DOLPHIN CAPITAL PARTNERS

Dolphin Capital Investors Limited
Placing and Admission to AIM

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and the action you should take, you are recommended immediately to seek your own advice from a person duly authorised under the Financial Services and Markets Act 2000 who specialises in the acquisition of shares and other securities.

The Directors of Dolphin Capital Investors Limited, whose names appear on page 5 of this document, accept responsibility both individually and collectively for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge of the Directors (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 contains no omission likely to affect its import. This document, which constitutes an AIM admission document, has been drawn up in accordance with the AIM Rules. This document does not contain an offer of transferable securities to the public within the meaning of section 102B of the Financial Services and Markets Act 2000 (as amended) and is not required to be issued as a prospectus pursuant to section 85 of the Financial Services and Markets Act 2000 (as amended).

Application has been made for the admission of the entire issued and to be issued share capital of the Company to trading on AIM, a market operated by the London Stock Exchange plc (''AIM''). It is expected that dealings in the Common Shares will commence on AIM on 8 December 2005. The rules of AIM are less demanding than those of the Official List of the United Kingdom Listing Authority. **AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. 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.**

Neither the United Kingdom Listing Authority nor the London Stock Exchange plc has examined or approved the contents of this document. It is emphasised that no application is being made for admission of these securities to the Official List of the United Kingdom Listing Authority. The Common Shares are not dealt on any other recognised investment exchange and no application has been or is being made for the Common Shares to be admitted to any such exchange.

The whole of this document should be read. Attention is drawn in particular to the section entitled "Risk Factors" in Part 1 of this document.

Dolphin Capital Investors Limited

(an international business company incorporated in the British Virgin Islands with registration number 660270)

Admission to trading on AIM
and
Placing of 104,000,000 Common Shares at 68p (€1.00) per share

Nominated Adviser	Broker
GRANT THORNTON CORPORATE FINANCE	**PANMURE GORDON & CO**

Grant Thornton Corporate Finance, a division of Grant Thornton UK LLP which is regulated by the Financial Services Authority, is the Company's nominated adviser for the purposes of the AIM Rules and, as such, its responsibilities are owed solely to the London Stock Exchange plc and are not owed to the Company or any Director. Grant Thornton Corporate Finance will not be responsible to anyone other than the Company for providing the protection afforded to clients of Grant Thornton Corporate Finance or for advising any other person on the transactions and arrangements described in this document. No representation or warranty, expressed or implied, is made by Grant Thornton Corporate Finance or as to any of the contents of this document. Grant Thornton Corporate Finance has not authorised the contents of any part of this document.

Panmure Gordon (Broking) Limited, which is regulated by the Financial Services Authority, is acting exclusively as the Company's broker in connection with the proposed admission of the Common Shares to trading on AIM and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Panmure Gordon for providing advice in connection with the matters set out in this document or any transaction or arrangement referred to herein.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. Your attention is drawn to the information contained on page 2 of this document under the heading ''Important Information''.

Copies of this document will be available free of charge during normal business hours on any weekday (except relevant public holidays) at the offices of Grant Thornton UK LLP, Grant Thornton House, Melton Street, Euston Square, London NW1 2EP for the period of one month from Admission.

IMPORTANT INFORMATION

General

No person has been authorised by the Company to issue any advertisement or to give any information or to make any representations in connection with the contents of this document and, if issued, given or made, such advertisement, information or representation must not be relied upon as having been authorised by the Company. This admission document does not constitute, and may not be used for the purposes of, an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The distribution of this admission document may be restricted and accordingly persons into whose possession this document comes are required to inform themselves about and to observe such restrictions.

Potential investors should not treat the contents of this admission document as advice relating to legal, taxation or investment matters. Potential investors should inform themselves as to: (a) the legal requirements within their own countries for the purchase, holding, transfer or other disposal of Common Shares; (b) any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of Common Shares which they might encounter; and (c) the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of Common Shares. Potential investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Company and an investment therein. Statements made in this admission document are based on the law and practice currently in force in the British Virgin Islands and England and Wales and are subject to changes therein. This admission document should be read in its entirety. All Shareholders are entitled to the benefit of, and are bound by and are deemed to have notice of, the provisions of the Memorandum and Articles of Association of the Company.

For the attention of United States Residents

The Common Shares have not been and will not be registered under the US Securities Act of 1933, as amended, (the ''Securities Act'') or with any securities regulatory authority of any State or any other jurisdiction of the United States as defined in this document and, subject to certain exceptions, may not be offered, sold, transferred, assigned or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, US Persons (as defined in Regulation S under the Securities Act (''Regulation S'')). In addition, the Company has not been and will not be registered under the US Investment Company Act of 1940, as amended (the ''Investment Company Act'') and investors will not be entitled to the benefits of that Act. The Investment Manager and the Administrator will not be required to register under the United States Investment Advisers Act of 1940, as amended. The Common Shares have not been approved or disapproved by the US Securities and Exchange Commission, any State securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of Common Shares or the accuracy or adequacy of this admission document. Any representation to the contrary is a criminal offence in the United States and re-offer or resale of any of the Common Shares in the United States or to US Persons may constitute a violation of US law or regulation. Any future applicants for Common Shares will be required to certify that they are not US Persons and are not subscribing for Common Shares on behalf of US Persons.

Forward looking statements

This document contains forward looking statements. These relate to the Company's future prospects, developments and strategies. Forward-looking statements are identified by their use of terms and phrases such as ''believe'', ''could'', ''would'', ''envisage'', ''estimate'', ''intend'', ''seek'', ''may'', ''plan'', ''will'' or the negative of those, variations or comparable expressions, including references to assumptions. These statements are primarily contained in the section headed ''Summary Information'' and Parts 2 and 4 of this document. The forward looking statements in this document are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements.

CONTENTS

EXPECTED TIMETABLE

	2005
Publication of AIM admission document	6 December
Admission of Common Shares to trading on AIM and commencement of dealings	8.00 a.m. on 8 December
Delivery of Depositary Interests into CREST	8 December
Where applicable, definitive share certificates in respect of the Common Shares despatched by	15 December

Save in relation to the date on which this document is published, each of the times and dates in the above timetable are subject to change. All references to time are to GMT.

