

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It relates to a proposal which if implemented, will result in the cancellation of LitComp Shares from trading on AIM. **If you are in any doubt about the Offer or the action you should take you should consult an independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser.**

This document ("**Form of Acceptance**") should be read in conjunction with the accompanying offer document from the Offeror dated 25 November 2009 ("**Offer Document**"). Unless the context otherwise requires, the terms and the definitions contained in the Offer Document also apply to this Form of Acceptance and the provisions of Parts A, B and C of the Offer Document are deemed to be incorporated into and form part of this Form of Acceptance.

If you have sold or otherwise transferred all of your LitComp Shares (other than pursuant to the Offer), please send the accompanying Offer Document and form of proxy (but not this personalised Form of Acceptance) 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, these documents must not be mailed, sent, forwarded, distributed or transmitted in whole or in part, into or from any jurisdiction where to do so would violate the laws in that jurisdiction. If you have sold or otherwise transferred only part of your holding of LitComp Shares you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was affected.**

ANY FORM OF ACCEPTANCE RECEIVED IN RESPECT OF LITCOMP SHARES IN UNCERTIFICATED FORM WILL NOT CONSTITUTE VALID ACCEPTANCE. IF YOUR LITCOMP SHARES ARE IN CREST, YOU SHOULD NOT COMPLETE THIS FORM. THE PROCEDURES FOR ACCEPTANCE OF THE OFFER IF YOUR LITCOMP SHARES ARE HELD IN CREST, ARE SET OUT IN PARAGRAPH 12.2 OF THE LETTER FROM OFFEROR IN PART 2 OF THE OFFER DOCUMENT. THIS FORM OF ACCEPTANCE SHOULD ONLY BE USED IN RESPECT OF LITCOMP SHARES HELD IN CERTIFICATED FORM.

Shore Capital and Corporate Limited which is authorised and regulated by the FSA, is acting exclusively for the Offeror and no one else in connection with the Offer and will not be responsible to anyone other than stockbroker, bank, offeror or other agent through whom the sale or transfer was affected for providing the protections afforded to clients of Shore Capital and Corporate Limited or for providing advice in connection with the Offer or any other matters referred to herein.

The Offer is not being made, directly or indirectly, in, into or from any Restricted Jurisdiction where to do so would violate the relevant laws in that jurisdiction or by any use of the mail, or by any means or instrument (including without limitation, facsimile transmission, internet, email telex or telephone) of interstate or foreign commerce, or by any facility of a national securitisation exchange or any such jurisdiction, and the Offer is not capable of acceptance by any such use, means, instrumentality or facility from or within a Restricted Jurisdiction. Accordingly, copies of this Form of Acceptance the Offer Document and any accompanying or related document are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction or any other jurisdictions where to do so would violate the laws in that jurisdiction, and persons receiving such documents and any (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported acceptance of the Offer. Notwithstanding the foregoing the Offeror retains the right to permit the Offer to be accepted and any sale of shares pursuant to the Offer to be completed if, in its sole discretion, it is satisfied that the transaction in question can be undertaken in compliance with applicable law and regulation.

FORM OF ACCEPTANCE AND AUTHORITY

RECOMMENDED CASH OFFER

By

TORRIDON CAPITAL LIMITED

for

LITCOMP PLC

Acceptances of the Offer must be received by 1:00 p.m. (London time) on 17 December 2009

ACTION TO BE TAKEN

To accept the Offer, complete and sign this Form of Acceptance on page 3 by following the instructions and notes for guidance set out on pages 2 and 4.

