

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your Ordinary Shares in Feedback plc you should deliver this document together with the accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However such documents should not be forwarded or transmitted into or from any other jurisdiction including but not limited to the United States of America, Australia, Canada, Japan, the Republic of Ireland or South Africa. If you have sold or transferred part of your holding of Ordinary Shares in Feedback plc you are advised to consult your stockbroker, bank or other agent through or to whom the sale or transfer was effected.

Application will be made for the Placing Shares to be admitted to trading on AIM. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. It is expected that Admission will become effective and dealings in the Placing Shares will commence on 22 May 2008.

The Directors, whose names appear on page 4 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

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## **FEEDBACK PLC**

*(Incorporated and registered in England and Wales, registration number 598696)*

### **Placing of 26,666,686 new Ordinary Shares at 2.625p per new Ordinary Share Approval of authorities to allot securities Adoption of New Articles Notice of General Meeting**

#### **SHARE CAPITAL IMMEDIATELY FOLLOWING ADMISSION**

<i>Authorised</i>			<i>Issued and Fully Paid</i>	
<i>Number</i>	<i>Amount (£)</i>		<i>Number</i>	<i>Amount (£)</i>
513,138,201	1,282,845.50	<i>Ordinary Shares of 0.25p each</i>	109,146,746	272,866.87

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**Your attention is drawn to the letter from the Chairman of Feedback PLC which is set out in Part 1 of this document and which contains the recommendation of the Directors to vote in favour of the Resolutions to be proposed at the General Meeting.**

Notice of a General Meeting of Feedback, each to be held at Lawrence Graham LLP, 4 More London Riverside, London, SE1 2AU on 21 May 2008 are set out at the end of this document. Forms of Proxy for use at the General Meeting are enclosed with this document and should be returned to the Company's registrars, Capita Registrars, (Proxy Department), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event so as to be received on 19 May 2008, not less than 48 hours before the time appointed for the holding of the relevant meeting.

Charles Stanley Securities, which is regulated in the United Kingdom by The Financial Services Authority, is acting for Feedback and for no one else in connection with this document and will not be responsible to anyone other than Feedback for providing the protections afforded to clients of Charles Stanley Securities nor for providing advice to any other person in relation to this document, the contents of this document nor any other matter referred to in this document.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in Feedback Plc nor shall it or any part of it or the fact of its distribution from the basis of, or be relied on in connection with any contract therefore.

Copies of this document, which is dated 28 April 2008, will be available free of charge to the public during normal working hours on any weekday (except Saturdays and public holidays) from the registered office of the Company and from the offices of the Company's solicitors, Lawrence Graham LLP, during normal business hours on any weekday (Saturdays and public holidays excepted) from the date of this document until the expiry of one month after the General Meeting.

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## DEFINITIONS

The following words and expressions apply throughout this document unless the context requires otherwise:

“Act” or “Companies Act”	the Companies Act 1985, as amended
“Acquisition”	the acquisition of the entire issued share capital of Brickshield Limited which owns the freehold in the Property
“Admission”	admission of all the new Ordinary Shares to be issued pursuant to the Placing, expected to be on 22 May 2008
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for companies published by the London Stock Exchange
“Articles of Association”	the article of association of the Company
“Capita Registrars”	a trading name of Capita IRG plc
“Charles Stanley”	Charles Stanley Securities, Nominated Adviser and Broker to Feedback and a division of Charles Stanley & Co. Limited, regulated by the FSA
“Directors” or “Board”	the directors of the Company
“General Meeting”	the General Meeting of the Company to be held at Lawrence Graham LLP, 4 More London Riverside, London, SE1 2AU on 21 May 2008 at 11 a.m. and at which the Resolutions set out in the Notice of General Meeting will be proposed
“Feedback” or the “Company”	Feedback PLC
“Form of Proxy”	the form of the proxy enclosed within this document for use by Shareholders in relation to the General Meeting
“Group”	Feedback and its subsidiaries from time to time
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice of the General Meeting of the Company set out at the end of this document
“Ordinary Shares”	the existing ordinary shares of 0.25 pence each in the capital of the Company
“Placing”	the placing of the Placing Shares with certain Shareholders
“Placing Shares”	26,666,686 new Ordinary Shares to be issued pursuant to the Placing
“Property”	the freehold premises at Park Road, Crowborough, East Sussex, currently occupied by the Company
“Resolutions”	the resolutions set out in the Notice of General Meeting at the end of this document
“Shareholders”	holders of issued Ordinary Shares
“2006 Act”	the Companies Act 2006