PLACING STATISTICS

Placing Price	68p (€1.00)
Number of Common Shares being issued pursuant to the Placing	104,000,000
Estimated initial Net Asset Value per Common Share on Admission	£0.65 (€0.96)
Market capitalisation at the Placing Price on Admission	£74,120,000 (€109,000,000)
Estimated net proceeds of the Placing receivable by the Company	£67.9 million (€99.8 million)

The Placing Price of 68p equates to €1.00 per Common Share based on an exchange rate of 68p to €1.00 as published by Bloomberg on 1 December 2005, being the last practicable date prior to the date of this document. This exchange rate has been used throughout this document.

DIRECTORS, INVESTMENT MANAGER AND ADVISERS

Directors	Andreas Neophytou Papageorghiou (Chairman) Cecil Harold Nicholas Moy Cem Duna Antonios Achilleoudis Miltos Kambourides **All non-executive and all of:** Vanterpool Plaza 2nd Floor Wickhams Cay 1 Road Town Tortola British Virgin Islands
Investment Manager and Registered Office	Dolphin Capital Partners Limited Vanterpool Plaza 2nd Floor Wickhams Cay 1 Road Town Tortola British Virgin Islands
Nominated Adviser	Grant Thornton Corporate Finance Grant Thornton House Melton Street Euston Square London NW1 2EP United Kingdom
Broker	Panmure Gordon (Broking) Limited Moorgate Hall 155 Moorgate London EC2M 6XB United Kingdom
Solicitors to the Company *as to English Law*	Lawrence Graham LLP 190 Strand London WC2R 1JN United Kingdom
Solicitors to the Company *as to BVI Law*	Maples & Calder Princes Court 7 Princes Street London EC2R 8AQ United Kingdom
Solicitors to the Placing	Travers Smith 10 Snow Hill London EC1A 2AL United Kingdom
Reporting Accountants	Grant Thornton UK LLP Explorer Building Fleming Way Manor Royal Crawley RH10 9GT United Kingdom
Auditors	KPMG Elma House 10 Mnasiadou Street 1065 Nicosia Cyprus
Administrator	

	Anglo Irish Fund Services Limited Jubilee Buildings Victoria Street Douglas Isle of Man IM1 2SH
Custodian	Anglo Irish Bank Corporation (I.O.M.) P.L.C. Jubilee Buildings Victoria Street Douglas Isle of Man IM1 2SH
Registrar	Computershare Investor Services (Channel Islands) Limited Ordnance House 31 Pier Road St. Helier Jersey JE4 8PW
Depositary	Computershare Investor Services Plc PO Box 82 The Pavilions Bridgwater Road Bristol BS99 7NH United Kingdom
Property Valuer	Colliers International S.A. 18 Kifissias Ave. 151 25 Marousi, Athens Greece

SUMMARY INFORMATION

The attention of potential investors is drawn to the Risk Factors set out in Part 1 of this document. The Common Shares are only suitable for investors who understand the potential risk of capital loss and for whom an investment in the Common Shares constitutes part of a diversified investment portfolio and who fully understand and are willing to assume the risks involved in investing in the Company. This information is derived from and should be read in conjunction with the full text of this document.

Introduction

Dolphin Capital Investors Limited is a limited liability, closed-ended, BVI incorporated real estate investment company. The investment objective of the Company is to provide Shareholders with an attractive level of capital growth through investing in sophisticated residential resort developments in Southeast Europe (principally Greece, Cyprus, Turkey and Croatia) in partnership with leading developers and operators. These developments integrate residential units with leisure facilities (such as hotels, golf courses, polo fields, country clubs, spas and marinas).

Following almost two years of dedicated market research and deal-sourcing by the Founding Partners of the Investment Manager, the Company was established in June 2005 and was capitalised with €5 million subscribed by the Founding Shareholders which include the Investment Manager and Fortress Investment Group.

The Investment Manager has agreed terms and is now in the process of finalising, on behalf of the Company, the contractual documentation relating to the Company's investment in six Projects which comprise the Prospective Investment Portfolio. Completion of these investments would require a minimum aggregate capital commitment of approximately €66 million. The Directors believe that the aggregate market value of the Company's interests in the Prospective Investment Portfolio at acquisition will be significantly greater than the Company's anticipated cost of investment.

The Company will not invest in a Project unless it is expected to achieve an IRR of at least 25 per cent. A typical Project is anticipated to generate an IRR of between 25 and 45 per cent.

£67,864,000 (€99,800,000), after expenses, is being raised by the Company for investment in the Prospective Investment Portfolio and other potential investment opportunities that are currently being negotiated. New Shareholders are investing in the Company at the same price per Common Share as the Founding Shareholders.

Investment Environment

The Directors and the Investment Manager believe that the demand from Northern Europe for properties in Residential Resorts, historically enjoyed by Spain and Portugal, is now apparent in the less developed region of Southeast Europe. While such demand is expected to grow further over the next five years, supply is expected to remain limited due to the time required to complete these Projects.

The Directors and the Investment Manager believe that the Company is the first dedicated investment vehicle to focus exclusively on investing in Residential Resorts in Southeast Europe and that the Investment Manager is in discussions in connection with the majority of sophisticated Residential Resorts that are expected to be launched in the next year in Greece and Cyprus. The Directors and the Investment Manager further believe that the current lack of a competitive investment environment, coupled with the strategic value that the Investment Manager brings to Projects, should allow the Company to continue to negotiate investments in the forseeable future at attractive valuations and with limited competitive pressure.

Investment Strategy

The Projects targeted by the Investment Manager are sophisticated residential developments that combine a large number (typically several hundred) of residential units (villas, town houses, apartments) with leisure components such as hotels, golf courses, polo fields, country clubs, spas, marinas or other leisure facilities.

The Company's strategy is to engage the most capable partners for each Project. The Investment Manager maintains working relationships with some of the leading regional and international developers and operators of proven ability who are active in the Region.

The Company intends to invest in Projects at an early development stage or in strategic land sites that can be acquired at a discount to open market value at current usage.

