

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000, as amended, and who specialises in advising on the acquisition of shares and other securities in the UK.

If you have sold or transferred all of your Ordinary Shares in TSE Group plc, (the "Company") please send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected, for transmission to the purchaser or transferee. If you have sold part only of your holding of Ordinary Shares in the Company, you should retain these documents.

The Directors and the Proposed Director, whose names appear on page 6 of this document, accept responsibility, individually and collectively, for the information contained in this document. To the best of the knowledge and belief of the Directors and the Proposed Director (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman which is set out on pages 6 to 9 of this document and which recommends that you vote in favour of the resolutions (as the Board intend to do) to be proposed at the General Meeting referred to below.

Application will be made for the Placing Shares and the Deferred Consideration Shares to be admitted to trading on AIM. It is expected that admission will become effective and that dealings in the Placing Shares will commence on 20 December 2010.

TSE Group plc

To be renamed

Porta Communications plc

(Registered in England and Wales with registered number 05353387)

Refocus of Strategy

Board Changes

Placing of 2,750,000,000 new Ordinary Shares at 0.1p per share

Amendment to the Articles of Association

and

Notice of General Meeting

Nominated Adviser:

Zeus Capital Limited

Notice convening a General Meeting of the Company to be held at 4 Park Place, London SW1A 1LP on 17 December 2010 at 10.00 a.m. is set out at the end of this document. Shareholders will find enclosed with this document a Form of Proxy for use in connection with the General Meeting. To be valid, the Form of Proxy must be signed and returned in accordance with the instructions printed thereon so as to be received by SLC Registrars Limited, Thames House, Portsmouth Road, Esher, Surrey KT10 9AD as soon as possible but in any event by not later than 48 hours before the time and date of the General Meeting. Completion and posting of the Form of Proxy does not prevent a Shareholder from attending and voting in person at the General Meeting. Further details of the action you should take are set out in the paragraph headed "Action to be taken by Shareholders" in the letter from the Chairman which is set out on pages 6 to 9 of this document.

Zeus Capital Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting as nominated adviser to TSE Group plc and is acting for no-one else in connection with the Proposals and will not be responsible to anyone other than TSE Group plc for providing the protections afforded to clients of Zeus Capital Limited nor for providing advice in connection with the Proposals or any other matter referred to herein. Zeus Capital Limited has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Zeus Capital Limited for the accuracy of any information or opinions contained in this document or for the omission of any information.

FORWARD-LOOKING STATEMENTS

Certain statements contained herein constitute forward-looking statements. The forward-looking statements contained herein include statements about the expected effects of the Proposals, the expected timing and scope of the Proposals and other statements other than in relation to historical facts. Forward-looking statements including, without limitation, statements typically containing words such as “intends”, “anticipates”, “targets”, “estimates”, “believes”, “should”, “plans”, “will”, “expects” and similar expressions or statements that are not historical facts are intended to identify those expressions or statements as forward-looking statements. The statements are based on the current expectations of TSE Group plc and are naturally subject to uncertainty and changes in circumstances. By their nature, forward-looking statements involve risk and uncertainty and the factors described in the context of such forward-looking statements in this document could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. There are also a number of other factors that could cause actual results or developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, the satisfaction or waiver of the conditions to the Placing, local and global political and economic conditions, foreign exchange rate fluctuations and interest rate fluctuations (including those from any potential credit rating decline) and legal or regulatory developments and changes. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements.

Neither TSE Group plc nor Zeus Capital Limited nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied by any forward-looking statements contained herein will actually occur. Other than in accordance with their legal or regulatory obligations (including under the AIM Rules), neither TSE Group plc nor Zeus Capital Limited is under any obligation, and each of them expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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KEY STATISTICS

Existing Issued Share Capital

Current number of Ordinary Shares in issue	809,600,000
Current number of deferred shares of 0.9p each in issue	72,000,000
Deferred Consideration Shares (to be allotted)	16,000,000

Placing

Number of Placing Shares	2,750,000,000
Gross proceeds of the Placing	£2.75 million