**PART 1**  
**LETTER FROM THE CHAIRMAN OF FEEDBACK PLC**

*(Incorporated and registered in England and Wales, registration number 598696)*

**Directors:**

Michael Burt	<i>Executive Chairman</i>
Peter Smith	<i>Finance Director</i>
John Westcott	<i>Non-Executive Director</i>
David Barton	<i>Non-Executive Director</i>

**Registered Office:**

Feedback PLC  
Park Road  
Crowborough  
East Sussex  
TN6 2QR

28 April 2008

**To Shareholders**

Dear Shareholder,

**Introduction**

The Company announced on 24 April 2008 that it agreed to acquire the entire issued share capital of Brickshield Limited which also yesterday completed the purchase of the freehold premises in Crowborough, East Sussex, currently occupied by the Group, for a total consideration of £1.35 million, payable in cash.

The consideration for the Acquisition is being met from the Company's existing working capital resources and the proceeds of the Placing, as detailed below. The Placing is conditional upon the Company obtaining approval from Shareholders to allot the Placing Shares and to disapply statutory pre-emption rights which would otherwise apply.

**Background to the Acquisition**

The light industrial premises at Park Road, Crowborough were previously sold by the Group in March 2005 for £955,000, conditional upon full residential planning permission for the re-development of the site, and was part of the restructuring proposals undertaken by the Group to address its historic pension fund liabilities. Planning permission was granted in February 2007 and at that time it was envisaged that the Group would vacate the premises by December 2007.

Although the Company subsequently obtained consent to remain at the premises until April 2008 the Board has been unable to identify suitable alternative premises for the Group within the local area. The Board considered that this was not in the interests of the Company and Shareholders and accordingly resolved to remain at the current premises, at least in the medium term. This was only possible via the repurchase of the Crowborough site.

The Directors believe that this situation will be resolved in due course, whereupon it is expected that the premises will be sold. Remaining at the Park Road premises will, in the Directors' opinion, provide for a further period of stability for the Group's operations, whilst allowing the continued ongoing review of costs that the Board regards as an integral part of Feedback's future success.

**The Placing**

As part of the funding for the Acquisition, the Group has placed 26,666,686 new ordinary shares at a price of 2.625 pence per share with certain of the Directors and existing Shareholders.

The Placing is not a rights issue or open offer and new Ordinary Shares will not be offered generally to Shareholders, whether on a pre-emptive basis or otherwise. The Board believes that the considerable extra cost and delay involved in a rights issue or open offer would not be in the best interests of the Company in the circumstances.

As referred to above, the Placing is conditional upon the Company obtaining approval from Shareholders to allot the Placing Shares. The Company is convening a General Meeting to increase the Directors' authority to allot further Ordinary Shares, disapply pre-emption rights over such Ordinary Shares, and to adopt new Articles of Association.

Michael Burt, Executive Chairman, Peter Smith, Finance Director, David Barton and John Westcott, both Non-Executive Directors, have committed to subscribe for 8,952,550, 1,904,761, 8,857,000 and 761,900 Placing Shares respectively. In addition, Tom Charlton, who currently holds 13.82 per cent. of the Company's Ordinary Shares, has committed to subscribe for 5,238,095 Placing Shares.