It is expected that the majority of the Company's investments will be in Greece, Cyprus, Turkey and Croatia. The Company may also invest in Projects in neighbouring countries, should the Directors

consider that such investments would be complementary to the Company's investment portfolio or offer attractive investment returns.

The Project investments will have a pre-determined exit route, being the sale of the residential component usually expected within a 5 year time frame, typically on an off-plan basis. The residential units will normally be sold through the developers' or operators' network, international real estate marketing agents or residence clubs. The Company however aims to realise individual Project investments at any stage of their development as the opportunity arises.

The investment returns that the Investment Manager is targeting rely only on the proceeds from the sale of the residential units and not on the operation or sale of the leisure components.

Prospective Investment Portfolio and Additional Investment Opportunities

The Company has utilised its initial funds to advance a number of investment opportunities in the Region, six of which comprise the Prospective Investment Portfolio. A substantial proportion of the net proceeds of the Placing will be used to fund the Company's expected capital commitments to Projects within the Prospective Investment Portfolio.

The Prospective Investment Portfolio comprises four Projects located in Greece and two Projects located in Cyprus, further details of which are set out in Part 4 of this document. Completion of these investments would require a minimum aggregate capital commitment of approximately €66 million. The Directors and the Investment Manager believe that all of these Projects have the potential to become amongst the best conceived Residential Resorts in the Region.

The completion of each investment in the Prospective Investment Portfolio depends not only upon the completion of the Placing but also, amongst other things, upon satisfactory completion of due diligence into each of the prospective Project companies and their respective land sites and the execution and delivery of binding agreements in a form mutually satisfactory to the parties. There can be no guarantee that the Company will complete all or any of these investments.

In addition to the Prospective Investment Portfolio, the Investment Manager is negotiating a number of additional investment opportunities that meet the Company's investment strategy and that have the potential to be completed within 12 months following Admission and absorb additional capital commitments of approximately €127 million, subject to funds being available to the Company. A summary of the additional investment opportunities is also set out in Part 4 of this document.

Investment Process

The Investment Manager carefully selects a limited number of investment opportunities by adhering to a thorough investment process that includes extensive market research and due diligence.

The Investment Manager specialises in matching leading local developers with its international network of sophisticated operators, designers, master-planners and marketing agents. The Investment Manager aims to take a hands-on investment management approach towards all Projects and work with its partners to create maximum value throughout the development and realisation process by utilising its financial skills and access to an extensive network of debt providers and investors.

The Company intends to commit to the Projects the minimum amount of capital required to purchase the land and/or to finance the Project's initial infrastructure (such as roads, utilities, landscaping and leisure components). Capital is typically provided in stages as the planning and development process progresses. The Company seeks to protect itself from planning or other development risks by only investing in (a) Projects that have the required permits in place (b) land options or (c) land sites at a price below their market land value and with sufficient planning visibility.

The Company aims to optimise the capital and tax structure of its investments through efficient use of equity, bank debt and participating loans and by investing through special purpose vehicles for each Project. Most of the Project's development costs will be funded via pre-sales of the residential units and construction loans secured on the land. Each Project's debt commitments will be ring-fenced in the special purpose vehicle with no recourse to the Company. The Directors do not currently anticipate that the Company itself will borrow any funds.

Founding Shareholders

The Company was capitalised with €5 million in the summer of 2005 by institutional and private investors including the Investment Manager. The lead investor was Fortress, a world-leading investor in real estate private equity with approximately $15 billion of equity capital currently under management. Wes Edens, Chairman and co-founder of Fortress, Rob Kauffman, President and co-founder of Fortress and three other Fortress managing partners invested personally in the Company.

In June 2005, Fortress listed one of its wholly-owned real estate companies, Mapeley Limited, on the London Stock Exchange and Mapeley Limited thereby became one of the largest real estate companies quoted in the UK with a market capitalisation of approximately £575 million. While at Soros Real Estate Partners, Miltos Kambourides, the founder and managing partner of the Investment Manager, was the deal leader in relation to the establishment of Mapeley Limited, which was a co-investment between Soros Real Estate Partners and Fortress until early 2005 when Fortress acquired full ownership of Mapeley Limited. Miltos Kambourides was the financial architect of the two major real estate outsourcing deals that Mapeley Limited currently has under management.

Investment Manager

The principals of the Investment Manager possess a combination of extensive local knowledge and contacts together with an international network of professionals and real estate investment expertise gained at some of the most reputable financial institutions in the world, such as Soros, Goldman Sachs, JP Morgan, Citibank, CSFB and GE Capital. The Investment Manager's four senior investment professionals have collectively over 40 years of relevant investment experience. Miltos Kambourides was a co-founding partner of Soros Real Estate Partners which has been one of the biggest foreign investors in the master-planned leisure-integrated residential sector in Spain achieving returns in excess of the minimum returns currently targeted by the Company.

Board of Directors of the Company

The Board of Directors of the Company comprises four independent non-executive Directors and Miltos Kambourides. Further details of each Director's background are set out in Part 3 of this document.

Distributions

The Company's intention is to maximise the IRR of each Project and therefore it intends to return capital profits as soon as they are realised. For the first three years following Admission only, the profits realised from Projects (net of any performance fees due) could be made available for reinvestment into further Projects as determined by the Board.

It is the intention that the Investment Manager will utilise the net proceeds of the Placing to progress and complete the Company's investments in the Prospective Investment Portfolio. To the extent that the Company has sufficient funds available; either from the balance of the seed capital of the Company and the net proceeds of the Placing, or arising from potential further fund raisings or, as explained above, from the realisation of its investments in the first three years; it will use these to progress other investment opportunities.

Life of the Company

The Company does not have a fixed life, however, shortly before the tenth anniversary of Admission (or earlier if appropriate) the Board will convene a Shareholders' meeting at which a resolution will be proposed to determine the future of the Company.

Management Fees and Admission Expenses

The Investment Manager will receive an annual management fee payable quarterly in advance of 2 per cent. per annum of the total funds raised by the Company (being initially the gross proceeds of the Placing and the €5 million subscribed by the Founding Shareholders). The Investment Manager will also be paid a performance fee equal to 20 per cent. of the net realised cash profits received by the Company from each Project, after achieving a hurdle of 8 per cent. annual compounded return. The performance fee is subject to escrow and claw-back provisions (described in Part 3 of this document) and is structured to fully align the interests of the Investment Manager with those of Shareholders.

