

## Admission document and circulars

On 15 April 2005 the Company's shares were cancelled from the Official List and the Company's shares commenced trading on AIM. No Admission Document was published. There have been no circulars or similar documents issued by the company during the past 12 months.

A Schedule 1 – Pre-admission Announcement was forwarded to the London Stock Exchange just prior to the Company's move from the Official List to AIM and this is reproduced below.

### AIM SCHEDULE 1 – PRE-ADMISSION ANNOUNCEMENT

Please forward this form to [aimregulation@londonstockexchange.com](mailto:aimregulation@londonstockexchange.com)

In the case of queries please contact AIM on +44 (0) 20 7797 4154

<b>ANNOUNCEMENT TO BE MADE BY THE AIM APPLICANT PRIOR TO ADMISSION IN ACCORDANCE WITH AIM RULE 2</b>
<b>ALL APPLICANTS MUST COMPLETE THE FOLLOWING:</b>
COMPANY NAME:
Toad Group plc
COMPANY ADDRESS:
National Control Centre, Drake Road, Mitcham, Surrey
COMPANY POSTCODE:
CR4 4HQ
COUNTRY OF INCORPORATION:
England
COMPANY BUSINESS OR, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTMENT STRATEGY:
Inception, development, marketing, sale and installation of vehicle technology products, including vehicle security, audio, cellular and navigation products.
DETAILS OF SECURITIES TO BE ADMITTED (i.e. where known, number of shares, nominal value and issue price to which it seeks admission and the number and type to be held as treasury shares):
81,689,481 Ordinary Shares of 10 pence each
CAPITAL TO BE RAISED ON ADMISSION:
None
FULL NAMES AND FUNCTIONS OF DIRECTORS AND PROPOSED DIRECTORS:
Stuart Arthur Gall – Marketing Director Nicholas Grimond – Chief Executive Wilson Whitehead Jennings – Finance Director David Anthony Henry Voss – Non-executive Director Peter Terry Ward – Chairman

PERSON(S) INTERESTED IN 3% OR MORE OF THE ISSUER'S CAPITAL, EXPRESSED AS A PERCENTAGE OF THE ISSUED SHARE CAPITAL STATING WHETHER BEFORE OR AFTER ADMISSION:

All as at 28 Feb 05 and therefore before admission:  
Barclayshare Nominees Limited 7.27%  
Carglass Luxembourg SARL 7.04%  
T D Waterhouse (Europe) Limited 4.15%  
  
Professor Sir Christopher Evans OBE 5.35%

NAMES AND ADDRESSES OF ALL PERSONS TO BE DISCLOSED IN ACCORDANCE WITH SCHEDULE 2, PARAGRAPH (G) OF THE AIM RULES:

N/A

ANTICIPATED ACCOUNTING REFERENCE DATE:

31 December

EXPECTED ADMISSION DATE:

15 April 2005

NAME AND ADDRESS OF NOMINATED ADVISER:

Seymour Pierce  
Bucklersbury House  
3 Queen Victoria Street  
London  
EC4N 8EL

NAME AND ADDRESS OF BROKER:

Seymour Pierce  
Bucklersbury House  
3 Queen Victoria Street  
London  
EC4N 8EL

DETAILS OF WHERE (POSTAL OR INTERNET ADDRESS) THE ADMISSION DOCUMENT WILL BE AVAILABLE FROM, WITH A STATEMENT THAT THIS WILL CONTAIN FULL DETAILS ABOUT THE APPLICANT AND THE ADMISSION OF ITS SECURITIES:

N/A – not required to produce an admission document as the applicant company is quoted

DATE OF NOTIFICATION:

16 March 2005

NEW/ UPDATE (see note):

new

**QUOTED APPLICANTS MUST ALSO COMPLETE THE FOLLOWING:**

THE NAME OF THE AIM DESIGNATED MARKET UPON WHICH THE APPLICANT'S SECURITIES HAVE BEEN TRADED:

Official List

THE DATE FROM WHICH THE APPLICANT'S SECURITIES HAVE BEEN SO TRADED:

10 January 1997

CONFIRMATION THAT, FOLLOWING DUE AND CAREFUL ENQUIRY, THE APPLICANT HAS ADHERED TO ANY LEGAL AND REGULATORY REQUIREMENTS INVOLVED IN HAVING ITS SECURITIES TRADED UPON SUCH A MARKET:

