Opportunity Investment Management plc

Consultation Meeting

26 January 2015

The meeting commenced with a reading of a statement prepared by the Board. Following reading of that statement, various questions were asked by those present. Both the statement and the responses to the questions are dealt with in this memorandum. Consequently, this memorandum states the position as at the time of the meeting on 26 January 2015. Where the Board provided clarity of or additional information to the statement made at the meeting, the additional information is summarised in this memorandum, the contents of which supplement and take priority over the oral statement.

This memorandum contains a statement and answers of the current board members of the Company, who are referred to as the "**Board**". The reference to Board does not therefore include former board members who left office on or prior to 24 July 2014, although for clarity where appropriate the memorandum will refer to the current Board and former board members.

This memorandum is an overview only and not, and not intended to be, an analysis of every matter with which the Board has been and is dealing. No rights may or are intended to be derived from this memorandum. This memorandum concentrates on what the Board considers to be the more important issues of interest to shareholders and its examples are illustrative only.

I. INTRODUCTION

Shareholders will appreciate that it is neither practical nor the role of any board to give a running commentary to shareholders on all the decisions, actions and steps of a board. However, given the suspension of shares and lack of an interim dividend, the change of management of the Company that the shareholders themselves brought about, and the difficulties that the new management has faced as publicised in the Company's announcements, the Board understands that the shareholders desire further information than would usually appear in a company's announcements and would like that information sooner than the AGM. That is why the Board has convened this consultation meeting and intends to take this opportunity to provide shareholders with a (i) six month activity update, (ii) an update on the current status of the Company and (iii) an update on payment of an interim dividend and the firm intention of the Board to resume trading in the shares of the Company.

The Board was asked during the Consultation Meeting about the steps they had taken to communicate with shareholders in respect of the consultation meeting and the general meeting. The Board's response was that it had served notice of the general meeting in accordance with the articles of association of the Company and that notice of the consultation meeting had been given at the same time and in the same manner. The Company Secretary sent the notice of the general and consultation meeting and the proxy form to all registered shareholders according to the register of members maintained by Capita, the Company's registrars. Furthermore, the notice and the proxy form were published on the Company's website, www.oimplc.com.

Brief CVs of the Board were placed on the Company's website on the morning of 24 January 2015, prior to the meeting. The CVs can be found under "*Investor Relations*", both under the tab "*directors*" as well as under the tab "*Meetings*".

II. SIX MONTH ACTIVITY UPDATE

The decision not to pay an interim dividend and the suspension of trade in the Company's shares both directly relate to the circumstances with which the current Board members were faced upon their appointment on 10 June, 2014. However, as will be explained, shareholders should note that none of the current Board had received notice of any Board meeting whilst the former directors were in office, with the exception of the board meeting held during a conference call, at which it was resolved to dismiss the former CEO Mr. Ritskes.

A shareholder asked during the Consultation Meeting why Mr Ritskes had been removed as CEO and then as director, as he had been a success in the opinion of that shareholder. It was pointed out that his failure to be re-appointed as a director when his term of office had expired in accordance with the Company's articles of association was an action of the shareholders at the annual general meeting, the result of which had been announced 30 days after the meeting in question, namely on 24 July, 2014. However, Mr Ritskes had been removed as CEO by unanimous decision of the other members of the then board of directors of the Company on 23 July 2014. An announcement to that effect by Mr Ackerly, former non-executive chairman of the Company, dated 23 July, 2014, can be found on the Investor Relations section of the Company website.

Incomplete administrative affairs

Administration in this memorandum means the electronic and documentary records of and/or relating to the Company. That includes its administration and administrative affairs. In the short period that the current Board and the former board members held office together, the current Board was not invited to take part in any board meetings or board decisions, with the exception of the board meeting by conference call, at which it was resolved to dismiss the former CEO Mr. Ritkses. For example, the current Board was not informed about or involved with the preparation of the interim accounts or their publication, and was not party to their approval, despite the prior appointments of the current Board. The current Board was not involved in any way with the Fleischhauer transaction or the decisions made with respect to dividend payments, despite information being requested from the former board members.