- If your LitComp Shares are in certificated form, return this Form of Acceptance, duly completed and signed, and accompanied by your valid share certificate(s) and/or other document(s) of title, by post or (during normal business hours only) by hand to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to arrive no later than 1:00 p.m. (London time) on 17 December 2009. A reply paid envelope for use in the UK only is enclosed with this Form. **No acknowledgement of receipt of documents will be given.**
- All LitComp Shareholders who are individuals must sign all Forms of Acceptance in the presence of an independent witness who must also sign where indicated and state his or her name and address.
- If your certificates for LitComp Shares and/or other document(s) of title are with your stockbroker, bank or other agent, you should complete this Form of Acceptance and arrange for it to be lodged by that agent, together with the relevant document(s), with Capita Registrars.
- If any of your certificates for LitComp Shares are lost, you should nevertheless return this Form of Acceptance, duly completed, signed and witnessed and accompanied by your share certificate(s) and/or other document(s) of title that you may have available, accompanied by a letter stating that you will obtain a letter of indemnity in respect of those that are lost. The letter of indemnity should be lodged as soon as possible after that.
- If you hold LitComp Shares in both certificated and uncertificated form, you should complete a separate Form of Acceptance for those LitComp Shares you hold in certificated form only. You should not complete a Form of Acceptance for those LitComp Shares held in uncertificated form. You can obtain further Forms of Acceptance by contacting Capita Registrars on 0871 664 0321 or, if calling from outside the United Kingdom, on +44 20 8639 3399. Calls to the Capita Registrars 0871 664 0321 number are charged at 10 pence per minute (including VAT) plus any of your service provider's network extras. Calls to the Capita Registrars +44 20 8639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.
- If your LitComp Shares are held in certificated form (ie not in CREST) and your share certificate(s) and/or other document(s) of title are with your bank, stockbroker or other agent, you should complete and sign this Form of Acceptance and arrange for it to be lodged by such agent together with the relevant document(s). If your share certificate(s) and/or other document(s) of title is/are lost, you should contact Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU for a letter of indemnity which should then be completed and sent to Capita Registrars at the above address.
- If you hold LitComp Shares jointly with others, you must arrange for all of your co-holders to sign this Form of Acceptance.
- If you hold LitComp Shares under different account designations you must complete a separate Form of Acceptance for each designated account.
- A Form of Acceptance which is received in any envelope postmarked in a Restricted Jurisdiction or otherwise appearing to the Offeror or its agents to have been sent from a Restricted Jurisdiction may not constitute a valid acceptance of the Offer.
- This Form of Acceptance must only be used to accept the Offer in respect of LitComp Shares that are held in certificated form (that is, not in CREST). Acceptances in respect of LitComp Shares held in uncertificated form (that is, in CREST) must be made through CREST as set out in paragraph 12.2 of the letter from Offeror in Part II of the Offer Document.
- If you hold LitComp Shares in both certified and uncertified form (that is partly in CREST and in not in CREST), you should complete a Form of Acceptance for those LitComp Shares that you hold in certified form only. You should not complete a Form of Acceptance for those LitComp Shares that you hold in uncertified form.

IF YOU ARE IN ANY DOUBT AS TO HOW TO FILL IN THIS FORM OF ACCEPTANCE, PLEASE CONTACT CAPITA REGISTRARS on 0871 664 0321 or if calling from outside the UK, on +44 20 8639 3399. Calls to the Capita Registrars 0871 664 0321 number are charged at 10 pence per minute plus any of your service provider's network extras. Calls to the Capita Registrars +4420 8639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.

HOW TO COMPLETE THIS FORM OF ACCEPTANCE**PLEASE MAKE SURE YOUR ACCEPTANCE IS RECEIVED BY 1.00 P.M. LONDON TIME ON 17 DECEMBER 2009****The provisions of Parts A and B of Appendix I to the Offer Document are incorporated into and form part of this Form of Acceptance****1****The Offer**

To accept the Offer, insert in Box 1 the total number of LitComp Shares in certificated form (that is, not in CREST) in respect of which you wish to accept the Offer.

You must also sign Box 2, which will constitute your acceptance of the Offer, and complete, if appropriate, Boxes 3, 4 and/or 5. If no number, or a number greater than your entire holding of LitComp Shares is inserted in Box 1 and you have signed

Box 2, you will be deemed to have inserted in Box 1 and to have accepted the Offer in respect of your entire registered holding of LitComp Shares (being the entire holding under the name and address specified in Box 1 or in Box 3).

Complete here →**2****Signatures**

You **MUST** sign Box 2 regardless of which other Boxes you complete. In the case of joint holders, **ALL** joint holders must sign.

All registered holders who are individuals **MUST SIGN BOX 2 IN THE PRESENCE OF A WITNESS** who must also sign Box 2 where indicated. The witness must be over 18 years of age and should not be another joint holder. The same witness may witness each signature of the joint holders.

The witness should state his or her name and address and sign where indicated. The same person may witness each signature of joint holders.

