existing Options is an investment decision for you, which the Company cannot advise on. If you do not take up the offer, you will keep your Existing Options, but the Remuneration Committee does not intend to make any further grants of awards to you.

Incentive Options

Additional options are also being granted to you.

Number of Shares	Exercise Price per Share	Normal Lapse Date
15,000 ("Tranche A")	50p	23 August 2014
15,000 ("Tranche B")	57.5p	23 August 2014
15,000 ("Tranche C")	66.1p	23 August 2014
15,000 ("Tranche D")	76.0p	23 August 2014

The Vesting Conditions for Tranche A are that the Option will become exercisable across 80% of the Shares in that tranche on 23 August 2005 and across 20% on 23 August 2006, or that a Takeover Event (as defined by Rule 8 of the new Share Option Rules) occurs.

The Vesting Conditions for Tranche B are that the Option will become exercisable across 60% of the tranche on the 23 August 2006 and across 40% on 23 August 2007, or that a Takeover Event occurs.

The Vesting Conditions for Tranches C and D are the occurrence of a Takeover Event.

If you leave, you may keep your Vested Options for six months after you leave, but your Unvested Options will lapse. Leavers dismissed for gross misconduct will lose all their options.

Change of notice period

Your current notice period is six weeks. It is proposed, with your agreement, as a part of a general review of notice periods, to increase this to three months with effect from the date of this letter.

Please sign, date and return an enclosed copy of this letter to me to agree that you:

- (a) accept the above Incentive Options subject to the terms of the Plan;
- (b) also cancel the options granted to you on 29 September 2003 and accept the Exchanged options as described above and subject to the terms of the Plan and
- (c) change your notice period from six weeks to three months.

You should address any questions you may have on share options to Nick Sarker or, on the change of notice period, to Sarah Richards.

Yours sincerely



Rosalyn Wilton
Chief Executive Officer

I agree to the above changes, option cancellations and grants.



Iain Thomson

Date