Enlarged Issued Share Capital

Number of Ordinary Shares in issue immediately following Admission*	3,575,600,000
Number of deferred shares of 0.9p each in issue immediately following Admission	72,000,000
Market capitalisation of the Group at the Placing Price immediately following Admission*	£3.57 million

*This does not include 150 million Ordinary Shares to be issued to David Wright in lieu of fees under the terms of a consultancy agreement referred to in the Chairman's Letter.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>2010</i>
Dispatch of this document	23 November
Latest date and time for receipt of Forms of Proxy	10.00 a.m. on 15 December
General Meeting	10.00 a.m. on 17 December
Change of Name becoming effective	Close of business on 20 December
Admission and commencement of dealings in the Placing Shares	8.00 a.m. on 20 December

Notes:

1. References to time in this document are to London time.
2. If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by an announcement on a Registered Information Service.
3. All events in the above timetable following the General Meeting are conditional upon approval by Shareholders of the Resolutions to be proposed at the General Meeting.

DEFINITIONS

“Act”	the Companies Act 2006;
“Admission”	the admission of the Placing Shares and Deferred Consideration Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“AIM”	a market operated by London Stock Exchange plc;
“AIM Rules”	the AIM Rules for Companies published by London Stock Exchange plc from time to time (including, without limitation, any guidance notes or statements of practice) which govern the rules and responsibilities of companies whose shares are admitted to trading on AIM;
“Articles”	the Articles of Association of the Company;
“Board” or “Directors”	the board of directors of the Company at the date of this document and whose names are set out on page 6 of this document;
“Change of Name”	the proposed change of name of the Company to Porta Communications plc, further details of which are set out in paragraph 4 on page 8 of this document;
“Company” or “TSE”	TSE Group plc;
“Deferred Consideration Shares”	the 8 million Ordinary Shares to be issued to each of Robin Courage and Lars Haue-Pedersen, being the final tranche of Ordinary Shares to be issued under the agreement dated 20 August 2007 relating to the acquisition of TSE Consulting;
“Enlarged Issued Share Capital”	the entire issued share capital of the Company as enlarged by the issue of the Placing Shares and the Deferred Consideration Shares;
“Existing Issued Ordinary Shares”	the 809,600,000 Ordinary Shares in issue at the date of this document;
“General Meeting”	the general meeting of the Company, convened for 10.00 a.m. on 17 December 2010, and any adjournment thereof, notice of which is set out at the end of this document, which will consider the Resolutions;
“FSA”	the Financial Services Authority;
“Form of Proxy”	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting;
“Group”	TSE and its subsidiary, TSE Consulting SA;
“London Stock Exchange”	London Stock Exchange plc;
“Ordinary Shares”	ordinary shares of 0.1p each in the capital of the Company;
“Placing”	the conditional placing of the Placing Shares by the Company, as described in this document;
“Placing Price”	0.1p per Placing Share;

“Placing Shares”	2,750,000,000 Ordinary Shares to be issued pursuant to the Placing;
“Proposals”	the Refocus of Strategy, changes to the Board, Placing, Change of Name, amendment of the Articles and Notice of General Meeting;
“Proposed Director”	David Ernest Wright;
“Refocus of Strategy”	the proposed refocus of the Company’s strategy to one of building an international communications and marketing business;
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the notice convening the General Meeting;
“RIS”	Regulatory Information Service;
“Shareholders”	the holder of Ordinary Shares;
“TSE Consulting”	TSE Consulting SA, the Company’s Swiss based subsidiary;
“UK”	the United Kingdom of Great Britain and Northern Ireland; and
“Zeus Capital”	Zeus Capital Limited, a company registered in England and Wales with registered no. 04417845.

PART I

LETTER FROM THE CHAIRMAN

TSE Group plc

(Registered in England and Wales with registered number 05353387)

Directors:

Adam Reynolds (*Executive Chairman*)
Robin Courage (*Chief Executive Officer*)
Paul Foulger (*Finance Director*)
Brian Blasdale (*Non-Executive Director*)

Registered Office:

14 Kinnerton Place South
London
SW1X 8EH

Proposed Director:

David Wright

23 November 2010

To the holders of Ordinary Shares

Dear Sir/Madam,

**Change of name to Porta Communications plc, Refocus of Strategy, Board Changes,
Amendment to the Articles of Association
Placing of 2,750,000,000 New Ordinary Shares at 0.1p per share and Notice of General Meeting**

1. Introduction

On 29 September 2010, the Board announced that it was reviewing the trading position of the Company and reiterated that it was continuing to talk to a number of sports related businesses which might acquire or merge with TSE Consulting SA, its sole trading subsidiary.