The Company will be incurring costs in connection with the Placing and the application for Admission. These expenses will be met by the Company. Such expenses will include fees payable under the Placing Agreement, registrar's fees, depositary's fees, admission fees, printing costs, legal, advisory and accounting fees and any other applicable expenses. The Directors do not anticipate that these expenses will exceed 4.0 per cent. of the gross proceeds of the Placing.

There are no upfront fees payable to the Investment Manager.

Founding Shareholder Warrants

The Founding Shareholders provided the initial equity capital necessary to establish the Company and to fund the cost of negotiating and advancing a number of investment opportunities including the Prospective Investment Portfolio. The Directors believe that the aggregate market value of the Company's interests in the Prospective Investment Portfolio at acquisition will be significantly greater than the Company's cost of investment. In recognition of the fact that new Shareholders will be investing in the Company at the same price per Common Share as the Founding Shareholders, the Company has issued the Founding Shareholder Warrants. The Investment Manager owns 20 per cent. of the Founding Shareholder Warrants.

The Founding Shareholder Warrants entitle the Founding Shareholders to subscribe, at par value per Common Share of €0.01, for such number of Common Shares (capped at 12.5 million Common Shares) which when multiplied by the Placing Price of 68 pence (€1.00) equals 50 per cent. of the difference between the market value of the Company's legal interests in the Prospective Investment Portfolio at acquisition and its cost of investment. The valuation of the Company's legal interests in the Prospective Investment Portfolio will be carried out by the Property Valuer, as at 30 June 2006, and this valuation will then be approved by the Board. The Founding Shareholders have also entered into individual lock-in agreements in relation to their Common Shares which prevent them from disposing of such shares until the date on which the Founding Shareholder Warrants lapse.

The Placing

£67,864,000 (€99,800,000), after expenses, is being raised by the Company for investment in the Prospective Investment Portfolio and other potential investment opportunities that are currently being negotiated. The Placing Price is 68 pence (€1.00) per Common Share.

Pursuant to the terms of the Placing Agreement, Panmure Gordon has agreed, as agent of the Company, to use its reasonable endeavours to procure subscribers for all of the Placing Shares. The Placing is not being underwritten.

PART 1

RISK FACTORS

Investment in the Company constitutes a high risk investment and prospective purchasers of Common Shares should carefully evaluate the factors set out below. Investment in the Company should be regarded as speculative and, given the inherent illiquidity of the Company's proposed underlying property assets, should be considered long term in nature and suitable only for sophisticated investors who understand the risks involved, including the risk of a total loss of capital.

THE COMPANY

The Company operates in a market which may become competitive for investment opportunities

It is possible that some entities may in the future compete with the Company to make the types of investments that the Company intends to make. In some instances, the Company may compete with wealthy local entrepreneurs and other sources of financing, including traditional financial services companies such as commercial banks and speciality finance companies. There can be no assurance that the Company will not, in the future, face competitive pressures that could have a material adverse effect on the Company's investment returns. Also, as a result of this potential competition, the Company may not be able to take advantage of attractive investment opportunities from time to time, and the Company can offer no assurance that it will be able to identify and make investments that are consistent with the Company's investment strategy, or that it will be able to fully invest its available capital.

The Company may experience fluctuations in its results

The Company may experience fluctuations in its operating results due to a number of factors, including the rate at which the Company makes new investments, the interest rates payable on debt capital to fund the Projects, the level of expenses, variations in and the timing of the recognition of realised and unrealised gains or losses, the degree to which it encounters competition in its markets and general economic conditions. Accordingly, results for any period should not be relied upon as being indicative of performance in future periods.

Life of the Company

Shortly before the tenth anniversary of Admission, the Board will convene a Shareholders meeting at which a resolution will be proposed to wind-up the Company. Unless Shareholders vote to wind-up the Company, Shareholders will only be able to realise their investment by selling their Common Shares.

Future issues of Common Shares could dilute the interest of existing Shareholders and lower the price of the Common Shares

The Company may issue additional Common Shares without limitation. The Company is not required under BVI law to offer any such Common Shares to existing Shareholders on a pre-emptive basis. Therefore, it may not be possible for existing Shareholders to participate in such future issues of Common Shares, which would dilute the existing Shareholders' interests in the Company. The issue of additional Common Shares by the Company, or the possibility of such issue, may cause the market price of the Common Shares to decline. However, it should be noted that the Company cannot issue further Common Shares at a subscription price that is less than the prevailing Net Asset Value per Common Share.

THE INVESTMENT MANAGER

The Company's financial condition and results of operations will depend on its, and the Investment Manager's ability to manage investments effectively

The Company's ability to implement its investment strategy will depend on the Investment Manager's ability to identify, analyse, invest in and finance Projects that meet the Company's investment criteria. Accomplishing this result on a cost-effective basis is largely a function of the Investment Manager's structuring of the investment process, its ability to provide competent, attentive and efficient services to the Company and the Company's access to financing on acceptable terms. Failure by the Investment Manager to manage investments effectively could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company's performance is dependent on the Investment Manager, and the Company may not find a suitable replacement if the Investment Manager terminates the Investment Management Agreement, ceases to operate or its principals leave

The Company has no employees and no separate facilities and is reliant on the Investment Manager, which has significant discretion as to the implementation of the Company's operating policies and strategies. The Company is subject to the risk that the Investment Manager will terminate the Investment Management Agreement and that no suitable replacement will be found or exists. In addition, the Directors believe that the Company's success depends to a significant extent upon the experience of the Investment Manager's executive officers (particularly Miltos Kambourides and Pierre Charalambides), whose continued service is not guaranteed. The departure of a key executive of the Investment Manager may have an adverse effect on the performance of the Company.

REGULATORY

Changes in laws or regulations governing the Group's operations may adversely affect the Company's business

The Company and its investments will be subject to regulation and laws imposed by the countries in which they operate. These laws and regulations, as well as their interpretation, may be changed from time to time. Accordingly, any change in these laws or regulations could have a material adverse effect on the Company's business.

