

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. THIS DOCUMENT CONTAINS PROPOSALS WHICH, IF IMPLEMENTED, WILL RESULT IN THE CANCELLATION OF THE ADMISSION TO TRADING OF SCHEME SHARES ON AIM. It should be read in conjunction with the accompanying scheme document dated 14 September 2011 (the “Scheme Document”). If you are in any doubt as to the action you should take, you are recommended to seek your own personal independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised pursuant to the Financial Services and Markets Act 2000, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

All words and expressions defined in Part VII (Definitions) of the Scheme Document have the same meanings in this Form of Election. The conditions to the implementation of the Scheme, as set out in Part III (Conditions and Further Terms of the Scheme) to the Scheme Document, are deemed to be incorporated herein.

If you have sold or otherwise transferred all of your Scheme Shares, please forward the accompanying Scheme Document and the Forms of Proxy but not this personalised Form of Election, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of Scheme Shares, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

A Restricted Overseas Shareholder will be deemed to have elected for the Cash Alternative in respect of all his Scheme Shares even if he does not complete a Form of Election (if he holds his Scheme Shares in certificated form) or he does not use a TTE instruction (if he holds his Scheme Shares in uncertificated form). Neither Astaire nor Evolve nor any of their directors will be liable to any Scheme Shareholder for an Overseas Shareholder being deemed to have elected for the Cash Alternative.

FORM OF ELECTION FOR THE CASH ALTERNATIVE

for use by Scheme Shareholders in connection with the

SCHEME OF ARRANGEMENT

(under Part 26 of the Companies Act 2006)

between

ASTAIRE GROUP PLC

and

THE SCHEME SHAREHOLDERS

ACTION TO BE TAKEN

Before completing this Form of Election, please read carefully the notes and instructions set out below and the section headed “Action to be taken” on pages 8 to 11 of the Scheme Document.

If the Scheme becomes effective and you take no action, you will receive under the terms of the Offer:

for every 5 Scheme Shares 7 New Evolve Shares

Under the Cash Alternative, each Scheme Shareholder may elect, in respect of all or some of his Scheme Shares, to receive the Cash Consideration in lieu of New Evolve Shares to which he would otherwise be entitled in respect of such Scheme Shares under the terms of the Cash Offer on the following basis:

for each Scheme Share 2 pence in cash

A Restricted Overseas Shareholder will be deemed to have elected for the Cash Alternative in respect of all his Scheme Shares even if he does not complete a Form of Election (if he holds his Scheme Shares in certificated form) or he does not use a TTE instruction (if he holds his Scheme Shares in uncertificated form). Neither Astaire nor Evolve nor any of their directors will be liable to any Scheme Shareholder for an Overseas Shareholder being deemed to have elected for the Cash Alternative.

IF YOU WISH ONLY TO RECEIVE THE NEW EVOLVE SHARES TO WHICH YOU ARE ENTITLED UNDER THE SCHEME, THEN YOU SHOULD NOT COMPLETE OR RETURN THIS FORM OF ELECTION.

If you wish to participate in the Cash Alternative and elect, in respect of some or all of your Scheme Shares to receive the Cash Consideration in lieu of the New Evolve Shares to which you would otherwise be entitled in respect of such Scheme Shares under the Scheme, and:

- (i) some or all of your Scheme Shares are in certificated form (that is, you have a share certificate in respect of your Scheme Shares and they are not held in CREST) you should complete and return this Form of Election in respect of your Scheme Shares that are in certificated form and comply with all the instructions set out herein; and
- (ii) some or all of your Scheme Shares are in uncertificated form (that is, in CREST), you must NOT complete this Form of Election in respect of your Scheme Shares that are in uncertificated form but must instead take the action set out in the section headed “Action to be taken” on pages 8 to 11 of the Scheme Document in respect of your Scheme Shares that are in uncertificated form.

Elections in respect of Scheme Shares in certificated form will not be valid unless this Form of Election is in all respects correctly completed and executed and is duly received by Astaire's Registrars, Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (who may be contacted on 0871 664 0321 or, from outside the UK, +44 20 8639 3399) by 3.00 p.m. on 5 October 2011. Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus service providers network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. A reply-paid envelope for use in the UK is enclosed for this purpose. Your election is irrevocable once it has been made. No acknowledgement of receipt of documents will be given.

Save those Scheme Shareholders who are deemed to be Restricted Overseas Shareholders, persons who make invalid elections in respect of the Cash Alternative will receive New Evolve Shares to which they are entitled under the Scheme as if they had NOT made any election for the Cash Alternative.

A Restricted Overseas Shareholder will be deemed to have elected for the Cash Alternative in respect of all his Scheme Shares even if he does not complete a Form of Election (if he holds his Scheme Shares in certificated form) or he does not send a TTE instruction (if he holds his Scheme Shares in uncertificated form). Neither Astaire nor Evolve nor any of their directors will be liable to any Scheme Shareholder for an Overseas Shareholder being deemed to have elected for the Cash Alternative.