As a result of this review the Board, earlier today, announced a refocusing of the Company's strategy from that of an international sports consultancy business, to one of building an international communications and marketing business and the proposed appointment of David Wright as Chief Executive Officer, upon Admission.

Further, the Board announced a placing to raise approximately £2.75 million, before expenses, by means of the issue of 2,750,000,000 Ordinary Shares at 0.1p per share. The net proceeds of the Placing will be used to facilitate the Company's proposed refocus of strategy and for working capital.

The Board also announced that it is still in discussions to dispose of the entire issued share capital of TSE Consulting SA, its sole trading subsidiary, and will keep Shareholders notified of discussions. Under the AIM Rules, the proposed disposal of TSE Consulting SA would represent a fundamental change to the business of the Company and would be subject to the prior approval of Shareholders. However, there is no guarantee that such discussions will lead to a sale.

To reflect this refocus in strategy the Board are also proposing to change the Company's name to Porta Communications plc.

As announced earlier Lars Haue-Pedersen resigned from the Board on 22 November 2010 but remains as managing director of TSE Consulting and upon Admission, Robin Courage will retire as a Director.

The purpose of this document is to provide you with information on the Proposals, to explain why your Board believes that the Proposals are in the best interest of the Company and its Shareholders, to seek your approval of the Proposals at the General Meeting and to recommend (other than Adam Reynolds, Paul Foulger and Brian Blasdale in respect of the Placing due to their participation in the Placing) that Shareholders vote in favour of the Resolutions (as your Board intends to do) which are necessary to approve and implement the Proposals.

2. Refocus of Strategy

The Directors and Proposed Director believe that there is an opportunity, by using the expertise and contact base of David Wright and the other Directors, to build an international communications and marketing business where there is clear synergy between the services offered, with the objective of maximising Shareholder value.

David Wright was the founder of Citigate, one of the leading public relations companies within the UK, and in 1997 reversed Citigate into Incepta Plc, becoming Chief Executive and subsequently Chairman. In 2005, Incepta Plc merged with Huntsworth Plc, creating a group with an aggregated market capitalisation of £195m.

The Company will act as a holding company with individual divisions within which it is intended that the following services will be provided: public relations (initially financial, corporate and public affairs); advertising and related services (including media buying and media bartering); and market research.

It is proposed that this will be undertaken through the recruitment of:

- (a) a team of proven, key public relations executives from within the industry (who are committed to the Board's and Proposed Director's vision) over the next 6 to 12 months;
- (b) key executives to build the advertising and market research divisions following the initial move into public relations; and
- (c) an acquisition programme focussed on companies where there is clear synergy and a shared energy to build a fast growing international group.

3. Board Changes and Appointment of Consultant

Board Changes

Upon Admission, David Wright will join the Board of TSE Group plc as Chief Executive Officer. At the same time Robin Courage will retire from the Board. As announced earlier, Lars Haue-Pedersen resign from the Board on 22 November 2010, but remains as managing director of TSE Consulting SA.

David Wright

David's service agreement with the Company is conditional upon Admission and is terminable on 12 months' notice by either party. David will be appointed Chief Executive Officer and will receive an annual salary of £100,000 and will be entitled to an annual performance-related discretionary bonus to be determined by the remuneration committee. Separately, David will also be issued with 150,000,000 Ordinary shares in settlement of fees due under a consultancy agreement, shortly after Admission, at the Placing Price. These Ordinary Shares will be held in an escrow account and will revert back to the Company if David's service contract is terminated within 24 months of its commencement date.

David began his career as a journalist and left the Financial Times in 1978 to start a new career in Financial Public Relations. He became Chief Executive of Streets Financial Strategy from 1986 to 1988, before establishing Citigate in late 1988. In 1997, Citigate reversed into Incepta Plc and David became Chief Executive of the enlarged group, later becoming Chairman. In October 2003 David left Incepta Plc to become a Non-Executive Director of Bartercard. In March 2005, Incepta Plc was merged with Huntsworth Plc in a transaction worth £195 million, with Incepta shareholders holding approximately 67 per cent. of the enlarged business.