For example, the current Board requested information by e-mail dated 13 June, 2014 regarding the Company in view of (i) the forthcoming AGM and (ii) the Fleischhauer deal. The current Board also requested a meeting with all board members in that same e-mail. By e-mail dated 18 June, 2014, the current Board suggested holding a video conference with the other directors. By e-mails dated 21 June, 2014 and 23 June, 2014, the current Board repeated its request for information.

Following the AGM on 24 June, 2014 the current Board and the other (now former) directors agreed to a meeting the following week. A meeting was finally arranged for 3 July, 2014, but was cancelled by the (now former) directors the day before it was due to take place.

The (now former) directors posed counter questions in their return correspondence and claimed that certain formalities were not fulfilled. Whether or not technical formalities were in fact required, that should not have stood in the way of a proper engagement with the new directors appointed by shareholders or, later on, the transfer of Company administration when the former directors left office.

A letter was sent on 4 July, 2014 by the Company's legal counsel, again with the purpose of requesting information. An e-mail was also sent on 22 July, 2014. Alas, also to no avail. In spite of this continued effort, the former directors did not provide information requested, engage with the newly appointed directors or later on arrange for a transfer of Company administration.

From the date that the current Board took over as the sole directors of the Company and since then, the Board has been put to considerable effort in putting together a financial and commercial overview of the Company with a view to continuing business.

On 29 July, 2014, the Company became aware of office space rented by the Company in Eindhoven, the Netherlands. The Company gained access over 30 and 31 July, 2014.

At this location, 156 disorganised cardboard boxes were found, containing seemingly randomly assembled folders dating back to as early as 1993. No list was included of the contents of the boxes or folders, nor were there any indications as to how the documents related to each other. To distil any information from this kind of administration, was both challenging and time-consuming and should not have been made necessary.

Moreover, essential (and recent) information was lacking at that time. The Board notes the following examples:

1. First, the Company had no access to its own digital online financial administration.
2. Second, the Company e-mail accounts, including those in the name of the former directors, were no longer accessible and could not be recovered. Virtually no printed e-mail correspondence was present regarding the years 2013 and 2014.
3. The Company tax file was incomplete. It did not include all recent correspondence with the Tax Authorities, whereas this correspondence was likely to concern matters of an urgent nature.
4. The banking documentation was not complete. For example, the Company was made aware of an account in Luxembourg containing Company shares in Your Drinks. No agreements or documents referring to this account were found in the Company administration.
5. The signed “Closing Binder” for the sale of Fleischhauer – the Company’s main asset - was not present.
6. Neither were the Company interim accounts nor any reference to these accounts, their preparation or publication.
7. Documents evidencing the contractual basis and/or legal title as well as the rationale for substantial payments made by the Company could not always be uncovered. For example, according to the Company administration in Eindhoven, approximately EUR 1.8 million was paid to Quivest B.V., the former CEO’s management company. Such transfers of funds apparently took place under a current account, but the basis for this current account and each individual payment was not shown in the administration.
8. Last but not least, the list of Company creditors was not complete. Not all unpaid invoices were listed. The contractual basis for certain invoices was also unclear. For example, the same Quivest B.V. stated that the Company owed it EUR 816,000, but the administration contained no evidence of the basis for this assertion.

Given the incompleteness of the Company administration, the Board was at that time not able to establish the Company's financial position and its rights and obligations with a sufficient degree of certainty. This naturally not only affected the Company, but also the interests of you, its shareholders, and of creditors.

Upon appointment: cash position

Aside from the incomplete administration, the Board was faced with a second challenge: namely the cash position of the company.

Following appointment, the Company's main asset, Fleischhauer, and a number of shares in Your Drinks, in which the Company had heavily invested, had been sold. Yet the Company bank account as at 24 July, 2014 showed a balance of approximately EUR 232,000. The Board discovered this at a later date as the administration present did not include an up to date overview of bank accounts and the balance on these accounts.

On the other hand, the administration that was available at that time showed a tax claim of approximately GBP 111,000 (nearly EUR 150,000). Quivest B.V. claimed that the Company owed it a further EUR 816,000 and there were still unknown invoices coming in through the Company Secretary. Moreover, the Board could not be certain that it had a complete overview of all the creditors of the Company. There were also the running costs of the Company to be considered and the costs involved in completing the administration. Furthermore, there were costs to be paid with respect to the subsidiaries, such as Algo Vision. There appeared to be insufficient cash to cover all the (albeit sometimes disputed) claims.