INSTRUCTIONS

INTRODUCTION

If you wish only to receive the New Evolve Shares to which you are entitled under the Scheme, then you should NOT complete or return this Form of Election.

If you wish to participate in the Cash Alternative and elect, in respect of some or all of your Scheme Shares, to receive the Cash Consideration in lieu of New Evolve Shares to which you would otherwise be entitled in respect of such Scheme Shares under the Scheme and:

- (i) some or all of your Scheme Shares are in certificated form (that is, you have a physical share certificate in respect of your Scheme Shares and they are not held in CREST) you should complete and return this Form of Election in respect of your Scheme Shares that are in certificated form and comply with all the instructions set out below; and
- (ii) some or all of your Scheme Shares are in uncertificated form (that is, in CREST), you must NOT complete this Form of Election in respect of your Scheme Shares that are in uncertificated form but must instead take (or procure to be taken) the actions set out below to transfer the Scheme Shares in respect of which you wish to make an election to the escrow agent, using a TTE instruction specifying Capita Registrars (in its capacity as Receiving Agent under the participant ID RA10) as the escrow agent, as soon as possible and in any event so that the TTE instruction settles no later than 3.00 p.m. on 5 October 2011 or such later time (if any) to which the right to make an election under the Cash Alternative may be extended in respect of your Scheme Shares that are in uncertificated form.

For your election in respect of Scheme Shares that are in certificated form to be valid, this Form of Election must be completed and executed by you in accordance with these instructions and received by the Company's Registrars, Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible but in any event so as to arrive no later than 3.00 p.m. on 5 October 2011. A reply-paid envelope for use in the UK is enclosed for this purpose.

In the event that you complete your election incorrectly or in a contradictory manner, the whole or any part of any election may, in the absolute discretion of Astaire, be treated as invalid and of no effect. If your election for the Cash Alternative is treated as invalid, upon the Scheme becoming effective, you will only be entitled to, and will only receive, the New Evolve Shares to which you are entitled under the Scheme as if you had NOT made any election for the Cash Alternative. An election will only be accepted under the Cash Alternative in respect of a whole number of Scheme Shares. Any election which is made under the Cash Alternative in respect of a number of Scheme Shares which is not a whole number shall be deemed to be made in respect of the nearest whole number of Scheme Shares rounded down

In order to elect for the Cash Alternative in respect of Scheme Shares held in certificated form, you must fill in Box B and sign Box E, in each case overleaf.

If you use this Form of Election to make an election in respect of Scheme Shares held in certificated form, you should also add a daytime telephone number to Box A1, complete Box D if there are no details in Box A or they are incorrect and complete Box D if you wish any documents or entitlement relating to your election to be sent to an address different from that shown in Box A.

YOUR ELECTION FOR THE CASH ALTERNATIVE WILL BE IRREVOCABLE ONCE MADE

If you have more than one holding of Scheme Shares, by virtue of multiple entries on the register of members, or have different portions of your holding recorded in the register of members of Astaire by reference to separate account designations, and you wish to elect for the Cash Alternative in respect of one or more of these holdings/account designations, you must complete a separate Form of Election for each holding/account designation in respect of which you wish to elect for the Cash Alternative (whether in respect of the entire holding/account designation or just part). You can obtain further Forms of Election by contacting Astaire's Registrars at the address and/or telephone number given at the top of this page.

ELECTION FOR THE CASH ALTERNATIVE

A

Please tick this box if your details shown in Box A have changed or are incomplete and update in Box D below: **A1**

Please enter here a daytime telephone number (including STD Code) where you can be contacted in the event of any query arising from completion of this Form of Election.

For information purposes only. Number of Astaire Shares held by you in certificated form as at 12 September 2011.

B

CASH ALTERNATIVE

Please enter in Box B the number of Scheme Shares held by you in certificated form in respect of which you wish to elect for the Cash Alternative in lieu of Cash Consideration to which you would otherwise be entitled in respect of such Scheme Shares upon the Scheme becoming effective or enter "ALL" if you wish to participate in the Cash Alternative in respect of all of the Scheme Shares you hold in certificated form at the Scheme Record Time. If the number inserted is greater than your registered holding of Scheme Shares in certificated form at the Scheme Record Time, you will be deemed to have made an election for the Cash Alternative in respect of ALL your Scheme Shares in certificated form.

**Box B
Election**

By completing Box B, you will be deemed to have elected for the Cash Alternative in respect of some or all of the Scheme Shares you hold in certificated form.