The placing of the Placing Shares with Mr Burt and Mr Barton is regarded as a related party transaction for the purposes of the AIM Rules. In the opinion of the Independent Directors (being Professor Westcott and Mr Smith), having consulted with Charles Stanley Securities, the Company's Nominated Adviser, the Placing is fair and reasonable insofar as the Company's Shareholders are concerned.

The Directors also believe that it is in the Company's interests to adopt new Articles of Association to reflect current law and practice provisions, in particular changes required in relation to the Companies Act 2006.

Application will be made for the Placing Shares to be admitted to trading on AIM and it is anticipated that Admission will become effective and that dealings will commence on 22 May 2008. Following this there will be 109,146,746 ordinary shares in issue.

### **Update on Trading**

The Directors are pleased to announce that the strategy, implemented following the resolution reached regarding the Group's historic pension fund liabilities, continues to deliver the anticipated benefits. Trading across the Group's subsidiaries has, to date, been pleasing in the second half of the financial year ended 31 May 2008 and the Board is particularly encouraged with the Group's cash flow generation.

### **General Meeting**

You will find set out at the end of this document the Notice of General Meeting to be held at Lawrence Graham LLP, 4 More London Riverside, London, SE1 2AU on 21 May 2008 at 11 a.m. Set out below is an explanation of the Resolutions to be proposed at the General Meeting:

### **Resolution Adopting new Articles of Association**

The Company's Articles of Association need to be updated to reflect certain new provisions of the Act and the 2006 Act and the Company proposes adopting new Articles of Association at the General Meeting. Copies of the proposed new Articles of Association will be available for inspection at the Company's registered office from today until the date of the General Meeting and will also be on display at the General Meeting for at least 15 minutes prior to commencement of the meeting through until its conclusion and will also be available on the Company's website. Your attention is drawn, in particular, to the following:

#### ***Wider Indemnities for Directors***

Article 151 reflects recent statutory changes which widen the scope of the Company's ability to indemnify its Directors and officers and grant wider indemnities to directors and officers than previously allowed. This allows for companies to assist directors or officers with the cost of both criminal and civil proceedings brought against them by a third party, as they are incurred.

#### ***Electronic Communications***

On 20 January 2007 certain provisions under the 2006 Act came into force allowing companies to communicate with their shareholders electronically via e-mail or website and Article 142 allows for this.

The 2006 Act enables companies to communicate with shareholders through the Company's website and/or through the use of email provided that, in each case, the shareholder has agreed that information may be supplied to him or her in such a way.

With regard to the consent to communication by website, the Company can send a notice requesting an individual to consent to having documents or information sent to him or her by means of a website, and if the Company does not receive a response to such a request within 28 days of the request being sent, the individual shareholder is deemed to have agreed to receive documents or information by such means. However, if the Company wishes to send information or documents by way of electronic form (for example, by way of email or fax) it will only be entitled to do so on receiving written consent and an appropriate address from the shareholder.

Where information is provided in electronic form, shareholders can still require the Company to send them the information or document in hard copy and such information or document must then be provided within 21 days of the request.

#### ***Disclosure of Interests in Shares***

The provisions of the Act regarding the disclosure of interests in shares were repealed in January 2007. New provisions under the 2006 Act have now been brought into force and Article 70 refers to the corresponding sections of the 2006 Act.

#### ***70 Year Age Limit***

The provisions relating to the 70 year age limit for directors under the Act were repealed in April 2007. Accordingly, the new Articles of Association do not contain provisions excluding directors from acting due to their age.

#### ***General Meetings to be Called on 14 Days Notice***

The 2006 Act has amended the requirement to give 21 days' notice in respect of a general meeting of shareholders at which it is proposed to pass a special resolution to 14 days' notice. Article 51 states that the length of notice for calling a general meeting is 14 clear days'. The length of notice for the Company's annual general meeting and for resolutions at which special notice has been given will remain at 21 clear days.