Limited regulatory control

The holders of the Common Shares will not enjoy any protections or rights other than those reflected in the Articles and those rights conferred by the AIM Rules and applicable law. Neither the Listing Rules nor the Disclosure Rules of the FSA nor the Combined Code on Corporate Governance issued by the Financial Reporting Council will apply to the Company.

Shareholders will not be entitled to the takeover offer protections provided by the City Code on Takeovers and Mergers

The City Code applies, *inter alia*, to offers for all listed public companies considered by the Panel on Takeovers and Mergers to be incorporated or resident in the United Kingdom, the Channel Islands or the Isle of Man. The Company will not be so incorporated or resident and therefore Shareholders will not receive the benefit of the takeover offer protections provided by the City Code. See paragraph 4.13 of Part 11 of this document for details of BVI law on takeovers.

Legal systems and enforcement in the Region

The relevant legal systems in the various countries in the Region may not afford to the Company the same level of certainty in relation to issues such as title to property-related rights as may be achieved in more developed markets. Enforcement of legal rights in the Region may prove expensive and difficult to achieve.

Taxation

The Company and/or Shareholders may in the future be subject to income or other tax in the jurisdictions in which investments are made. Additionally, withholding tax or branch tax may be imposed on earnings of the Company from investments in such jurisdictions. Local tax incurred in other jurisdictions by the Company or vehicles through which it invests may not be creditable to or deductible by Shareholders in their respective jurisdictions.

If under BVI law there were to be a change to the basis on which dividends could be paid by BVI companies, this could have a negative impact on the Company's ability to pay dividends. Any change in the Company's tax status or in taxation legislation could affect the value of the investments held by and the performance of the Company. Representations in this document concerning the taxation of investors in Common Shares are based upon current tax law and practice which is subject to change.

The attention of investors is drawn to Part 10 of this document which contains further information on taxation.

Enforcement of judgements in the BVI

As a Company incorporated under the IBCA, the rights of Shareholders will be governed by BVI law and the Company's Memorandum of Association and Articles. The rights of Shareholders under BVI law differ from the rights of Shareholders of companies incorporated in other jurisdictions. For example, there are very limited statutory protection rights for minority shareholders.

Any final and conclusive monetary judgment obtained against the Company in the courts of England and Wales or those countries listed in the BVI Reciprocal Enforcement of Judgements Act (Cap. 65) 1991, for a definite sum, may be registered and enforced as a judgment of the BVI court if application is made for registration of the judgment within twelve months or such longer period as the court may allow, and if the BVI court considers it just and convenient that the judgment be so

enforced. Alternatively, the judgment may be treated as a cause of action in itself so that no retrial of the issues would be necessary. In either case, it will be necessary that in respect of the foreign judgment:

1. the foreign court issuing the judgment had jurisdiction in the matter and the judgment debtor either submitted to such jurisdiction or was resident or carrying on business within such jurisdiction and was duly served with process;
2. the judgment given by the foreign court was not in respect of penalties, taxes, fines or similar fiscal or revenue obligations of the Company;
3. in obtaining judgment there was no fraud on the part of the person in whose favour judgment was given, or on the part of the foreign court;
4. recognition or enforcement of the judgment in the BVI would not be contrary to public policy;
5. the proceedings pursuant to which judgment was obtained were not contrary to natural justice; and
6. the judgment given by the foreign court is not the subject of an appeal.

Any final and conclusive monetary judgment obtained against the Company in the courts of all countries not covered the BVI Reciprocal Enforcements of Judgements Act (Cap. 65) 1991 for a definite sum, may be treated by the courts of the BVI as a cause of action in itself so that no retrial of the issues would be necessary provided that in respect of the foreign judgment:

1. the foreign court issuing the judgment had jurisdiction in the matter and the Company either submitted to such jurisdiction or was resident or carrying on business within such jurisdiction and was duly served with process;
2. the judgment given by the foreign court was not in respect of penalties, taxes, fines or similar fiscal or revenue obligations of the Company;
3. in obtaining judgment there was no fraud on the part of the person in whose favour judgment was given or on the part of the court;
4. recognition or enforcement of the judgment in the BVI would not be contrary to public policy; and
5. the proceedings pursuant to which judgment was obtained were not contrary to natural justice.

Regulatory status of the Investment Manager

The Investment Manager will not (nor will its personnel) be subject to regulation by the FSA or any other financial services regulator. Accordingly, the Investment Manager will not be subject to the requirements applicable to persons who are authorised by the FSA to provide investment management and similar services in the United Kingdom.

RISKS RELATING TO AIM

Risk attaching to the market in Common Shares

Since the Common Shares have not previously traded, their market value is uncertain. There can be no assurance that the market will value the Common Shares at the Placing Price. Following Admission the market price of the Common Shares may be volatile and may go down as well as up and investors may therefore be unable to recover their original investment. The Company's operating results and prospects from time to time may be below the expectations of market analysts and investors. At the same time, stock market conditions may affect the Common Shares regardless of the operating performance of the Company. Stock market conditions are affected by many factors, such as general economic outlook, movements in or outlook on interest rates and inflation rates, currency fluctuations, commodity prices, changes in investor sentiment towards particular market sectors and the demand and supply of capital. Accordingly, the market price of the Common Shares may not reflect the underlying value of the Company's net assets, and the price at which investors may dispose of their Common Shares at any point in time may be influenced by a number of factors, only some of which may pertain to the Company while others of which may be outside the Company's control.

Lack of liquidity of the Common Shares

Although the Company has applied for the Common Shares to be admitted to trading on AIM, no assurance can be given that at any time after Admission a liquid market for the Common Shares will develop. In the future, Shareholders who need to dispose of their Common Shares may be forced to do so at prices that do not fully reflect the Net Asset Value per Common Share.

AIM

Application has been made for the Common Shares to be admitted to AIM, a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. An investment in shares quoted on AIM may carry a higher risk than an investment in shares quoted on the Official List. AIM has been in existence since June 1995 but its future success, and liquidity in the market for the Company's securities, cannot be guaranteed.