A company incorporated in the United Kingdom may affix its common seal, which should be affixed and witnessed in accordance with its articles of association or other regulations.

Alternatively, a company to which section 44 of the Companies Act 2006 (as amended) applies may execute this Form of Acceptance by two directors or one director and the company secretary, or by one director in the presence of a witness, signing the Form of Acceptance and inserting the name of the company above or alongside the signature(s). A company incorporated outside the United Kingdom

should execute this Form in accordance with the Foreign Companies (Execution of Documents) Regulations 1994. Each officer signing this Form should state the office which he/she holds underneath his/her signature.

If the Form of Acceptance is not signed by the registered holder(s), insert the name(s) and capacity (e.g. attorney or executor(s)) of the person(s) signing the Form. Such person should also deliver evidence of his/her authority in accordance with the notes on page 4.

Complete here →**3****Name(s) and Address(es)**

If your details shown in Box 1 are incorrect, please complete Box 3 with the full name and address of the sole or first-named registered holder in **BLOCK CAPITALS** together with the name(s) of all other joint registered holders (if any). **If your details as shown in Box 1 are correct, do not complete Box 3.** Insert also the name(s) and capacity

(e.g. executor(s)/attorney(s)) of the person(s) making the acceptance if the acceptance is not made by the registered holder(s).

Your attention is also drawn to Box 5. Unless you complete Box 5, the address of the sole or first-named registered holder shown in Box 1 or inserted in Box 3 is the address to which the

consideration due to you under the Offer will be sent. If the address in Box 1 or inserted in Box 3 is an address in a Restricted Jurisdiction, you must insert in Box 5 an alternative address outside a Restricted Jurisdiction. Please give a telephone number where you can be contacted in the event of any query.

Complete here →**4****Overseas Shareholders**

If you are unable to give the representations and warranties set out in paragraph 3 of Part C of Appendix I of the Offer Document, **YOU MUST PUT**

“NO” IN BOX 4. If you put “No” in Box 4 then unless Capita exercises the right to treat your acceptance as valid, you will be deemed not to have

validly accepted the Offer. If you do not put “NO” in Box 4, you will be deemed to have given such representations and warranties.

Complete here →**5****Alternative address for despatch of consideration due under the Offer**

Insert in Box 5 your own name and address (but not an address in any Restricted Jurisdiction) or the name and address of the person or agent (for example, your bank or stockbroker, but not in any Restricted Jurisdiction) to whom you wish the consideration or

returned document(s) to be sent if not the same as in Box 1 or, if appropriate, Box 3. Box 5 must be completed by holders with registered addresses in any Restricted Jurisdiction or by holders who have completed Box 3 with an address in any Restricted

Jurisdiction. It is the responsibility of LitComp Shareholders resident in or with registered addresses in any Restricted Jurisdiction to ensure that they can accept the Offer.

Complete here →

The provisions of Sections B and C of Part 3 of the Offer Document are incorporated into and form part of this Form of Acceptance

1

TO ACCEPT THE OFFER

Complete Box 1 and, if appropriate, Box 3, Box 4 and/or Box 5 and sign Box 2 in the presence of a witness.

Box 1

Total number of LitComp Shares in certificated form (that is not in CREST) in respect of which you wish to accept the Offer.

2

IN ALL CASES SIGN HERE TO ACCEPT THE OFFER

Box 2

EXECUTION BY AN INDIVIDUAL
Executed and delivered as a deed by:

Witnessed by: see section 2 on page 2 of this Form of Acceptance for details as to who may act as a witness

1.	1. Name	Address
	Signature	
2.	2. Name	Address
	Signature	
3.	3. Name	Address
	Signature	
4.	4. Name	Address
	Signature	

IMPORTANT: EACH REGISTERED HOLDER WHO IS AN INDIVIDUAL MUST SIGN IN THE PRESENCE OF A WITNESS WHO MUST ALSO SIGN AND PRINT HIS OR HER NAME WHERE INDICATED. IN THE CASE OF JOINT HOLDERS, ALL MUST SIGN.