Other than interest payments, on which the Company could not fully rely, the Company did not expect to receive funds of any significant amount. The Escrow Account – on which 25% of the Fleischhauer proceeds had been deposited - was not yet accessible, nor fully available to the Company and, furthermore, had in part to be reserved for the potentially substantial tax claim. Only one other source of funds remained: the funds ostensibly set aside for the payment of an interim dividend.

It is noted that Mr. Ritskes remarked during the Consultation Meeting that two opinions were provided by third parties in which the aforementioned tax claim was calculated. The Board noted they have not seen evidence of these opinions and requested a copy.

Suspension of trade in shares and no interim dividend

The Board could not ignore the lack of information received from the former board members. In these circumstances the Board were unable to establish to a sufficient degree the rights and obligations of the Company. Therefore, the Company had no option than to decide not to pay an interim dividend. Subsequently, the Board could not ignore the incomplete administration, which entailed that the Board had no option but to keep to its decision, hopefully only temporarily, not to pay an interim dividend

Although the cash position of the Company began to become clearer, the Board could not authorise payment of an interim dividend until the full financial position of the Company could be established and the Board could be satisfied as to whether an interim dividend could prudently be paid within the legal requirements that govern the payment of an interim dividend and, if so, in what amount.

Trading in the Company's shares was also suspended, as the Board did not have sufficient access to the financial and other information of the Company. Consequently, there was much uncertainty regarding the payment of the dividend and the publication (and later the validation) of the interim accounts. These are substantial reasons that justify the decision to suspend trading in the Company's shares.

The subject of payment of dividend and resumption in trading will be dealt with further later on in this memorandum.

Gathering information (court proceedings)

In the months following their appointment, the current Board spent significant time and effort gathering the missing administration to the extent necessary to continue operations. On the one hand, the Company continued to request information from the former directors. On the other hand, the Company approached a variety of sources including banks, authorities, advisors and contractual parties in The Netherlands, the UK, Belgium and Germany. The Board was often informed that the Company had originally received the requested documents and should therefore already be in possession of them, whilst some third parties informed the Board that the former directors should be approached rather than them. This was a costly and somewhat frustrating exercise and initially resulted in limited results.

As the necessary information was not provided on a voluntarily basis and as time was passing and the need for information became more pressing, the Company was forced to commence court proceedings. These were commenced in the Netherlands and began on 8 August 2014 with requesting attachment of the Company administration. The Board does not consider it appropriate to discuss the details of the court proceedings. The Board will therefore limit its comments to their outcome to the extent relevant.

Following the first court hearing on 30 October, 2014, the former directors finally provided the digital financial administration on 27 November, 2014. This was a big step in terms of Company administration. On 20 November, 2014, the former board members also provided written answers to some but not all the questions posed by the Company in the Court proceedings. Furthermore, six removal boxes containing more than 40 folders of printed e-mails and attachments pertaining to the second half of 2014 were handed over by the former directors on 27 November, 2014. The former CFO provided 36 folders of e-mails, whereas the former CEO only provided 5 folders. It was clear, however, that the emails did contain information relevant to the Company. Most of these emails and attachments were new to the Board and included, for example, previously unlocated tax correspondence.

The Board believes that it would not have received these documents and the digital administration without resorting to these legal proceedings, and in fact had not received them despite earlier requests.

A second court hearing took place on 13 January, 2015. During this hearing, it became clear that contrary to earlier statements, at least part of the e-mail administration was also available in digital form rather than print outs of emails.

At this point, the Company and its former directors as well as Quivest B.V. voluntarily reached a settlement of these legal proceedings which were initiated in order to obtain the information lacking. The settlement was included in a court record ("*procesverbaal*"). Under the settlement, the former Directors were to provide additional information and (digital) documentation to the Company, including documentation required for tax returns by EY. With regard to other information and documentation requested of them which they continue to state that they do not possess, they have made a formal written statement to that effect.

This settlement concludes both the proceedings initiated by the Company, as well as counter proceedings initiated by the former directors in which they claimed, somewhat surprisingly to the Board, entitlement to practically the same documents as the Company had sought from them in its proceedings.

