

Application has been made for the whole of the issued share capital of the Company to be admitted to trading on the Alternative Investment Market of the London Stock Exchange ("AIM"). AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk than that associated with established companies tends to be attached. A prospective investor should be aware of the potential risks in investing in such companies and should make the decision to invest only after careful consideration and consultation with his or her own independent financial adviser.

The rules of AIM are less demanding than those of the Official List of the UK Listing Authority. It is emphasised that no application is being made for admission of the issued ordinary share capital of the Company to the Official List of the UK Listing Authority. Further, neither the UK Listing Authority nor the London Stock Exchange has itself approved the contents of this document.

This document, which provides supplementary information to the prospectus of the Company dated 18 October 2000, drawn up in accordance with the POS Regulations, has been issued in connection with the application for admission to trading of the Ordinary Shares on AIM. If you are in any doubt about the contents of this document you should consult a person authorised under the Financial Services Act 1986 who specialises in advising on the acquisition of shares and other securities. A copy of this document has been delivered for registration to the Registrar of Companies in England and Wales in accordance with regulation 4(2) of the POS Regulations.

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# **FFastFill plc**

## **SUPPLEMENTARY PROSPECTUS**

### **Placing and Offer for Subscription of 12,500,000 new Ordinary Shares at 120p per share**

by

### **PEEL HUNT PLC and admission to trading on the Alternative Investment Market**

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Neither the Placing nor the Offer for Subscription are underwritten and both are conditional, *inter alia*, on Admission taking place on or before 15 November 2000 (or such later date as the Company and Peel Hunt may agree not being later than 15 December 2000). The Placing Shares and the Offer Shares will rank in full for all dividends or other distributions hereafter declared, made or paid on the ordinary share capital of the Company and will rank *pari passu* in all other respects with all other Ordinary Shares in issue on Admission.

Peel Hunt, which is regulated by The Securities and Futures Authority Limited, is acting as the Company's nominated adviser (for the purpose of the AIM Rules) in connection with the proposed admission of the issued ordinary share capital of the Company to trading on AIM. Its responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of their decision to acquire Ordinary Shares in the Company in reliance on any part of this document. No representation or warranty, express or implied, is made by Peel Hunt as to any of the contents of this document (without limiting the statutory rights of any person to whom this document is issued). Peel Hunt will not be offering advice and will not otherwise be responsible for providing customer protections to recipients of this document in respect of the Placing and Offer for Subscription or any acquisition of shares in the Company.

The definitions set out in the Company's prospectus dated 18 October 2000 (the "Prospectus") apply in this document unless the context otherwise requires.

**This Page Contains No  
Financial Information**

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## ISSUE STATISTICS

Final Issue Price	120p
Number of new Ordinary Shares offered pursuant to the Placing and Offer for Subscription	12,500,000
Percentage of Ordinary Shares in issue on Admission which are being issued under the Placing and Offer for Subscription	27.5%
Number of Ordinary Shares in issue on Admission	45,451,030
Market capitalisation of the Company on Admission at the Final Issue Price	£54,541,236
Net proceeds of the Placing and Offer for Subscription available to the Company	£14,100,000

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<b>2000</b>
Admission and first day of dealings	14 November
Crediting of uncertified shares to CREST accounts	14 November
Where applicable, definitive share certificates despatched by	21 November

## **DIRECTORS, SECRETARY AND REGISTERED OFFICE**

The Directors, whose names are set out below, accept responsibility for the information contained in this document. To the best of the knowledge of the Directors the information contained in this document is in accordance with the facts, and this document makes no omission likely to affect the import of such information.

Directors

**Nicholas John Durlacher CBE** (non-executive chairman)

**Stuart George Dawson** (managing director)

**Peter Noel Sampson** (finance director)

**Hamish Allan Raw** (development director)

**Dr Themis Zinoulis** (technical director)

**Henry Nigel Pakenham McCorkell** (non-executive director)

*all of*

Registered and Head Office

10 Arthur Street  
London EC4R 9AY

Company Secretary

**Peter Noel Sampson FCCA**

## PART I

### SUPPLEMENTARY INFORMATION

This document updates certain information set out in the Prospectus to reflect, *inter alia*, the announcement made today of the Final Issue Price of 120p per share.