EXECUTION BY A COMPANY

** The common seal of the company named below was affixed/Executed as a deed on behalf of the company named below in the presence of/acting by:

..... Name of company and/or	..... Signature	..... Name of Director
** delete as appropriate	..... Signature	..... Name of Director/Secretary
	..... Witness	..... Name of Witness
		..... Address of Witness

3

Do not complete Box 3 if your details as shown in section 1 above are correct.
FULL NAME(S) AND ADDRESS(ES)

Box 3

First registered holder 1. Forename(s)	Second registered holder 2. Forename(s)	Third registered holder 3. Forename(s)	Fourth registered holder 4. Forename(s)
..... (Mr/Mrs/Ms)	..... (Mr/Mrs/Ms)	..... (Mr/Mrs/Ms)	..... (Mr/Mrs/Ms)
Surname	Surname	Surname	Surname
Address			
Postcode			

CONTACT TELEPHONE NUMBER

4

OVERSEAS PERSONS

“NO” in Box 4 if you are unable to give the warranties relating to Overseas Shareholders in paragraph 3 of Section C of Appendix I of the Offer Document. If you do not put “No” in Box 4 you will be deemed to have given such warranties.

Box 4

5

ALTERNATIVE ADDRESS

Address (outside a Restricted Jurisdiction) to which consideration or returned documents should be sent, if not as set out below Box 1 or in Box 3.

Box 5

Name

Address

.....

Postcode.....

(To be completed in BLOCK CAPITALS)

FURTHER NOTES REGARDING THE COMPLETION AND LODGING OF THIS FORM OF ACCEPTANCE

In order to be effective, this Form of Acceptance must, except as mentioned below, be signed by the registered holder or, in the case of a joint holding, by ALL the joint holders and each individual signature must be independently witnessed. A company must execute this Form under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which Section 44 of the Companies Act 2006 applies may execute this Form of Acceptance by a director and the company secretary or by two directors of the company, or by a director of the company in the presence of a witness, signing the Form of Acceptance and inserting the name of the company above or alongside their signature(s). A company incorporated outside the United Kingdom should execute this Form of Acceptance in accordance with the Foreign Companies (Execution of Documents) Regulations 1994. Each officer signing the Form of Acceptance should state the office which he/she holds underneath his/her signature.