#### ***Change of Proxy***

Under the 2006 Act the requirement to lodge an instrument appointing a proxy at the place specified for that purpose not less than 48 hours before the time of the meeting has been amended to exclude weekends, Christmas Day, Good Friday and any bank holiday. Accordingly, any of these days may no longer count towards the 48 hour period. Article 73 reflects this change and has been extended so that any instrument to appoint a proxy which is in the form of or contained in any electronic communication must be received not less than 48 hours before the time of meeting, again excluding weekends, Christmas Day, Good Friday and any bank holiday.

The opportunity is also being taken to make minor amendments to the Company's Articles of Association to update statutory references and to correct typographical errors. However, the above narrative summarises the material differences between the current and the proposed Articles of Association. Changes of a minor, conforming or technical nature have not been mentioned specifically. Copies of the Articles of Association (showing the proposed differences between the current Articles of Association and the new Articles of Association) are available for inspection during normal business hours at the registered office of the Company until the date of the General Meeting or upon request from the Company Secretary, and are displayed on the Company's website. Copies will be available at the General Meeting.

#### ***Director Conflicts of Interest***

The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. Under the Companies Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The 2006 Act also allows the articles of association to

contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The new Articles of Association give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

### **Resolutions increasing the Directors' authorities to issue Ordinary Shares**

In order for the Company to issue the Placing Shares the Company needs to obtain approval from its Shareholders granting the Board authority to issue the Placing Shares and to disapply statutory pre-emption rights which would otherwise apply to the issue of Placing Shares.

The Directors are also seeking renewal of, and an increase in, their general authorities to issue Ordinary Shares.

Resolution 1 will be proposed as an ordinary resolution to authorise the Directors pursuant to section 80 of the Act to allot relevant securities of the Company up to an aggregate nominal amount of £66,666.72 (26,666,686 Ordinary Shares) in connection with the Placing and general authority to allot up to £90,955.62 (36,382,248 Ordinary Shares) which represents approximately one third of the number of Ordinary Shares in issue as at today's date.

Resolution 2 will be proposed as a special resolution to empower the Directors pursuant to section 95 of the Act to allot equity securities for cash otherwise than on a *pro rata* basis: (i) where a *pro rata* offer has effectively been made, but subject to exclusions or arrangements to avoid logistical, regulatory or legal issues; (ii) up to an aggregate nominal amount of £66,666.72 in connection with the Placing; and (iii) generally up to an aggregate nominal amount of £40,930.03 (16,372,012 Ordinary Shares) which represents approximately fifteen per cent. of the number of Ordinary Shares in issue following the Placing.

The authorities granted pursuant to resolutions 1 and 2 will expire on the earlier of 15 months after the passing of the resolution or on the conclusion of the Annual General Meeting to be held in 2008.

### **Action to be taken**

Forms of Proxy for use at the General Meeting by Shareholders are enclosed. Whether or not Shareholders intend to be present at the meetings, they are requested to complete, sign and return the Forms of Proxy to the Company's registrars, Proxy Processing Centre, Telford Road, Bicester, Oxon OX26 4LD or by hand during normal business hours to Capita Registrars, (Proxy Department), The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and in any event so as to arrive no later than 48 hours prior to the holding of the relevant meeting. The completion and return of a Form of Proxy will not preclude Shareholders from attending any meeting that they are entitled to attend and vote in person should they subsequently wish to do so.

### **Recommendation**

Your Board considers the Resolutions to be in the best interests of the Company and its Shareholders as a whole. Accordingly, it unanimously recommends that you vote in favour of the Resolutions, as the Directors intend to do so in respect of their own beneficial holdings amounting, in aggregate to 14,959,883 Ordinary Shares, representing approximately 18.14 per cent. of the current issued share capital of the Company.