C

YOUR DECLARATION IN RESPECT OF THE CASH ALTERNATIVE

By filling in Box B and returning this Form of Election – executed and dated below – I hereby declare and warrant that:

1. I wish to receive the Cash Consideration in respect of the number of my Scheme Shares held in certificated form specified in Box B in accordance with the terms of the Cash Alternative in lieu of the relevant number of New Evolve Shares to which I would otherwise be entitled in respect of such number of Scheme Shares; and
2. I have read and understood the Scheme Document and I agree to be bound by the terms of the Cash Alternative set out therein.

D

(see notes on page 4)

Address to which any entitlement to the Cash Consideration and/or other documents relating to the Cash Alternative is/are to be sent if not that of the first-named registered holder above:

E

SIGNATURE BY INDIVIDUAL SHAREHOLDERS: IN THE CASE OF JOINT HOLDERS ALL MUST SIGN

If you are an individual/joint individual shareholder(s), your signature will need to be witnessed.

Signature of Shareholder(s)	Date	Name of Witness	Signature of Witness	Date
1.
2.
3.
4.

EXECUTION BY A COMPANY: Executed as a deed under the common seal of the company named above in the presence of/executed as a deed on behalf of the company named above by:



Signature: Name of Director:

Name of Director/Secretary/Witness*

Signature:

Witness address (if required)

*Delete as appropriate

NOTES REGARDING THE COMPLETION AND LODGING OF THIS FORM

In order to be effective, this Form of Election must, except as mentioned below:

- (i) in the case of an individual, be signed as a deed either personally by the registered holder (or, in the case of a joint holding, by ALL the registered holders) or under a power of attorney, and in each case each signature must be witnessed. If this Form of Election is signed under a power of attorney, the power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971) must be lodged with this Form of Election for noting; or
- (ii) in the case of a company incorporated in England, Wales, Scotland or Northern Ireland, be executed under seal (in accordance with its Articles of Association or other regulations), or by two directors or a director and the company secretary or by one director whose signature must be witnessed, signing this Form of Election and inserting the name of the company alongside their signatures. Each such person signing this Form of Election should state the office which he/she holds; or
- (iii) in the case of a non-UK company, be executed in accordance with the laws of the territory in which it is incorporated. No other signatures are acceptable.

In order to avoid delay and inconvenience to yourself, the following points may assist you:

1. **Unless you are signing on behalf of a Company (other than as a sole signatory), your signature must be witnessed**
You must have your signature witnessed, otherwise your election may be invalid. You should have your signature witnessed by a person who is over the age of 18. The witness should NOT, however, be another signatory to this Form of Election.
2. **If you have sold (or otherwise transferred) all or some of your Scheme Shares**
If you have sold or transferred all of your holding of Scheme Shares, you should, as soon as possible, send the Scheme Document and the accompanying Forms of Proxy (but not this personalised Form of Election) to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or transferred part of your holding of Scheme Shares, please consult the bank, stockholder or other agent through whom the sale or transfer was effected. However, please note the comments on page 1 of this Form of Election concerning Restricted Overseas Jurisdictions.
3. **If a holder is away from home (e.g. abroad or on holiday)**
Subject to the instructions concerning Restricted Overseas Jurisdictions mentioned in note 2 above, send this Form of Election by the quickest means (e.g. courier, airmail) to the holder for execution or, if he has executed a power of attorney, have this Form of Election signed by the attorney. In the latter case, the power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971) must be lodged with this Form of Election for noting. No other signatures are acceptable.
4. **If the sole holder has died**
If probate etc. has been registered with Astaire, this Form of Election must be signed by the personal representative(s) of the deceased holder and lodged with Astaire's Registrars, Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, at the address on page 2 of this Form of Election. If probate etc. has not been registered with Astaire, the personal representative(s) or the prospective personal representative(s) should sign this Form of Election and forward it with the share certificate(s) and/or other documents of title, the death certificate, grant of probate, letters of administration or certificate of confirmation in respect of the deceased holder, to Astaire's Registrars. These documents will be returned as directed. The grant of probate, letters of administration or certificate of confirmation must be lodged with Astaire's Registrars at the address on page 2 of this Form of Election before the consideration due under the Scheme can be forwarded to the personal representative(s).
5. **If one of the holders in a joint account has died**
This Form of Election must be signed by all surviving holders and lodged with Astaire's Registrars at the address on page 2 of this Form of Election, accompanied by the death certificate, grant of probate, letters of administration or certificate of confirmation in respect of the deceased holder. These documents will be returned as directed.
6. **Change of address for the purposes of settlement**
If you complete Box D with an address which differs from your address as it appears in the register of Astaire and which has been printed in Box A, you will be deemed to have notified Astaire of a change of address.
7. **If your name or other particulars are shown incorrectly on the share certificate, e.g.**
 - (a) Name on the certificate:John Smith
Correct name:James John Smith
Complete this Form of Election with the correct name and lodge it accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate and the person who signed this form are one and the same.
 - (b) Incorrect address: Write the correct address in Box D on this form.
 - (c) Change of name: If you have changed your name, lodge your marriage certificate or the deed poll with this form for noting.