

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the action you should take, you should consult your stockbroker, solicitor, accountant or other independent financial adviser under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all your Loan Notes in Integrated Asset Management plc, you should pass this document, together with the accompanying documents, 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.

This document does not constitute or comprise an offer or issue of securities and is being despatched only to the holders of Loan Notes of Integrated Asset Management plc.

---

# **INTEGRATED ASSET MANAGEMENT PLC**

*(Registered in England and Wales with registered number 3359615)*

## **CONSENT TO PROPOSED REORGANISATION AND REDUCTION OF CAPITAL AND AMENDMENT OF THE LOAN NOTE INSTRUMENT**

### **GENERAL MEETING OF LOAN NOTEHOLDERS**

---

Notice of a General Meeting of the Noteholders of the Company to be held at the offices of Bircham Dyson Bell at 50 Broadway, Westminster, London SW1H 0DY convened for 10 March 2006 at 9.30 a.m. is set out at the end of this document. A form of proxy for use at the General Meeting is enclosed with this document. Noteholders are requested to complete and return the form of proxy for use at the General Meeting in accordance with the instructions printed thereon whether or not they intend to be present at the meeting. To be valid for use at the meeting, the form of proxy should be returned so as to be received by the Company's registrars, Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible but in any event no later than 48 hours prior to the time of the General Meeting. Completion and return of a form of proxy will not preclude a Noteholder from attending and voting at the meeting in person.

## DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

<b>“Board”</b>	the board of directors of the Company;
<b>“Court”</b>	the Companies Court of the High Court of Justice of England and Wales;
<b>“Capita Registrars”</b>	a trading division of Capita IRG Plc;
<b>“Deferred Shares”</b>	the 16,979,193 deferred shares of 15p each resulting from the subdivision of the Existing Ordinary Shares following the Reorganisation;
<b>“Directors”</b>	directors of the Company;
<b>“Existing Ordinary Shares”</b>	the 16,979,193 ordinary shares of 20p each in the capital of the Company currently in issue;
<b>“Extraordinary Resolution”</b>	the extraordinary resolution of the Noteholders as set out in the Notice of General Meeting which appears at the end of this document;
<b>“Forms of proxy”</b>	the forms of proxy accompanying this document for use in connection with the General Meeting;
<b>“General Meeting”</b>	the General Meeting of Noteholders convened for 9.30am on 10 March 2006 pursuant to the notice attached to this document;
<b>“Instrument”</b>	the deed dated 13 November 2002 creating the Loan Notes
<b>“Integrated Asset Management” or “Company”</b>	Integrated Asset Management PLC;
<b>“Integrated Group” or “Group”</b>	the Company and its subsidiary undertakings;
<b>“Loan Notes”</b>	the GAIM Market Neutral Tracker Convertible Unsecured Loan Notes 2008;
<b>“New Ordinary Shares”</b>	the resultant ordinary shares of 5p each to be created following the Reorganisation;
<b>“Noteholders”</b>	the holders for the time being of the Loan Notes;
<b>“Reduction of Capital”</b>	the cancellation, subject to the approval of the Court, of all the Deferred Shares and the Share Premium Account;
<b>“Reorganisation”</b>	the sub-division of the Existing Ordinary Shares into New Ordinary Shares and Deferred Shares on the terms set out in the circular to Orange Shareholders dated 15 February 2006;
<b>“Share Premium Account”</b>	the share premium capital of the Company;
<b>“Shareholders”</b>	holders of the Existing Ordinary Shares.

---

## EXPECTED TIMETABLE

Latest time and date for receipt of Form of proxy for General Meeting	9.30 am on 8 March 2006
General Meeting	9.30 am on 10 March 2006

# INTEGRATED ASSET MANAGEMENT PLC

(Registered in England and Wales with registered number 3359615)