1. **If a holder is away from home (e.g. abroad or on holiday) or where a power of attorney has been granted**
Send this Form of Acceptance by the quickest means (e.g. air mail) but not in or into a Restricted Jurisdiction, to the holder for execution or, if he has executed a power of attorney, have this Form of Acceptance signed by the attorney in the presence of a witness. In the latter case, the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 or other applicable law by, for example, a solicitor) must be lodged with this Form for noting. No other signatures are acceptable.
2. **If you have sold or transferred all of your LitComp Shares**
If you have sold or otherwise transferred all of your LitComp Shares, you should at once send the accompanying Offer Document and the reply-paid envelope (but not this personalised Form of Acceptance) to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee, provided that such documents are not forwarded or transmitted or distributed to any person in any Restricted Jurisdiction. If you wish to sell or transfer part of your holding of LitComp Shares and also wish to accept the Offer in respect of the balance but are unable to obtain the balance certificate so as to be able to lodge it with Capita Registrars, at the address set out in paragraph 10 below, by 1.00 p.m. on 17 December 2009, you should ensure that the stockbroker or other agent through whom you made the sale or transfer obtains the appropriate endorsement or indication on behalf of Capita Registrars in respect of the balance of your holding of LitComp Shares.
3. **If the sole holder has died**
If a grant of probate or letters of administration has/have been registered with Capita Registrars, as LitComp's registrars, this Form of Acceptance must be signed by the personal representative(s) of the deceased, each in the presence of a witness who must also sign this Form, and the signed Form of Acceptance must be lodged, together with the share certificate and/or other document(s) of title, with Capita Registrars. If a grant of probate or letters of administration has/have not been registered with LitComp's registrars, the personal representative(s) or the prospective personal representative(s) or executor(s) should sign this Form of Acceptance, each in the presence of a witness who must also sign this Form of Acceptance, and the signed Form of Acceptance must be forwarded together with the share certificate(s) or other document(s) of title to Capita Registrars at the address set out in paragraph 10 below. However, the grant of probate or letters of administration (a duly sealed copy) must be lodged with Capita Registrars before the consideration due under the Offer can be forwarded to the personal representative(s) or executors. For this purpose, photocopies of grants of probate and letters of administration are not acceptable. Those documents will be returned as directed.
4. **If one of the joint holders has died**
This Form of Acceptance must be signed by all the surviving holders, each in the presence of a witness who must also sign this Form of Acceptance, and the signed Form must be lodged with Capita Registrars at the address set out in paragraph 10 below with the share certificate(s) and/or other document(s) and accompanied by the death certificate, grant of probate or letters of administration (a duly sealed copy) in respect of the deceased holder. For this purpose, photocopies of grants of probate and letters of administration are not acceptable. Those documents will be returned as directed.
5. **If your share certificate(s) are held by your bank or other agent**
Complete this Form of Acceptance and, if the share certificate(s) is/are readily obtainable, deliver this completed Form of Acceptance to your bank, stockbroker or other agent for lodging with Capita Registrars at the address set out in paragraph 10 below accompanied by the share certificate(s). If the share certificate(s) is/are not readily obtainable, send this Form duly completed to Capita Registrars at the address set out in paragraph 10 below with a note saying, for example, "Share certificate(s) to follow" and arrange for the share certificate(s) to be forwarded to Capita Registrars at the address set out in paragraph 10 below as soon as possible thereafter. It is helpful for your agent to be informed of the full terms of the Offer (unless he is in a Restricted Jurisdiction). No consideration due under the Offer will be paid or delivered unless share certificate(s) and/or document(s) of title, is/are received by Capita Registrars.
6. **If your share certificate(s) has/have been lost**
Complete this Form of Acceptance and no later than 1.00 p.m. London time on 17 December 2009 lodge the completed Form of Acceptance, together with any share certificate(s) available, with Capita Registrars at the address set out in paragraph 10 below accompanied by a letter stating that you have lost one or more of your certificate(s) and/or other document(s) of title. You should write as soon as possible to Capita Registrars at the address set out in paragraph 10 below requesting a letter of indemnity which, when completed in accordance with the instructions given, should be returned to Capita Registrars, at the address given in paragraph 10 below. No acknowledgement of receipt of documents will be given. No consideration due under the Offer will be paid or delivered unless share certificate(s) and/or document(s) of title, or an acceptable indemnity in lieu thereof, is/are received by Capita Registrars.
7. **If this Form of Acceptance is signed under a power of attorney**
The completed Form of Acceptance, together with the share certificate(s) and/or other document(s) of title, should be lodged with Capita Registrars at the address set out in paragraph 10 below, accompanied by the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 or other applicable law). The power of attorney will be noted by Capita Registrars and returned as directed.
8. **If your full name or other particulars differ from those appearing on your share certificate(s), for example:**
 - (a) Name on the share certificate Stephen Jones
Correct name Steven Jones
Complete this Form with the correct name and lodge it with Capita Registrars at the address set out in paragraph 10 below, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate(s) and the person who signed this Form of Acceptance is one and the same.
 - (b) Incorrect address on the share certificate(s)
Write the correct address in Box 3 of this Form of Acceptance.
 - (c) Change of name:
If you have changed your name, lodge your marriage certificate or the deed poll with this Form for noting.
9. **If you are not resident in the UK**
The attention of Overseas Shareholders (and custodians, nominees or trustees thereof) is drawn to paragraph 5 of Section B of Appendix I of the Offer Document. It is the responsibility of Overseas Shareholders to ensure that they can lawfully accept the Offer before attempting to do so.
10. **Payment of consideration**
The consideration due to you under the Offer cannot be sent to you until all relevant documents, properly completed, have been received by post or by hand (during normal business hours only) at Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
11. **Partial Deposits**
If you wish to accept the Offer in respect of fewer than all the LitComp Shares evidenced by any LitComp Share certificate submitted, fill in the number of LitComp Shares for which the Offer is accepted in Box 1. In such case (a) new LitComp Share certificate(s) for the LitComp Shares that were evidenced by your old LitComp Share certificate(s), in respect of which the Offer is not accepted will be sent to you as soon as practicable after the Offer expires. The Offer will be deemed to have been accepted in respect of the total number of LitComp Shares held by you (as recorded on the register of members of LitComp), unless otherwise indicated. If certificates representing LitComp Shares in respect of which the Offer is not accepted, are to be returned other than in the name and address of the person shown in the register of LitComp, complete Box 5 of this Form of Acceptance.

Forms of Acceptance should be received as soon as possible and in any event by 1.00 p.m. London time on 17 December 2009.