The question arose during the Consultation Meeting as to what other legal proceedings the Company is subject to or to which it is a party. It was noted that the Company had received court papers relating to a German action during the course of the meeting. All (other) court proceedings had been terminated or would be terminated on the basis of the settlements mentioned in this memorandum.

UPDATE ON THE CURRENT POSITION OF THE COMPANY

Current status of administrative affairs

The Company has spent significant time and money pursuing the recovery of its administration. Given the information now gathered, the Company is able to begin to compile a reasonable picture of the financial position and the rights and obligations of the Company. Following the appointment of EY today, the 2014 accounts will be finalised and the interim accounts as published by the former directors can hopefully be verified. The matter of what impairments may be needed may not, however, be quite so readily determined.

The former directors have declared before the court not to possess certain documents requested by the Board that would shed further light and/or that such documentation does not exist. Furthermore, the former board members were not (yet) prepared to provide the requested information regarding the Quivest claims and debts on the basis of strategic considerations.

The Board emphasises that there is still insufficient clarity on several major issues. For example, several invoices and claims (including the claim previously mentioned from Quivest B.V. of EUR 816,000) cannot be verified due to the apparent lack of any support for it.

The same applies to the rationale behind the choice to invest a substantial part of the proceeds from the Fleischhauer transaction in Your Drinks.

Fleischhauer was a profitable company, worth apparently approximately EUR 21 million. The Board has found no reason to doubt the purchase price for this transaction. The Board does, however, have some misgivings about the manner in which the proceeds were spent. Given the questions the Board has received regarding the distribution of these proceeds, the Board will elaborate further on their findings in this respect.

Distribution of proceeds of Fleischhauer

Of the total purchase price from the sale of Fleischhauer, approximately 60.3 % was due to the Company's subsidiary, Algo Vision, and 35.5 % was due to the Company. Under the terms of the sale and purchase agreement ("SPA"), 25% of the total purchase price of EUR 21 million, being approximately EUR 5.2 million, was placed in escrow. The remainder was to be distributed by Algo Vision to all the sellers. Of this remainder, Algo Vision was therefore to receive EUR 9.5 million, and the Company was to receive EUR 5.6 million. The SPA stipulated that as Fleischhauer had a claim against the Company of EUR 2.2 million, this amount was set off against the amount due to the Company.

Not taking into account the amount in Escrow, the Company and Algo Vision were therefore together still to receive an amount of EUR 12.9 million. As a result of the sale by the Company of shares in Your Drinks, the Company received just over EUR 1 million. The combined bank accounts of the Company and Algo Vision therefore received a total of approximately EUR 14 million.

The Board has discovered that these proceeds were distributed by Algo Vision and the Company together as follows:

- EUR 3.7 million was set aside to pay an interim dividend
- EUR 1.1 million was spent on Fleischhauer transactional fees (costs of the advisors such as IKB, Ventegis and Taylor Wessing Munich)
- EUR 1 million was paid to the former directors in the form of management fees, success fees, termination fees and invoices from their management companies.
- EUR 0.5 million was spent on miscellaneous invoices
- EUR 7.5 million was invested in Your Drinks through a loan and royalty agreements. This brings to approximately EUR 12 million the amount directly or indirectly invested by the Company in Your Drinks.

This means that more than half of the amounts received were invested in start-up company Your Drinks, in which the Company had already heavily invested. The funds were invested through subordinated loans and royalty agreements, both by Algo Vision and by the Company, with no form of security established to safeguard (re)payment. According to the former directors, this was done in order to prevent the start up from having to declare insolvency pursuant to German law, underlining – to the opinion of the Board - the risk of the investment.

As stated, the Board has found no risk analysis or financial documentation, which would ordinarily have been present for an investment of this size, especially if a start-up is concerned and especially if there are ties between the board members of the Company and that company, as there are.

As such there is insufficient underlying documentation to demonstrate the rationale for these investments and loans and why it was in the interests of the Company to enter into them. Seemingly contrary to the investments made, is the previously mentioned sale by the Company of shares in Your Drinks to a third party, explained as being with the aim of bringing the share percentage down to under 35%.

The Board notes that interest payments on the loan are currently being paid by Your Drinks.

The Board will continue to investigate these matters with a view to being satisfied that the investments in Your Drinks are indeed sound or, should the investigation indicate differently, then to investigate the steps to be taken.