4 Hill Street

Mayfair

London

W1J 5NE

## Directors:

John Booth – Non-executive Chairman

Emanuel Arbib – Managing Director

Denis Masetti – Executive Director

Norman Epstein – Non-executive Director

George Robb – Non-executive Director

Nicholas Levene – Executive Director

Mark Segall – Non-executive Director

15 February 2006

## To all Noteholders

Dear Sir or Madam

## CONSENT TO PROPOSED REORGANISATION AND REDUCTION OF CAPITAL AND AMENDMENT TO LOAN NOTE INSTRUMENT

### Introduction and purpose

On 15 February 2006, Integrated Asset Management plc announced proposals for a share capital reorganisation and capital reduction to eliminate the deficit on the Company's profit and loss account and, subject to appropriate funds being available for the purpose, bring closer the prospective date on which a dividend payment could be made to Shareholders. The proposals include, *inter alia*, the cancellation, subject to the approval of Shareholders and the subsequent confirmation of the Court, of a substantial part of the Company's paid up share capital and the Company's share premium account. Information regarding the proposed reorganisation and reduction in share capital is contained in a circular that was posted to Shareholders on 15 February 2006. A copy of that circular is enclosed for your information.

Upon completion of the Reorganisation the Company will have a positive balance on its profit and loss account from which dividends may be paid, subject to such restrictions as the Court may impose with regard to the creditors of the Company who have not consented to the Reorganisation. The Directors consider that the commencement of payment of a dividend may enhance the share price and therefore will be beneficial to Shareholders and Loan Noteholders alike.

The terms of the Loan Notes require that the consent of the majority of the Noteholders to the proposed cancellation of the Deferred Shares is obtained. Although the consent of the Noteholders is not required to the proposed cancellation of the Share Premium Account nor to the Reorganisation, for the avoidance of any doubt, the consent of the Noteholders will be sought in respect of all these matters. Accordingly, the Directors propose a resolution at the General Meeting requisitioned for Noteholders to consent to the Reorganisation and Reduction of Capital and to an amendment to the Instrument to reflect the fact that the Company's securities will be denominated with 5p rather than 20p nominal value. If a majority of the Noteholders approve the Extraordinary Resolution then all Noteholders will be deemed to have consented to the Reduction of Capital and treated together with other consenting creditors. Noteholders holding 54% of the Loan Notes have irrevocably undertaken to vote in favour of the Reorganisation and Reduction of Capital and the proposed amendment to the Instrument.

It should be emphasised that the Reorganisation and Reduction of Capital will not result in any reduction in the net assets of the Company and that no capital will be returned to Shareholders as part of these proposals.

Following and subject to the Reduction of Capital becoming effective an increase of the Company's authorised share capital is being proposed to restore the Company's authorised share capital to its current level of £10,000,000.

**General Meeting**

There is set out at the end of this document a Notice convening a General Meeting of the Noteholders in which there is an Extraordinary Resolution consenting to the Reorganisation and Reduction of Capital.

Noteholders will find a proxy card enclosed for use at the General Meeting. Whether you propose to attend the General Meeting or not, the proxy card should be completed and returned to the Company's Registrars as soon as possible and in any event not later than 48 hours before the time of the General Meeting. Completion and return of the proxy card will not prevent Noteholders from attending and voting in person at the General Meeting should they wish to do so.

**Recommendation**

Your Directors believe that the proposal to approve and consent to the Reorganisation and Reduction of Capital is in the best interests of the Company and its Noteholders. Moreover, the holders, other than the Directors, of approximately 54 per cent. of the Loan Notes have irrevocably undertaken to vote in favour of the proposed Extraordinary Resolution. Accordingly, your Directors recommend you to vote in favour of the Extraordinary Resolution to be proposed at the General Meeting as they intend to do so in respect of their own holdings of 35,000 Loan Notes comprising 0.95 per cent. of the Loan Notes.

Yours faithfully

**John Booth**  
**Chairman**

**INTEGRATED ASSET MANAGEMENT PLC**  
(registered number 3359615)

**NOTICE OF GENERAL MEETING**

NOTICE IS HEREBY GIVEN that a General Meeting of the holders of the GAIM Market Neutral Tracker Convertible Unsecured Loan Notes 2008 issued by the Company (the "Noteholders") will be held at the offices of Bircham Dyson Bell at 50 Broadway, Westminster, London SW1H 0DY on 10 March 2006 at 9.30 a.m. for the purpose of considering and, if thought fit, passing the following Extraordinary Resolution which shall be passed as an Extraordinary Resolution of the Noteholders: -

**EXTRAORDINARY RESOLUTION**

That the Noteholders approve and consent to the Reorganisation and Reduction in Capital as detailed in the circular dated 15 February 2006 sent to Shareholders, and subject to Shareholders approving and consenting to the Reorganisation and Reduction of Capital the Noteholders approve that the definition of "Ordinary Shares" in the Instrument shall from 10 March 2006 be amended to read "ordinary shares of 5p each in the capital of the Company".

