

The Directors
Evolve Capital plc
223A Kensington High Street
London W8 6SG

13 September 2011

Dear Sirs,

EVOLVE CAPITAL PLC
("Evolve" or the "Company")

**RECOMMENDED SCHEME OF ARRANGEMENT TO CANCEL THE ASTAIRE SHARES NOT HELD BY
EVOLVE IN EXCHANGE FOR EITHER CASH OR NEW EVOLVE SHARES**

We refer to the document to be published on 14 September 2011 containing details of a proposed scheme of arrangement whereby all the ordinary shares held in Astaire Group plc (other than those held by Evolve) are to be cancelled and the holders will receive either new ordinary shares in Evolve or cash (the "**Scheme Document**").

We confirm that we have given and have not withdrawn our written consent to the publication of the Scheme Document with references to our name in the form and context in which they appear.

Yours faithfully,



Nick Naylor
Chief Executive