Further details in relation to David Wright, as required by the AIM Rules, are set out below:

David Ernest Wright, aged 66, has held the following directorships within the last five years:

Current

Battersea Ironsides Sports Club Limited
Falcon Sales Limited

Matham Investments Limited

Former

Bartercard Exchange Limited
Platinum Pet Products Limited
Bartercard UK Limited

Universal Storage Logistics Limited
Bartercard Limited
BWP Consultants Limited

David Wright was a Director of Molecob Limited when it was placed into creditors' voluntary liquidation on 8 June 2010.

There are no further disclosures to be made in accordance with schedule 2(g) of the AIM Rules.

Richard Feigen, Consultant

Richard, between 1999 and earlier this year, was the managing director of Seymour Pierce Limited. Under his leadership the company became one of the leading nominated advisors and brokers on AIM. Richard achieved number 1 position in Growth Company Investor Magazine's list of Movers and Shakers in December 2009. He is an experienced corporate financier in the small and mid company market and has advised many media businesses throughout his career. Richard is a partner of Hub Capital Partners Limited, through which he will, in the new year, be advising the Board on identifying and formulating the refocusing of the Company's plans and growth going forward.

4. Change in Name

To reflect the refocus in strategy it is proposed to change the name of the Company to Porta Communications plc following the General Meeting. Following the change of name the Company will issue new share certificates to those Shareholders not holding shares in uncertificated form. Following the issue of the new share certificates, share certificates in respect of existing Ordinary Shares will no longer be valid. Shareholders will still be able to trade in Ordinary Shares during the period between the passing of the Resolutions and the date on which Shareholders receive new share certificates.

5. Placing and use of the Placing proceeds

The Company is proposing to raise approximately £2.75 million, before expenses, through the placing of 2.75 billion Ordinary Shares at the Placing Price. The Placing Shares will represent approximately 77.26 per cent. of the enlarged issued share capital immediately after Admission. The net proceeds of the Placing will be used to fund the refocused strategy of the Company and working capital.

The Company has procured places for the Placing and the Placing has not been underwritten. Zeus Capital will not receive any commissions on the proceeds of the Placing but will receive a corporate finance advisory fee.

At the close of business on 22 November 2010, being the latest practicable date prior to the publication of this document, the middle market price of an Ordinary Share was 0.14p per share.

Although the Placing Price represents a discount of 28.57 per cent. to the middle market price per Ordinary Share the Board, after careful consideration, decided not to offer the Placing to all Shareholders but make it on a non pre-emptive basis. The main reasons were that the time and costs associated with a pre-emptive offer resulting from the introduction of the EU Prospectus Rules (which came into force on 1 July 2005) are considered by the Directors to be excessive. The making of a pre-emptive offer would require the production of a prospectus which would have to comply with the Prospectus Rules and be pre-vetted and approved by the FSA.

Adam Reynolds and Paul Foulger are interested in 58,441,296 Ordinary Shares (representing 1.64 per cent. of the Enlarged Issued Share Capital) and 58,461,295 Ordinary Shares (representing 1.64 per cent. of the Enlarged Issued Share Capital) respectively.

Adam Reynolds and Paul Foulger, both Directors, are also each interested in 50 per cent. of the issued share capital of Wilton International Marketing Limited ("Wilton"). Wilton is subscribing for 200 million Ordinary Shares at the Placing Price. After the Placing, Wilton will be interested in 200 million Ordinary Shares, representing approximately 5.62 per cent. of the Enlarged Issued Share Capital.

Brian Blasdale is subscribing for 50 million Ordinary Shares at the Placing Price. After the Placing he will be interested in 58,333,333 Ordinary Shares representing 1.63 per cent. of the Enlarged Issued Share Capital.

The participation of Adam Reynolds, Paul Foulger and Brian Blasdale in the Placing is deemed under the AIM Rules to constitute a related party transaction. The independent Director of the Company, Robin Courage, considers, having consulted with Zeus Capital, the Company's Nominated Adviser, that the terms of the transaction are fair and reasonable insofar as Shareholders are concerned.

