

# COMPANIES

## PRE-EMPTION OFFERS TO SHAREHOLDERS

### NEWFOUND PROPERTIES AND INVESTMENTS LTD.

(Company Number 5109824)

Countries where registered: REGISTERED IN ENGLAND AND WALES  
**PRE-EMPTION OFFER TO SHAREHOLDERS**

This notice is given under article 3 of the articles of association ("Article 3") of Newfound Properties and Investments Ltd. (the "Company") to each registered holder of ordinary shares of £1 each in the Company on the register of members at the close of business on 14 February 2020 ("Relevant Shareholders").

This notice is given in connection with the issue of 808 new Ordinary Shares of £1 per Share on the basis of 8 new Ordinary Shares for every 1 existing Ordinary Share. Notice is hereby given, to persons on the register at the close of business on 14 February 2020 (**Record Date**) as holders of ordinary shares of £1 each (**Ordinary Shares**) in Newfound Properties and Investments Ltd. (**Company**) who have no registered address in an EEA State and who have not supplied an address in an EEA State to the Company for the service of notices on them (**Relevant Shareholders**).

If Relevant Shareholders require further information, a letter to Relevant Shareholders dated 14 February 2020 is available from 49 Arkwright Road, South Croydon, Surrey, CR2 0LP, during the hours on a weekday of 9.00am - 10.00am (London time).

The offer to existing shareholders to purchase the new shares is subject to contract and shall expire at 10.00am (London time) on 27 February 2020.

By Order of the Board

*Pravinchandra Jivraj Shah*

Sole Director

(3495366)

## TAKEOVERS, TRANSFERS & MERGERS

IN THE HIGH COURT OF JUSTICE  
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES  
COMPANIES LIST (Ch D)

IN THE MATTER OF FIRST TITLE INSURANCE PLC

and

IN THE MATTER OF FIRST EUROPEAN TITLE INSURANCE  
COMPANY LIMITED

and

IN THE MATTER OF

PART VII OF THE FINANCIAL SERVICES AND MARKETS ACT  
2000

NOTICE

**NOTICE IS HEREBY GIVEN** that, on 29 October 2019, First Title Insurance Plc (the "**Transferor**") and First European Title Insurance Company Ltd (the "**Transferee**") made an application (the "**Application**") to the High Court of Justice, Business and Property Courts of England and Wales, Companies List in London (the "**High Court**") pursuant to section 107(1) of the Financial Services and Markets Act 2000 (as amended) ("**FSMA**") for an Order:

1. under section 111 of FSMA sanctioning an insurance business transfer scheme (the "**Scheme**") for the transfer of certain insurance business carried on by the Transferor to the Transferee in accordance with the terms of the Order and without any further act or instrument; and

2. making ancillary provision in connection with the Scheme pursuant to section 112 and 112A of FSMA.

The following documents are available free of charge and can be downloaded at <https://www.firsttitle.co.uk/>

A copy of a report on the terms of the Scheme prepared in accordance with section 109 of FSMA, by an Independent Expert, Mr Stewart Mitchell FIA of Lane Clark & Peacock LLP, whose appointment has been approved by the Prudential Regulation Authority, (the "**Scheme Report**");

the full Scheme document;

the Scheme Booklet (which contains a summary of the terms of the Scheme, a summary of the Scheme Report, and a question and answer document about the Scheme).

Supporting documents and any further news about the Scheme will be posted on this website so you may wish to check for updates. You can also request free copies of any of these documents by writing to or telephoning the Transferor using the contact details below.

The Application is due to be heard on 21 April 2020 by a Judge of the Chancery Division of the High Court at The Rolls Building, Fetter Lane, London, EC4A 1NL, United Kingdom. If approved by the Court, it is proposed that the Scheme will take effect on 28 April 2020.

**Any person who claims that he or she may be adversely affected by the carrying out of the Scheme has a right to attend the hearing and express their views either in person or by a legal representative.**

Any person who claims that they may be adversely affected by the Scheme but does not intend to attend the hearing may make representations about the Scheme by telephone or in writing to the solicitors named below or the Transferor using the contact details set out below.

Any person who intends to appear at the hearing or make representations by telephone or in writing is requested (but is not obliged) to notify his or her objections as soon as possible and preferably at least five days before the hearing of the Application on 21 April 2020 to the Transferor using the contact details set out below. If the Scheme is sanctioned by the Court, it will result in the transfer of all the contracts, property, assets and liabilities relating to certain policies identified in the Scheme document as "**the Transferring Policies**" to the Transferee in accordance with the terms of the Order, notwithstanding that a person would otherwise be entitled to terminate, modify, acquire or claim an interest or right or to treat an interest or right as terminated or modified in respect thereof. Any such right will only be enforceable to the extent the Order of the Court makes provision to that effect.

29 October 2019

**Transferor contact address:** ECA Court, 24-26 South Park,  
Sevenoaks, Kent TN13 1DU (3495368)

### TCIG RESOURCES PTE LTD

REGISTERED UNDER THE LAWS OF SINGAPORE WITH THE  
COMPANY NUMBER 201936289W

**OFFER BY TCIG RESOURCES PTE LTD TO ACQUIRE THE ENTIRE  
ISSUED AND TO BE ISSUED SHARE CAPITAL OF UNIVERSAL  
COAL PLC NOT ALREADY DIRECTLY OR INDIRECTLY OWNED  
BY IT**

Notice is hereby given, in accordance with section 978(1)(c) of the Companies Act 2006, that:

1. by means of an offer document dated on 11 February 2020 and posted on 12 February 2020 (the "**Offer Document**"), TCIG Resources Pte Ltd, a wholly owned subsidiary of TerraCom Limited, made an offer to acquire the entire issued and to be issued share capital of Universal Coal plc not directly or indirectly owned by it (the "**Offer**"); and

2. a copy of the Offer Document relating to the Offer is available on TerraCom Limited's website at [www.terracomresources.com](http://www.terracomresources.com).

Under the terms of the Offer, each UNV Shareholder will receive A\$10 cents in cash and 0.6026 New TerraCom Shares for each UNV Share held. The Offer values each UNV Share at 33.5 cents and the entire issued and to be issued share capital of UNV at approximately A\$175 million on a fully diluted basis.

The full terms and conditions of the Offer (including details of how the Offer may be accepted) are set out in the Offer Document and, in the case of UNV Shareholders holding UNV Shares in certificated form, the Form of Acceptance and, in the case of UNV CDI Holders holding UNV CDIs, the CDI Acceptance Form. Terms defined in the Offer Document have the same meaning in this notice.

This notice does not constitute, and must not be construed as, an offer. UNV Shareholders who accept the Offer may rely only on the Offer Document, the Form of Acceptance and, in the case of UNV CDI Holders who hold UNV CDIs, the CDI Acceptance Form, for all the terms and conditions of the Offer.

The Offer is not being, and will not be, made directly or indirectly, in or into any Restricted Jurisdiction or, subject to certain exceptions, the United States, and will not be capable of acceptance from within any Restricted Jurisdiction or, subject to certain exceptions, the United States. Accordingly, copies of the Offer Document and the Form of Acceptance or CDI Acceptance Form (as applicable) are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from any Restricted