Questions were raised during the Consultation Meeting concerning the EUR 12 million investment made by the Company (and its subsidiaries) in Your Drinks and the seemingly unsecured and subordinated basis on which that investment was made. As stated, the Board has found no risk analysis or financial documentation. As such, the Board has little visibility of the manner in which Your Drinks is being operated and its prospects, and these matters impact on the ability of the Board to determine the immediate business plan of the Company.

The Board noted during the Consultation Meeting that in the forthcoming period, the Board intends to focus on the management of the investment in Your Drinks. One of its main priorities will therefore be the investigation of the financial position of Your Drinks, its growth potential and the Company's chances of recovery.

The Board stated that it had attempted to engage and was still in the process of engaging with Your Drinks. It was noted that two members of the Supervisory Board of Your Drinks were present at the consultation meeting, Mr Haag and Mr Verhoef, in each case former directors of the Company, and they were invited to explain various of the terms of the arrangements with Your Drinks to the meeting and to respond to questions. Both former directors chose not to respond or to provide any explanation. Mr Haag noted that the fact that Your Drinks was listed prevented him from providing any information, referring to a forthcoming shareholders meeting.

Mr Haag and Mr Verhoef were then invited to attend a short meeting with the Board to discuss arrangements between the two companies, but each declined to engage in any such meeting.

Current cash position

For the information of shareholders, the cash position as at 31 December, 2014 was a little more than EUR 3 million, however that is subject to significant obligations both known of, believed to exist and claims that may be made. It is difficult currently to estimate pre-tax profits for the financial year ended 31 December, 2014 as a result of the problems explained with the financial administrative affairs of the Company and certain potential impairments including as a result of the bankruptcy of Quivest B.V., but these matters will be discussed with EY.

As mentioned in the announcement dated 22 January, 2015, Quivest B.V. was seemingly indebted to the Company in the sum of EUR 1.8 million. The Board has persistently sought payment since September 2014. It was clear to the Board, however, that the Company could not expect payment voluntarily to be made by Quivest B.V. As a result of an application to the Dutch district court, Quivest B.V. was declared bankrupt on 20 January 2015. The Board does not currently know whether the Company will be able to recover this sum from Quivest B.V. or what the consequences of the bankruptcy may be on those prospects, but will bring further information to the attention of shareholders when appropriate in due course. The Company's claim against Quivest B.V. will be submitted in the bankruptcy and the Company will consult with the bankruptcy trustee regarding the way forward.

The Board was asked during the Consultation Meeting about the level of expenditure on legal and other professional fees. The Board's response was that it would not give a running commentary on such matters and appropriate information would be contained in the statutory accounts, but that the Board understood the need to be suitably prudent in controlling the level of such expenditure, to which it pays close attention.

No indications of shareholders acting in concert

Questions were raised during the Consultation Meeting as to whether Mercurius and Value8, two significant shareholders in the Company, were acting in concert. Whilst the Company had not, since the date Value8 acquired shares in the Company from Mercurius, received notice that those parties are acting in concert for the purposes of the UK Takeover Code, it was noted that at the time of the UK Takeover Panel approving the sale of shares from Mercurius to Value8, consultations had taken place between the Takeover Panel and the Company, Value8 and Mercurius to determine the nature and extent of all personal and business relationships between relevant persons, and the transfer of shares was approved without any ruling from the UK Takeover Panel that Mercurius and Value8 were or were

to be deemed as acting in concert. OIM is currently not aware of any indications that shareholders are acting in concert and notes that shareholders are free to contact the Takeover Panel and/or the Company should they believe or have information to the contrary.

Mr Zwart stated that he had at one time held office on the supervisory board of a stock listed company of which Value8 had been a shareholder. He noted that his position as supervisory director ended approximately two years ago.

Corporate governance

A series of questions were asked during the Consultation Meeting about the Company's corporate governance and compliance with the UK Corporate Governance Code ("Code"). These related to such matters as the appointment of committees of the Board, the remuneration of the Board, and the availability of the accounts for the 6 months ended 30 June 2014.

The response of the Board is that whilst the Company believes it has acted in accordance with the Code, the Code operates on a comply or explain basis, and consequently should the Board believe that the Company has not been managed in accordance with the Code it will report so in the annual report of the Company.