Yours faithfully

Michael Burt  
*Executive Chairman*

## NOTICE OF GENERAL MEETING

### FEEDBACK PLC ("THE COMPANY")

COMPANY NO. 598696

Notice is hereby given that an General Meeting of the Company will be held at Lawrence Graham LLP, 4 More London Riverside, London, SE1 2AU on 21 May 2008 at 11 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### Ordinary Resolution

1. That in substitution for all existing authorities the directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section):
  - i) up to an aggregate nominal amount of £66,666.72 in connection with the issue of the Placing Shares (as defined within the circular to shareholders dated 28 April 2008); and
  - ii) generally up to an aggregate nominal amount of £90,955.62

provided that such authority shall expire (unless previously revoked, varied or extended by the Company in general meeting) on the earlier of 15 months after the passing of the resolution or on the conclusion of the Annual General Meeting to be held in 2008, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired and in this resolution the expression "relevant securities" and references to the allotment of relevant securities shall bear the same respective meanings as in section 80 of the Act.

#### Special Resolution

2. That (subject to the passing of Resolution 1 above) in substitution for all existing authorities, the directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities for cash pursuant to the authority conferred by Resolution 1 above as if sub-section (1) of section 89 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities;
  - i) in connection with an offer of such securities by way of rights to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practicable problems under the laws of any territory, or the requirements of any regulatory body or stock exchange;
  - ii) up to an aggregate nominal amount of £66,666.72 in connection with the issue of the Placing Shares (as defined within the circular to shareholders dated 28 April 2008); and
  - iii) generally up to an aggregate nominal amount of £40,930.03

provided that such authority shall expire (unless previously revoked, varied or extended by the Company in general meeting) on the earlier of 15 months after the passing of the resolution or on the conclusion of the Annual General Meeting to be held in 2008, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired and in this resolution the expression "equity securities" and references to the allotment of equity securities shall bear the same respective meanings as in section 94 of the Act.

3. THAT the Articles of Association of the Company in the form contained in the printed document produced to the meeting be and are approved and adopted as the new Articles of Association of the Company in place of and to the exclusion of the existing Articles of Association.

***By Order of the Board***  
Peter Smith  
***Company Secretary***

***Registered Office:***  
Park Road  
Crowborough  
East Sussex  
TN6 2QR

Dated: 28 April 2008

### **Notes**

1. Holders of Ordinary Shares are entitled to attend and vote at this meeting. A member entitled to attend and vote may appoint one or more proxies, who need not be members of the Company, to attend instead of him or her. If more than one proxy is appointed, each proxy must exercise rights attached to different shares.
2. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, members will only be entitled to attend and vote at the meeting if they are registered on the Company's register of members as at 6 p.m. on the day 48 hours before the time appointed for the meeting or any adjournment thereof. Changes to entries on the Register of Members after this time or, in the event that the meeting is adjourned, not less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend and vote at the meeting.
3. A Form of Proxy is enclosed. To be effective, the Form of Proxy must be duly completed, executed and returned, together with any power of attorney or other written authority, if any under which it is executed, or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power of attorney or authority, so as to reach the offices of the Company's registrars, Capita Registrars, (Proxies Department), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the time for holding the meeting or any adjourned meeting or, in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll at which it is to be used. Completion of a form of proxy will not preclude a member from attending and voting in person at the meeting or at any adjournment thereof.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. In the case of a corporation, the Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
6. A vote withheld option is provided on the Form of Proxy to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Not that the cut-off time for receipt of proxy appointments (see above) in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy and would like to change the instructions using another hard-copy proxy form, please contact Capita Registrars. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars. (Proxies Department), the Registry, 34 Beckenham road, Beckenham, Kent BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Capita Registrars no later than 48 hours before the time of the meeting or adjourned meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

9. There will be available for inspection, from today until the date of the General Meeting, at the registered office of the Company and from the offices of the Company's solicitors Lawrence Graham LLP, during normal business hours on any weekday (Saturdays and public holidays excepted).
10. As at 7.00 a.m. on 23 April 2008 the Company's issued share capital comprised 82,480,060 Ordinary Shares, each Ordinary Share carrying the right to one vote at a general meeting of the Company and therefore the total number of voting rights in the Company as at 7.00 a.m. on 23 April 2008 is 82,480,060.