*By Order of the Board*  
Ohad Egoz  
**Secretary**  
Dated 15 February 2006

*Registered Office:*  
4 Hill Street  
London  
W1J 5NE

**NOTES:**

1. A person who is entitled to attend and vote at the above meeting is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A person need not be a Noteholder of the Company. A form of proxy to be used by members is enclosed with this document.
2. To be effective, an instrument appointing a proxy (under a power of attorney or other authority (if any) under which it is signed or notary certified or office copy thereof) must be deposited at the Company's registrars, Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the time holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude Noteholders who wish to do so from attending the meeting and voting in person.
3. The Company specifies, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, that only those Noteholders registered in the Register of Members of the Company at close of business on 8 March 2006 shall be entitled to attend or vote at the General Meeting in respect of the value of Loan notes registered in their respective names at that time. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

**Integrated Asset Management plc**  
(registered number 3359615)

FORM OF PROXY FOR GENERAL MEETING OF NOTEHOLDERS

I/We \_\_\_\_\_  
(NAME IN FULL IN BLOCK CAPITALS PLEASE)

of \_\_\_\_\_  
being [a] member[s] of Integrated Asset Management plc (the "**Company**") appoint the chairman of the meeting / or (see note 4 below)

as my/our proxy/proxies to attend and, on a poll, vote for me/us on my/our behalf at the General Meeting of Noteholders of the Company to be held at Bircham Dyson Bell, Solicitors, 50 Broadway, Westminster, London SW1H 0DY on the 10 March 2006 at 9.30 a.m., on the following Extraordinary Resolution, as indicated by an 'X' in the appropriate box, as he/she thinks fit:

**Business**

To approve and consent to the Reorganisation and Reduction in Capital as detailed in the circular dated 15 February 2006 sent to Shareholders and, subject to Shareholders approving and consenting to the Reorganisation and Reduction of Capital, to approve the amendment to the Instrument as detailed in the notice of the General Meeting.

**For                      Against**

--	--

Dated ..... 2006                      Signature .....

**Notes:**

1. To be valid, this form must be deposited at the Company's registrars, Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the time holding the meeting or adjourned meeting. The form must be signed. If someone else signed the form on your behalf, you or that person must send the power of attorney or other written authority under which it is signed to the abovementioned address.
2. A corporation must execute this form either under its common seal or under the hand of two directors or one director and the secretary or under the hand of an officer or attorney duly authorised in writing.
3. This form enables you to instruct your proxy how to vote in the event of a poll on the resolutions to be proposed at the meeting. Please indicate with an 'X' how you wish to vote. If you do not indicate how you wish to vote, the proxy will vote or abstain from voting as he or she thinks fit.
4. The appointment of the chairman as proxy has been included for convenience. If you wish to appoint any other person or persons as proxy or proxies delete the words "the chairman of the meeting" and add the name and address of the proxy or proxies appointed. A proxy need not be a Noteholder of the Company. If you do not delete such words and you appoint a proxy or proxies, the chairman shall not be entitled to vote as proxy. Any alteration must be initialled. If you appoint more than one person to act as a proxy the number of shares in respect of which each such proxy is to vote must be specified. In the absence of any specific direction, a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and 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 the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of Noteholders in respect of the shares. A proxy must attend the meeting in person to represent a member.
6. Returning the form of proxy will not prevent you from attending the meeting and voting in person.

Third fold and tuck in

BUSINESS REPLY SERVICE  
Licence No. MB122



First fold

**Capita Registrars (Proxies)**  
PO Box 25  
BECKENHAM  
Kent BR3 4BR

Second fold