UNDERLYING INVESTMENTS

Gearing

Some of the Project companies may utilise a leveraged capital structure, in which case a third party would be entitled to cash flow generated by such investments prior to the Company receiving a return. While such leverage may increase returns or the funds available for investment by the Project company, it also will increase the risk of loss on a leveraged investment. If the Project company defaults on secured indebtedness, the lender may foreclose and the Project company could lose its entire investment which may have been used as security for such loan.

Nature of investment in the Company

Investment in the Company requires a long term commitment, with no certainty of return. Many of the Company's investments might be illiquid, and there can be no assurance that the Company will be able to realise financial returns on such investments in a timely manner. There may be little or no near term cash flow available to Shareholders. Partial or completed sales, transfers, or other dispositions of investments which may result in a return of capital or the realisation of gains, if any, are generally not expected to occur for a number of years after an investment is made.

Risk of limited number of investments

The Company may participate in a limited number of investments and, as a consequence, the aggregate return of the Company may be substantially adversely affected by the unfavourable performance of even a single investment. Other than as set forth above, investors have no assurance as to the degree of diversification in the Company's investments, either by geographic region or asset type.

General real estate risks

Investments will be subject to the risks inherent in the ownership and operation of real estate and real estate related businesses and assets. Risks include those associated with general economic climate, local real estate conditions, changes in supply of, or demand for, competing properties in an area, energy and supply shortages, various uninsured or uninsurable risks, natural disasters, government regulations, changes in real property taxes and interest rates. As a result, a downturn in the real estate sector or the materialisation of any one or a combination of the aforementioned risks could materially adversely affect the Company.

Development risks

The Company may acquire interests in real estate projects and/or in businesses that engage in real estate development. To the extent that the Company invests in such development activities, it will be subject to the risks normally associated with such activities such as cost overruns. Projects under development may generate little or no cash flow from the date of acquisition through to the date of completion of development, if completed, and may experience operating deficits after the date of completion.

Investments with third parties in joint ventures and other entities

The Company intends to co-invest with third parties through special purpose vehicles and may acquire non-controlling interests. Although the Company may not have control over these investments and therefore, may have a limited ability to protect its position therein, the Investment Manager expects that appropriate rights will be negotiated to protect the Company's interests. Nevertheless, such investments may involve risks not present in investments where a third party is not involved, including the possibility that a third party partner or co-venturer may have financial difficulties resulting in a negative impact on such investment, may have economic or business interests or goals which are inconsistent with those of the Company, or may be in a position to take action contrary to the Company's investment objectives. In addition, the Company may in certain circumstances be liable for the actions of its third party partners or co-venturers.

Developer and counterparty risk

If projected returns on investment properties are not met or if special purpose vehicles in which the Company has invested become insolvent, the Company may lose some or all of its investment. Developers may become insolvent and fail to complete a development in which the Company has invested. Although deposit amounts are generally held in escrow, they might not be in all cases and developer insolvency may result in loss to the Company. Counterparties to whom the Company sells investment properties may default on payment of the purchase price.

THE REGION

Regional real estate risks

In certain of the countries in the Region land ownership rights may not be appropriately registered with the respective land registry authorities and may give rise to ownership disputes for wrongful misappropriation.

Risk of military conflict

Some countries of the Region have in the previous decades been involved in military conflict and there is no guarantee that future events and circumstances will not again result in military conflict.

Risk of political instability

Investments in the Region can be subject to political risk. Non-European Union countries may have not yet formulated clear policies or established legislative frameworks from which to regulate rapidly developing sectors. As these countries continue to develop legislation, existing laws may be changed.

Legislative changes and international initiatives

Changes in government regulations and policies of the BVI, Cyprus, Turkey, Greece and Croatia and international initiatives of organisations such as the Organisation for Economic Co-operation and Development and the Financial Action Task Force aimed at "offshore" jurisdictions may adversely affect the financial performance of the Company.

RISKS ASSOCIATED WITH THE PROSPECTIVE INVESTMENT PORTFOLIO

No guarantee that investments will be made

Although the Company has entered into preliminary agreements in respect of some of the Projects within the Prospective Investment Portfolio there can be no guarantee that the Company will ultimately be able to invest in any of the Projects comprised within the Prospective Investment Portfolio on terms satisfactory to it or at all. Investments in the Prospective Investment Portfolio will be conditional, amongst other things, on the Company being able to finance its commitments to a particular Project, satisfactory completion of due diligence, and the entering into of binding agreements in a form satisfactory to all the parties thereto including the Company.

GENERAL

Currency and inflation risk and hedging policies

Although the Company's funds will be converted into and held in Euros, some of its investments are expected, at least initially, to be made in other currencies. Thus, the Company's investments may be subject to currency and inflation risks. The Company intends to consult with reputable local and/or international financial institutions on an ongoing basis to minimise the negative effects of such risks. In instances where currency is perceived to be a substantial risk factor, the Investment Manager may attempt, but is not obliged, to structure investments using Euro-denominated financial structures or hedging instruments that might help mitigate such risks. In connection with certain investments, the Company may employ hedging techniques designed to protect itself against adverse movements in currency and/or interest rates and other risks. While such transactions may reduce certain risks, such as unanticipated changes in interest rates, securities prices, or currency exchange rates, they may result in a poorer overall performance for the Company than if it had not entered into such hedging transactions.

The foregoing factors are not exhaustive and do not purport to be a complete explanation of all the risks and significant considerations involved in investing in the Company. Accordingly and as noted above, additional risks and uncertainties not presently known to the Directors, or that the Directors currently deem immaterial, may also have an adverse effect on the Company's business.

PART 2

THE BUSINESS

Introduction

Dolphin Capital Investors Limited is a limited liability, closed-ended, BVI incorporated real estate investment company. The investment objective of the Company is to provide Shareholders with strong capital growth combined with a low risk profile through investing in sophisticated leisure-integrated residential resort developments in Southeast Europe (principally Greece, Cyprus, Turkey and Croatia) in partnership with leading developers and operators.

The Company's assets are managed by Dolphin Capital Partners Limited, an investment management company incorporated in the BVI in February 2005. The business was founded in April 2004 by Miltos Kambourides and Pierre Charalambides after leaving Soros Real Estate Partners, and has exclusively focused on sourcing and negotiating investment opportunities in the Region.