Confirmed
AN ADDRESS OR WEB-SITE ADDRESS WHERE ANY DOCUMENTS OR ANNOUNCEMENTS WHICH THE APPLICANT HAS MADE PUBLIC OVER THE LAST TWO YEARS (IN CONSEQUENCE OF HAVING ITS SECURITIES SO TRADED) ARE AVAILABLE:
www.tgplc.com
DETAILS OF THE APPLICANT'S STRATEGY FOLLOWING ADMISSION INCLUDING, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTMENT STRATEGY:
The company intends to grow by acquisition and developing its existing core business
A DESCRIPTION OF ANY SIGNIFICANT CHANGE IN FINANCIAL OR TRADING POSITION OF THE APPLICANT, WHICH HAS OCCURRED SINCE THE END OF THE LAST FINANCIAL PERIOD FOR WHICH AUDITED STATEMENTS HAVE BEEN PUBLISHED:
None
A STATEMENT THAT THE DIRECTORS OF THE APPLICANT HAVE NO REASON TO BELIEVE THAT THE WORKING CAPITAL AVAILABLE TO IT OF ITS GROUP WILL BE INSUFFICIENT FOR AT LEAST TWELVE MONTHS FROM THE DATE OF ITS ADMISSION:
The Directors of Toad Group plc have no reason to believe that its working capital will be insufficient for at least 12 months from the date of its admission to AIM
DETAILS OF ANY LOCK-IN ARRANGEMENTS PURSUANT TO RULE 7 OF THE AIM RULES:
N/A
A BRIEF DESCRIPTION OF THE ARRANGEMENTS FOR SETTLING THE APPLICANT'S SECURITIES:
Crest
A WEBSITE ADDRESS DETAILING THE RIGHTS ATTACHING TO THE APPLICANT'S SECURITIES:
www.tgplc.com
INFORMATION EQUIVALENT TO THAT REQUIRED FOR AN ADMISSION DOCUMENT WHICH IS NOT CURRENTLY PUBLIC:
<b>Directors current and past directorships</b>
<b>Stuart Arthur Gall</b>
<u>Current- trading</u> Toad Group plc Datatool (UK) Limited Toad (UK) Limited
<u>Current- dormant</u> Actra Limited Actra.Co.UK Limited Laserline (UK) Limited Secure Microsystems Limited Sextons Group Limited Sextons In Car Entertainment Limited TG Limited Toad Limited Toad Innovations Limited

## **Nicholas Grimond**

### Current- trading

Toad Group plc  
21<sup>st</sup> Century Crime Prevention Services Limited  
Toad (UK) Limited  
Datatool (UK) Limited  
Integrated Technologies (International) Limited

### Current -dormant

Actra Limited  
Actra.Co.UK Limited  
Laserline (UK) Limited  
One Chauffeur Drive Limited  
Secure Microsystems Limited  
Second Base Systems Limited  
Sextons In Car Entertainment Limited  
Sextons Group Limited  
TG Limited  
TG21 Limited  
Toad Limited  
Toad Innovations Limited

### Resigned

N.A.S. plc

### Dissolved

Foxguard Limited  
Metvale Limited  
Sextons In Car Insurance Replacement Specialists Limited

## **Wilson Whitehead Jennings**

### Current -trading

Toad Group plc  
Toad (UK) Limited  
Datatool (UK) Limited  
Integrated Technologies (International) Limited

### Current - dormant

Actra Limited  
Actra.Co.UK Limited  
Laserline (UK) Limited  
Secure Microsystems Limited  
Second Base Systems Limited  
Sextons In Car Entertainment Limited  
Sextons Group Limited  
TG Limited  
TG21 Limited  
Toad Limited  
Toad Innovations Limited

### Resigned

N.A.S. plc

### Dissolved

The Challenge Technology Partnership Limited  
Foxguard Limited

Metvale Limited  
Sextons In Car Insurance Replacement Specialists Limited

**David Anthony Henry Voss**

Current -trading

Toad Group plc  
Frogmill Management Company Limited  
Provecta Car Plan Limited  
Sports Analysis Limited

Resigned

British Vehicle Rental And Leasing Association Limited

Dissolved

Autonomy Fleet Consultants Limited

**Peter Terry Ward**

Current - Trading

Toad Group plc  
DLA Piper Rudnick LLP  
Raymarine plc

Resigned

Ricardo plc  
The Society of Motor Manufacturers and Traders Limited  
Players United plc

There is nothing further to be disclosed under schedule 2 of the AIM rules

A WEBSITE ADDRESS OF A PAGE CONTAINING THE APPLICANT'S LATEST ANNUAL REPORT AND ACCOUNTS WHICH MUST HAVE A FINANCIAL YEAR END NOT MORE THEN NINE MONTHS PRIOR TO ADMISSION AND FULLY AUDITED INTERIM RESULTS WHERE APPLICABLE. THE ACCOUNTS MUST BE PREPARED ACCORDING TO UK OR US GAAP OR INTERNATIONAL ACCOUNTING STANDARDS.

[http://www.tgplc.com/investor\\_relations/reports.php](http://www.tgplc.com/investor_relations/reports.php) -

THE NUMBER OF EACH CLASS OF SECURITIES HELD IN TRESURY.

N/A

Note: WHERE THE FORM IS REQUIRED TO BE COMPLETED IN RESPECT OF AN 'UPDATE' ANNOUNCEMENT, THIS SHOULD BE INDICATED. IN SUCH CASES, ONLY THE AMENDED FIELDS NEED TO BE RECOMPLETED. OTHERWISE, THIS FIELD SHOULD INDICATE THAT THE ANNOUNCEMENT IS 'NEW' AND ALL RELEVANT FIELDS SHOULD BE COMPLETED.