#### Key changes:

- The Final Issue Price is 120p per new Ordinary Share.
- The Company will now issue a total of 12,500,000 new Ordinary Shares pursuant to the Placing and Offer for Subscription.
- The Company will raise £15.0 million (before expenses) pursuant to the Placing and Offer for Subscription.
- Admission and first day of dealings will be 14 November 2000.

## PART II

### PRO FORMA CONSOLIDATED STATEMENT OF NET ASSETS

The following unaudited pro forma statement of net assets of the Group as at 30 September 2000 is prepared for illustrative purposes only and may not, because of its nature, give a true picture of the financial position of the Group. It is prepared to illustrate the effect on the net assets of the application of the proceeds of the Placing and Offer for Subscription as if the Placing and Offer for Subscription had taken place on 30 September 2000, and is based on the audited consolidated balance sheet of the Group as at 30 September 2000 as set out in Part III of the Prospectus.

	<b>Audited consolidated net assets at 30 September 2000 £</b>	<b>Adjustment £</b>	<b>Pro forma consolidated net assets £</b>
<b>Fixed assets</b>			
Tangible assets	224,379	-	224,379
<b>Current assets</b>			
Trade and other debtors	252,059	-	252,059
Deposits due after more than one year	33,723	-	33,723
Cash at bank and in hand	2,046,781	14,100,000	16,146,781
	2,332,563	14,100,000	16,432,563
<b>Creditors: amounts falling due within one year</b>	(388,616)	-	(388,616)
<b>Net current assets</b>	1,943,947	14,100,000	16,043,947
<b>Total assets less current liabilities</b>	2,168,326	14,100,000	16,268,326
<b>Creditors: amounts falling due after more than one year</b>	(5,722)	-	(5,722)
<b>Provisions for liabilities and charges</b>	(50,000)	-	(50,000)
<b>Net assets</b>	2,112,064	14,100,000	16,212,604

#### Notes

1. The consolidated net assets at 30 September 2000 have been extracted from the management accounts of the Group at 30 September 2000.
2. The adjustment represents the net proceeds of the Placing and Offer for Subscription receivable by the Group of approximately £14,100,000.

3. No adjustment has been made for trading since 30 September 2000.

### PART III

#### GENERAL INFORMATION

##### 1. Share Capital

Following the Placing and Offer for Subscription, the authorised and issued ordinary share capital of the Company on Admission will be as follows :-

Authorised		Issued	
Number	£	Number	£
200,000,000	2,000,000	45,451,030	454,510

##### 2. Directors' and other interests

- (a) Following Admission the interests of the Directors (all of which are beneficial) and persons connected with the Directors in the issued share capital of the Company will be as follows:

	<i>Number of Ordinary Shares</i>	<i>Percentage of issued share capital</i>	<i>Number of Ordinary Shares under option</i>	<i>Number of warrants to subscribe Ordinary Shares</i>
H A Raw	5,410,860	11.90	200,000	-
P N Sampson	2,425,020	5.34	-	-
S G Dawson	20,000	0.04	1,452,160	-
Dr T Zinoulis	31,240	0.07	1,304,210	-
N J Durlacher	16,650	0.04	-	150,000
H N P McCorkell	27,420	0.06	-	27,500

*The number of Ordinary Shares held by H A Raw and P N Sampson include 400,000 and 186,624 Ordinary Shares respectively over which options have been granted by them to certain senior employees of the Company at an exercise price of 105p per share.*

- (b) No Directors are selling any interests in Ordinary Shares in connection with the Placing and Offer for Subscription. H A Raw and N J Durlacher are acquiring 33,300 and 16,650 Ordinary Shares respectively (included in paragraph (a) above) at the Final Issue Price and two employees of the Company, T Chlada and C Stone, are selling 39,520 and 42,460 Ordinary Shares respectively at the Final Issue Price simultaneously with the Placing and Offer for Subscription.

##### 3. Other information

- (a) The expenses of the Placing and Offer for Subscription and Admission are estimated at approximately £900,000, excluding VAT, and are payable by the Company.
- (b) Copies of this document will be available to the public free of charge at the registered office of the Company and from the offices of Peel Hunt, at 62 Threadneedle Street, London EC2R 8HP, during normal office hours, Saturdays and Sundays excepted, and from

www.peelhunt.com from the date of this document until a date 14 days following Admission.

10 November

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