The Placing is conditional on, *inter alia*, Admission of the Placing Shares to trading on AIM. The Placing Shares will, upon allotment, rank *pari passu* in all respects with the Ordinary Shares.

6. Amendment to Articles

The articles refer to the authorised share capital of the Company. Pursuant to the Act, a company is no longer required to have an authorised share capital (i.e. the limit of the number of shares the company can issue) and it is proposed that this limit be removed (as permitted by the Act). The Directors will continue to be limited as to the number of Ordinary Shares they can allot and issue as specific allotment authority is still required and is being sought as set out in sub-paragraphs (ii) and (iii) of paragraph 7 below.

7. General Meeting

Set out at the end of this document is the notice convening the General Meeting which will be held at 10.00 a.m. on 17 December 2010 at 4 Park Place, London SW1A 1LP at which resolutions will be proposed to:

- (i) approve the refocus of strategy;
- (ii) authorise the Directors to allot (or grant rights over) the Placing Shares and up to £500,000 nominal value of Ordinary Shares pursuant to section 551 of the Act;
- (iii) disapply the statutory pre-emption provisions contained in section 561 of the Act to enable the Directors in certain circumstances to allot Ordinary Shares for cash other than pro rata to Shareholders;
- (iv) approve the proposed Change of Name; and
- (v) alter the Articles.

8. Action to be taken by Shareholders

A Form of Proxy for use at the General Meeting accompanies this document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, SLC Registrars Limited, Thames House, Portsmouth Road, Esher, Surrey KT10 9AD as soon as possible, but in any event so as to be received by no later than 10.00 a.m. on 15 December 2010. The completion and return of a Form of Proxy will not preclude a Shareholder from attending the General Meeting and voting in person should he or she so wish.

9. Risk factors

The Board and the Proposed Director will seek to minimise the risks associated with the refocused strategy, however, investors and shareholders should be aware in particular of the potential risk factors set out in Part II of this document.

10. Recommendation

The Directors consider that the Proposals are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors (other than Adam Reynolds, Paul Foulger and Brian Blasdale in respect of Resolutions 2 and 3 due to their participation in the Placing) recommend that Shareholders vote in favour of the Resolutions as the Directors intend to do in respect of their own beneficial holdings of 139,215,924 Ordinary Shares, representing approximately 17.19 per cent. of the Existing Issued Ordinary Shares.

Yours faithfully

Adam Reynolds
Chairman

PART II

RISK FACTORS

Before making any investment decision, prospective investors should carefully consider all the information contained in this document including, in particular, the risk factors described below. Ordinary Shares may not be a suitable investment for all of its recipients. If you are in any doubt about the Ordinary Shares and their suitability for you as an investment, you should consult a person authorised under FSMA who specialises in advising on the acquisition of shares and other securities.

In addition to the usual risks associated with an investment in a company, the Board considers that the factors and risks described below are the most significant in relation to an investment in the Company and should be carefully considered, together with all the information contained in this document, prior to investing in the Ordinary Shares. The list below is not exhaustive, nor is it an explanation of all the risk factors involved in investing in the Company and nor are the risks set out in any order of priority.

It should be noted that the risks described below are not the only risks faced by the Group and there may be additional risks that the Board currently considers not to be material or of which they are currently not aware.

If any of the events described in the following risk factors actually occur, the Group's business, financial condition, results or future operations could be materially affected. In such circumstances, the price of the Ordinary Shares could decline and investors could lose all or part of their investment. The information set out below is not set out in any order of priority. The Group's performance may be affected by changes in legal, regulatory and tax requirements in any of the jurisdictions in which it operates or intends to operate as well as overall global financial conditions.

Strategy

The Board believes there is a strategic opportunity for the Group to build an international communications and marketing business. Although the Board are confident in their stated strategy there is no certainty that this strategy will be successfully implemented by the Group. If the strategy is not successfully implemented this is likely to have a detrimental impact on the trading performance of the Group.