The Investment Manager is using its experience, and what it believes is its first mover advantage, to select the best investment opportunities in the Region, to become the preferred source of capital to developers of Residential Resorts and to achieve strong capital appreciation by aligning the Company's interests with them.

Since incorporation on 7 June 2005, the Company has raised €5 million of seed capital from the Founding Shareholders. The Company has utilised these funds to advance a number of investment opportunities in the Region, six of which comprise the Prospective Investment Portfolio. Completion of these investments would require a minimum aggregate capital commitment of €66 million.

The Directors believe that the aggregate market value of the Company's interests in the Prospective Investment Portfolio at acquisition will be significantly greater than the Company's anticipated cost of investment. The Company's anticipated commitments to Projects within the Prospective Investment Portfolio will be met out of the proceeds of the Placing.

The Investment Manager is also negotiating a number of additional investment opportunities in the Region that meet the Company's investment strategy, which could be executed in the next 12 months following Admission and absorb additional capital commitments of approximately €127 million, subject to funds being available to the Company.

Product Focus

The investments targeted by the Investment Manager are Master-planned Leisure-integrated Residential Resorts. These are sophisticated developments and include a large number (typically several hundred) of holiday, second or retirement home units (villas, town houses, apartments) integrated with a combination of leisure components such as hotels, golf courses, polo fields, country clubs, spas, marinas or other facilities. These Projects are typically located by or close to the sea, in an attractive natural landscape and within driving distance from an airport. They also offer comprehensive community services such as security, maintenance, facilities and property management and replicate a product that has proved popular and has experienced success in Southwest Europe and the US.

The Directors and the Investment Manager believe that residential property buyers from Northern Europe and Russia typically prefer Residential Resorts over single residential property units because these developments offer a high-quality standard of living without the burden of maintenance and dealing with local authorities and service providers. An added attraction for buyers is the potential to generate rental income from the resort's management company while the residential unit is not in use.

The Directors and the Investment Manager believe that the countries which offer the most attractive locations for such Projects are Greece, Cyprus, Turkey and Croatia. The Company's investment activity is concentrated on these four countries with particular emphasis being given to Greece and Cyprus. The Company may also invest in Projects in neighbouring countries, should the Directors consider that such investments would be complementary to the Company's investment portfolio or offer attractive investment returns.

Market Opportunity

Although demand for holiday, second or retirement homes in Southeast Europe has always existed, the Directors believe that a confluence of current trends will cause such demand to grow significantly. Firstly, the number of retirees in Northern Europe is growing rapidly and these retirees are increasingly moving overseas often incentivised by the pensions policy their own government. According to a report by Alliance & Leicester (entitled "The New Age of Retirement Migration"), in

excess of 2.3 million people aged over 50 are expected to leave the United Kingdom over the next seven years to retire abroad. Secondly, retirees and holiday and second home buyers are also becoming increasingly mobile, in particular within the European Union. Thirdly, there is growing demand from Russia. Finally, the Directors anticipate a shift in demand to Southeast Europe as the traditional markets of Southern France, Spain and Portugal are becoming over-developed and expensive.

In terms of supply, the Directors believe that Southeast Europe has considerable scope for Master-planned Leisure-integrated Residential Resorts. The Directors believe there is currently only one completed Project in the Region, Aphrodite Hills (www.aphroditehills.com) located in Cyprus, which has enjoyed strong demand, achieving residential sales prices at least two times those originally planned. In Southwest Europe (Spain and Portugal) more than two hundred such Projects have been successfully developed. As illustrated by the following table, simply by virtue of a comparison of key measurements such as tourist arrivals, land size, shoreline, international airports, availability of beaches, golf courses and completed projects with golf, the Directors and the Investment Manager believe that Southeast Europe could sustain today more than one hundred such Projects.

Indicators	**Southwest Europe (Spain and Portugal)**	**Southeast Europe (Greece, Cyprus, Turkey and Croatia)**
Tourist arrivals (2004)	65 million	43 million
Growth in tourist arrivals from 2003	*3%*	*10%*
Area	597,000 m^2	978,000 m^2
Shoreline	6,757 km	27,359 km
International airports (2004)	18	17
Number of Blue Flag beaches (2005)	669	699
Golf courses (2004)	333	20
Completed projects with golf (2004)	200+ (estimated)	1

The Directors and the Investment Manager believe that, in terms of regional competitiveness, Southeast Europe is now very well positioned to offer a highly attractive product as the Region has many advantages, including:

- availability of undeveloped seafront locations at attractive prices;
- unspoilt nature, clean waters and historic sites;
- excellent climate and a long season;
- hospitable culture and low crime rates;
- upcoming golf destinations;
- low cost bases regarding land, labour and construction costs and living expenses (Turkey and Croatia);
- improving infrastructure and transportation;
- EU convergence (Turkey and Croatia);
- increasing political and economic stability;
- significant recent rise in tourism; and
- enhanced profile resulting from the Athens 2004 Olympics.

Due to the size, the profile and the time required for launching and completing such Projects, potential future supply is very visible. The Directors and the Investment Manager believe that no more than 20 such Projects will be launched in the next one to two years in Greece and Cyprus and that the Investment Manager is in discussions in connection with the majority of them.

The Company aims to capitalise on what the Directors and the Investment Manager believe to be a compelling demand versus supply imbalance that exists today and benefit from the evolution of the market which is at a stage that resembles Spain and Portugal in the mid-1990s after the Barcelona 1992 Olympics.

Investment Strategy

The Directors and the Investment Manager believe that Dolphin Capital Investors Limited is the first dedicated investment vehicle to focus exclusively on investing in Residential Resorts in Southeast Europe. Further, the Directors and the Investment Manager believe that the current lack of a competitive investment environment, coupled with the strategic value that the Investment Manager brings to the Projects, should allow the Company to continue to negotiate investments in the foreseeable future at attractive valuations and with limited competitive pressure.

The Company's strategy is to engage the most capable partners for each Project. The Investment Manager maintains working relationships with some of the leading regional and international developers and operators of proven ability who are active in the Region.

The Company intends to invest in Projects at an early development stage or in strategic land sites that can be acquired at a discount to open market value at current usage. The Company's investments will be made through special purpose vehicles established specifically for each Project. The Company will either control these vehicles or have minority interest protection rights.