It was confirmed that an audit committee and remuneration committee have been appointed.

In respect of the remuneration of the Board, the Board notes that there are now two non-executives and one executive director as befits a company of this size and the work required of the Board, whereas the former board consisted of a larger number of executive and non-executive directors. The remuneration of current directors does not exceed the aggregate remuneration paid to the former directors of the Company. For example, Mr. Ritskes, the former CEO, received an annual fee of EUR 300,000 pursuant to an appointment letter dated 28 December, 2012, which is a monthly fee of EUR 25,000. Mr. Zwart, the present CEO, receives exactly the same amount. Furthermore, the individual members of the (current) Board are entitled only to payment of cash remuneration and have not been awarded options or given other benefits or emoluments.

The service agreement of Mr Zwart and the letters of appointment of each of the other directors are available for inspection by shareholders at the address of the Company Secretary and should any shareholder wish to inspect those the necessary arrangements will be made. The Board states that Mr. Zwart acted as Non-Executive Director from 10 June, 2014 until 28 July, 2014, on which date he was appointed by the Board as Executive Director and CEO (paragraph 5.3 of his appointment letter).

In respect of the interim accounts for the 6 months to 30 June, 2014, the Board stated that these appear to have been filed at Companies House by the former directors on 24 July, 2014, although this was not done through the Company Secretary. As stated, the current Board was not informed about or involved in the preparation of the interim accounts or their publication, and was not party to their approval, despite the prior appointments of the current Board. In view of the incomplete administration, the current Board has to date not been able to validate and verify the interim accounts. Following the appointment of EY today, the interim accounts as published by the former directors can hopefully be verified.

The question was raised during the Consultation Meeting as to whether DWF LLP acting for the Company represented a conflict of interest, in circumstances where DWF had previously acted (but is no longer acting) for Mercurius, the largest single shareholder in the Company. DWF LLP has previously (prior to accepting instructions from the Company) considered the matter carefully and advised the Board that there is neither a present conflict of interest nor is it reasonably foreseeable that a conflict of interest will arise. DWF LLP have stated that should the legal representative of a shareholder wish to raise any technical point on this a matter, they are willing with the Board's agreement to discuss it with such legal representative.

III. PROSPECTS FOR PAYMENT OF AN INTERIM DIVIDEND

The Board wishes to announce the payment of an interim dividend. This amount will be substantially lower than originally announced. The Board must take into account at least the following factors when establishing what funds are prudently available for dividend payments: (i) the potentially substantial tax claim in connection with the Fleischhauer transaction, the figure for which is not presently known, (ii) the running costs of the Company and its subsidiaries until at least the first release from the escrow account (including: legal fees, management fees, cost of subsidiaries, accountant's fees and so forth), (iii) possible impairments in the annual accounts to be discussed with EY.

Taking these circumstances into account, the Board will take the following three steps:

1. Arrange for payment of an interim dividend in the amount of 6 cents per ordinary share. The record date and date for payment will be announced shortly. The Board intends this to be within a few weeks (in February - subject to minimum terms to be observed by law or articles);
2. In about May 2015, following and depending upon the audit review by EY, the Company will make a statement about a possible second interim dividend payment.

3. Establish the amount of interim dividend that the Board considers it prudent and appropriate to pay following each release of the Escrow Account (to the extent due to the Company). In July 2015 50% of the Escrow amount will be released, followed by 25% in January 2016 and another 25% in July 2016.

IV. PROSPECTS FOR THE RESUMPTION IN TRADING IN THE COMPANY SHARES

The Board is striving to recommence the trade in Company shares as soon as possible. The first steps have been taken in this respect: (i) there is more certainty regarding the financials of the Company and therefore (ii) more clarity regarding a decision whether to pay an interim dividend, and (iii) EY has just today been appointed as auditor. Shareholders will be kept informed of developments through announcements.

V. STRATEGY

In the forthcoming period, the Board intends to focus on the following three areas:

- Management of the investment in Your Drinks;
- Review the financial and fiscal position of the Company;
- Establishing, as referred to above, as further funds become available, whether and, if so in what amount, further dividends may be declared or recommended..

If there is sufficient shareholder interest, the Board will consider holding another consultation meeting later this year.

26 January 2015