Management of Growth

The ability of the Group to implement its strategy requires effective planning and management control systems. The speed at which the business develops may place a significant strain on the Group's management, operational, financial and personnel resources. Failure to expand and improve operational, financial and management information and quality control systems in line with the Group's growth could have a detrimental impact on the trading performance of the Group. In mitigation the Group has an experienced management team and a clear strategy for the integration and management of the expected business growth.

Attraction and Retention of Key Employees

The Group will depend on the continued service and performance of the proposed new Chief Executive Officer and the Executive Directors and whilst it has entered into or will, prior to Admission, enter into, contractual arrangements with these individuals with the aim of securing the services of each of them, retention of these services cannot be guaranteed. The loss of the services of any of the Chief Executive Officer or other key employees could damage the Group's business. Equally the ability to attract new employees and senior executives with the appropriate expertise and skills cannot be guaranteed. The Group may experience difficulties in hiring appropriate employees and the failure to do so may have a detrimental effect upon the trading performance of the Group.

Competition

The Group will be engaged in business activities where there are a number of competitors. Many of these competitors are larger and have access to greater funds than the Group. However, the Directors believe that there is an opportunity to build a new financial communications and marketing business.

AIM

The Enlarged Issued Share Capital will be admitted to AIM and it is emphasised that no application is being made for admission of any of the Ordinary Shares to the Official List or to any other stock exchange at this time. An investment in shares quoted on AIM may be less liquid and may carry a higher risk than an investment in shares quoted on the Official List. The rules of AIM are less demanding than those of the Official List of the UK Listing Authority. Further, the London Stock Exchange has not itself examined or approved the contents of this document. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser authorised for the purposes of FSMA who specialises in the acquisition of shares and other securities.

Liquidity and Possible Price Volatility

Following Admission, the market price of the Ordinary Shares may be subject to significant fluctuations in response to many factors, including variations in the results of the Group, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, general economic conditions, legislative changes in the Group's sector and other events and factors outside of the Group's control. In addition, stock market prices may be volatile and may go down as well as up. The price at which investors may dispose of their Ordinary Shares in the Group may be influenced by a number of factors, some of which may pertain to the Group and others of which are extraneous. These factors could include the performance of the Group's business, changes in the values of its investments, changes in the amount of distributions or dividends, changes in the Group's operating expenses, variations in and the timing of the recognition of realised and unrealised gains or losses, the degree to which the Group encounters competition, large purchases or sales of Ordinary Shares, liquidity (or absence of liquidity) in the Ordinary Shares, legislative or regulatory or taxation changes and general economic conditions.

The value of the Ordinary Shares will therefore fluctuate and may not reflect their underlying asset value. Investors may realise less than the original amount invested.

Admission should not be taken as implying that there will be a liquid market for the Ordinary Shares. It may be more difficult for an investor to realise an investment in the Group than in a company whose shares are quoted on the Official List. In addition, the market price of the Ordinary Shares may not reflect the underlying value of the Group's net assets.

Future Funding

Whilst the Directors have no current plans for raising additional capital immediately after the issue of the Placing Shares and are of the opinion that, taking into account the proceeds of the Placing, the working capital available to the Group will be sufficient for its present requirements, it is possible that the Company will need to raise extra capital in the future to develop fully the Group's business or to take advantage of future acquisition opportunities. No assurance can be given that any such additional financing will be available or that, if available, it will be available on terms favourable to the Company or the Shareholders.

If further financing is obtained by issuing equity securities or convertible debt securities, the Shareholders' holdings of Ordinary Shares may be diluted and the new securities may carry rights, privileges and preferences superior to the Ordinary Shares. The Directors may seek debt finance to fund all or part of any future acquisition. There can be no assurance that the Company will be able to raise those debt funds, whether on acceptable terms or at all. If debt financing is obtained, the Company's ability to raise further finance and its ability to operate its business may be subject to restrictions.

A number of factors (including changes in interest rates, conditions in the banking market and general economic conditions which are beyond the Company's control) may make it difficult for the Company to

obtain new financing on attractive terms or even at all. If the Company's borrowings become more expensive, then the Company's profits will be adversely affected.

