

5015446

DATED 5 AUGUST 2008

ROBERT GIRDHAM LAUGHTON AND OTHERS (1)

and

THE ENGINE GROUP LIMITED (2)

SHARE EXCHANGE AGREEMENT

relating to the sale and purchase of approximately 40 per cent of the issued share capital of Dave Soho Limited

SATURDAY



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06/12/2008

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COMPANIES HOUSE

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080721 Dave Soho SPA extract (v1-2 0039773483)

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DATE OF AGREEMENT

5 AUGUST

2008

PARTIES

- (1) **THE PERSONS** whose names and addresses are set out in column 1 of Schedule 1 (the "**Sellers**" which expression shall include their respective personal representatives)
- (2) **THE ENGINE GROUP LIMITED** (Company Number 5015446) whose registered office is at 60 Great Portland Street, London W1W 7RT (the "**Buyer**")

IT IS AGREED THAT:

1 INTERPRETATION

- 1.1 In this agreement, unless the context otherwise requires, the following words and expressions have the following meanings.

"Cash Consideration" means the aggregate sum of £550,073 payable to the Sellers in the amounts set opposite their names in column 3 of Schedule 1.

"Consideration" means the consideration for the sale and purchase of the Shares as comprising the Cash Consideration and the Consideration Shares.

"Consideration Shares" means ordinary shares of £0.01 each in the capital of the Buyer, to be allotted and issued credited as full paid at the Issue Price by the Buyer to the Sellers as provided for in column 4 of Schedule 1 in part consideration for the sale of the Shares as provided for in clause 2.

"Issue Price" means £290, being the agreed value ascribed to each of the Consideration Shares.

"Shares" means the 58,400 ordinary shares of £1 each in the capital of the Target.

"Target" means Dave Soho Limited (Reg. No. 4619585), whose registered office is at 5 Golden Square, London W1F 9BS.

2 CONSIDERATION

- 2.1 The Consideration for the sale of the Shares shall be the aggregate of:

- (a) the Cash Consideration; and
- (b) the Consideration Shares.

- 2.2 The Consideration shall be paid or satisfied:

- (a) as to £550,073 in respect of the Cash Consideration by cash paid by the Buyer to the Sellers on Completion in the proportions set opposite their respective names in column 3 of Schedule 1;
- (b) as to £1,555,850 in respect of the Consideration Shares, by the allotment and issue by the Buyer on Completion of the number of Consideration Shares set

opposite the name of each Seller in column 4 of Schedule 1 which for such purpose shall be agreed to be valued at the Issue Price.

- 2.3 Each Seller agrees that any sums due to him or her in cash pursuant to this agreement shall be paid by the Buyer to the account of such Seller details of which are in the possession of the Buyer's Group being the account details used for payroll purposes.

3 GENERAL

- 3.1 This agreement shall be governed by and interpreted and construed in accordance with English law and the parties submit to the jurisdiction of the English courts.

IN WITNESS of which the parties have executed this deed on the date set out above.

SCHEDULE 1

Sellers' holdings

(1) Sellers' names and addresses	(2) Holdings of Shares	(3) Amount of Cash Consideration (£)	(4) No. of Consideration Shares to which entitled
Robert Girdham Laughton of Twin Cottage, 52 Back Street, Ashwall, Baldock, Hertfordshire SG7 SPE	17,520	£165,000	1,610
Daniel Rowe of 66 B Belsize Road, London NW6 4TG	17,520	£165,000	1,610
Daniel John Bobby of 36 Offord Road, London N1 1DL	17,520	£165,000	1,610
Paul Shriever of Riverside, Duck End, Finchfield, Braintree CM7 4ND.	5,840	£55,073	535
TOTAL	58,400	£550,073	5,365

SIGNED and delivered as a deed by
ROBERT GIRDHAM LAUGHTON in the
presence of:

Witness

Signature

Name

Occupation

Address



ANNIE YOUNG

OFFICE MANAGER

40 60 GREAT PORTLAND ST
LONDON SW4 CRH

SIGNED and delivered as a deed by
DANIEL ROWE in the presence of:

Witness

Signature

Name

Occupation

Address



ANNIE YOUNG

OFFICE MANAGER

40 60 GREAT PORTLAND ST
LONDON SW4 CRH

SIGNED and delivered as a deed by
DANIEL JOHN BOBBY in the presence of:

Witness

Signature

Name

Occupation

Address



ANNIE YOUNG

OFFICE MANAGER

40 60 GREAT PORTLAND ST
LONDON SW4 CRH

SIGNED and delivered as a deed by **PAUL**
SHRIEVER in the presence of:

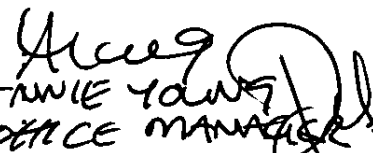
Witness

Signature

Name

Occupation

Address



ANNIE YOUNG
OFFICE MANAGER
40 60 GREAT PORTLAND ST
LONDON SW4 CRH

EXECUTED and DELIVERED as a DEED
by **THE ENGINE GROUP LIMITED** acting
by:

Director

A handwritten signature in black ink, consisting of several loops and a final horizontal stroke.

Director/Secretary

A handwritten signature in black ink, featuring a large, stylized 'D' followed by a horizontal line.