Investment Risk

Potential investors should be aware that the value of shares can rise or fall and that there may not be proper information available for determining the market value of the Ordinary Shares at all times. An investment in a share which is traded on AIM, such as the Ordinary Shares, is likely to be difficult to realise and carries a high degree of risk. The ability of an investor to sell Ordinary Shares will depend upon there being a willing buyer for them at an acceptable price. Consequently, it might be difficult for an investor to realise his/her investment in the Group and he/she may lose all his/her investment. The Ordinary Shares therefore may not be suitable as a short-term investment.

Prospective investors are strongly recommended to consult an investment adviser authorised under FSMA, who specialises in advising on investments of this nature before making any decision to invest in Ordinary Shares.

NOTICE OF GENERAL MEETING

TSE Group PLC

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held at 10.00 a.m. on 17 December 2010 for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 and 2 will be proposed as ordinary resolutions and resolutions 3, 4 and 5 will be proposed as special resolutions. Expressions used in this Notice of General Meeting have the meanings given to them in the circular to shareholders of the Company dated 23 November 2010 of which this Notice of General Meeting forms part (unless the context otherwise requires).

ORDINARY RESOLUTIONS

1. **THAT**, the strategy of the Company be amended so as to include building an international communications and marketing business.
2. **THAT**, the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Act to exercise all powers of the Company to allot Relevant Securities (as defined in the notes hereto) (i) in respect of the Placing Shares and (ii) up to an aggregate maximum nominal amount equal to £500,000, provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the Directors pursuant to section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006 and shall expire on whichever is the earliest of the conclusion of the Annual General Meeting of the Company held in 2011 or the date falling 12 months from the date of the passing of this resolution unless such authority is renewed, varied or revoked by the Company in general meeting save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

SPECIAL RESOLUTIONS

3. **THAT**, subject to and conditional upon passing of resolution 2, the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash as if Section 561 (1) of the Act did not apply to any such allotment PROVIDED THAT such power shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities (as required by the rights of such securities) in proportion (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may consider appropriate to deal with treasury shares, fractional entitlements, record dates or legal or practical difficulties under the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory or otherwise;
 - (b) the allotment of the Placing Shares; and
 - (c) the allotment (otherwise than pursuant to sub paragraph (a) or (b) above) of equity securities up to an aggregate nominal amount of £500,000,

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 95 of the Companies Act 1985 or section 561 (1) of the Companies Act 2006 and shall expire on whichever is the earlier of the conclusion of the Annual General Meeting of the Company held in 2011 or the date falling 12 months from the date of the passing of this Resolution unless such power is renewed, varied or revoked by the Company in the General Meeting except that the Company may before the expiry of any power contained in this Resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

4. **THAT**, the name of the Company be changed to Porta Communications plc.
5. **THAT**, the Articles of Association of the Company be amended so that Article 5 is deleted and replaced with the word "Blank".

BY ORDER OF THE BOARD

Paul Foulger
Secretary

Dated: 23 November 2010

Notes:

1. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders of the Company on the register at 6.00 p.m. on 15 December 2010 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the time. Changes to the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this Circular. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrars at the address set out in note 5.
5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- (a) completed and signed;
- (b) sent or delivered to SLC Registrars Limited, Thames House, Portsmouth Road, Esher, Surrey KT10 9AD; and
- (c) received by SLC Registrars Limited no later than 48 hours before the scheduled time of the meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
7. Members who have general queries about the meeting should call the Company Secretary on 020 7245 1100 (no other methods of communication will be accepted).
8. As at 5.00 p.m. on the day immediately prior to the date of posting of this notice of meeting, the Company's issued share capital comprised 809,600,000 ordinary shares of 0.1p each and 72,000,000 deferred shares of 0.9p each. Each ordinary share carries the right to one vote at a general meeting of the Company while the deferred shares carry no right to vote at a general meeting of the Company. Therefore, the total number of voting rights in the Company as at 5.00 p.m. on the day immediately prior to the date of posting of this Circular is 809,600,000.
9. For the purposes of resolution 2 above, "**Relevant Securities**" means:
 - (a) shares in the Company other than shares allotted pursuant to:
 - (i) an employee share scheme (as defined by section 1166 of the 2006 Act);
 - (ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - (iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.
 - (b) any right to subscribe for or convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.