As part of the due diligence process on each prospective investment, the Investment Manager will obtain a valuation from a third party property valuer, such as Colliers International, of the land owned or to be acquired by the relevant Project company. The Company will typically invest in Projects at an entry price which is lower than the relevant market value of the land.

The Company seeks to minimise planning or other development risks by investing into (a) Projects with all permits in place, (b) land options, or (c) land sites at a price below market value and with sufficient planning visibility. In most cases, the Company will have a right to demand a refund of its investment if planning permission is not granted within a specified timetable and its investment will be secured over all the shares or land of the Project company.

Each Project should be substantial enough to generate residential unit sales of at least €50 million and require at least a €5 million capital commitment from the Company. The Company will not invest in Projects unless the Directors and the Investment Manager believe that they will generate a minimum IRR of 25 per cent. A typical Project is anticipated to generate an IRR of between 25 and 45 per cent.

The targeted investment return relies only on the proceeds from the sale of the residential units and not on the operational income or sale of the leisure component. The residual leisure assets such as golf courses, hotels, polo fields, country clubs, spas and marinas and other leisure facilities will typically be sold to other investors, or returned to the developers at a pre-agreed price, or passed on to the residents.

The Company's investments in Residential Resorts will have a pre-determined exit route, being the sale of the residential component usually expected within a 5 year time frame typically on an off-plan basis. The residential units will normally be sold through the developers' or operators' network, international real estate marketing agents or residential clubs. The Company will aim to realise individual Project investments at any stage of their development as the opportunity arises. Other possible exit routes include (a) the sale of the land or parts of it to other developers when all the permits are in place, (b) the sale of shares in the Project company to other investors, (c) the refinancing of a Project based on the future sales proceeds when the residential unit pre-sales are concluded, or (d) the listing of the Project company on a stock exchange.

The Directors believe that the Investment Manager's regional approach will enable the Company to (a) diversify risk, (b) generate cross-border partnerships and local know-how transfer among development partners, (c) reduce costs (as duplication could be eliminated in certain cost aspects of developments), and (d) create scale and support a pan-European marketing distribution network promoting a wider product range. Furthermore, most international developers and operators are typically more interested in doing business regionally rather than locally.

The Directors and the Investment Manager believe that the Company's investment approach offers an attractive risk/reward profile to Shareholders in a compelling market environment at an optimal time for investment in residential resort developments in Southeast Europe.

Prospective Investment Portfolio and Additional Investment Opportunities

Starting with dedicated regional market research and network building while at Soros Real Estate Partners, and following extensive deal-sourcing and negotiations since its business was founded in April 2004, the Investment Manager has agreed terms and is now finalising the contractual documentation relating to six investments (collectively comprising the Prospective Investment Portfolio) on behalf of the Company which, if completed, would require a minimum aggregate capital commitment by the Company of approximately €66 million. The successful completion of the investments represented by the Prospective Investment Portfolio would establish the Company as the leading investor in the Residential Resort sector in Southeast Europe.

The Prospective Investment Portfolio comprises four projects located in Greece and two projects located in Cyprus as summarised in the following table. The Directors and the Investment Manager believe that all of these Projects have the potential to become among the best conceived Residential Resorts in the Region. Further details setting out the background to, and the contractual status of, each Project within the Prospective Investment Portfolio are set out in Part 4 of this document.

Project	Estimated Company investment (€m)	Expected Company shareholding (%)	Expected to be fully funded within (months)
GREECE			
Amanmila	5	33.3	12
Kilada Hills	14*	80.0	6
Kyparissia Bay	10	100.0	6
Scorpio Bay	9	50.0	12
CYPRUS			
Artemis Hills	9	25.0	6
Apollo Heights	19	68.1	18
Total	**66**		

* Additional €9 million may be required if a further option is exercised to acquire adjacent land and expand the Kilada Hills Project.

The completion of each investment in the Prospective Investment Portfolio depends not only upon the completion of the Placing but also, amongst other things, satisfactory completion of due diligence into each of the prospective Project companies and their respective land sites and the execution and delivery of binding agreements in a form mutually satisfactory to the parties. There can be no guarantee that the Company will complete all or any of these investments.

In addition to the Prospective Investment Portfolio, the Investment Manager has advanced negotiations in a number of additional investment opportunities that meet the Company's investment strategy and that have the potential to be executed within 12 months following Admission. Most of these Project opportunities stem from the strategic relationships that the Investment Manager has with some of the leading developers and operators in the Region. Further details of these additional investment opportunities are set out in Part 4 of this document.

The Investment Manager anticipates that, should negotiations be successful in respect of these additional investment opportunities, an additional capital commitment of approximately €127 million would be required from the Company, subject to funds being available. However, the Investment Manager does not anticipate that all of these opportunities will materialise or that the Company will reach a binding agreement to invest in more than 50 per cent. of them. Nevertheless, when combined with the Prospective Investment Portfolio, they further underline the Company's strong investment potential in the Residential Resort sector in the Region.

Investment Process

Sourcing and Execution

The Investment Manager carefully selects a limited number of potential Projects by adhering to a thorough investment process that includes extensive due diligence and market research.

The Investment Manager delegates the technical due diligence to some of the Region's leading project managers and technical advisers, the preferred provider being Focal Project Managers S.A. Technical due diligence includes reviewing the land zoning status, the legislative framework, the permit status, environmental, forestry and archeological issues and licensing requirements. In addition to providing a full technical due diligence report, the project manager further provides a budget estimate of the Project which is then used as verification by the Investment Manager.

The Investment Manager always aims to engage leading local law firms to perform the legal due diligence and draft all the investment documents, as well as leading accounting firms to undertake the requisite accounting and financial due diligence.

Subject to completion of satisfactory due diligence, the Investment Manager recommends the investment opportunity to the Board for approval.

Once the Company has committed to a Project following Board approval, the Investment Manager engages a project manager to supervise the development and construction process. The Project company will then be required to enter into a number of development and construction related contracts. The project manager undertakes to establish schedule and cost control procedures with the contractors, monitor the ongoing procurement process and quality of the development, and provide the Investment Manager with regular update reports that identify any potential deviations from the pre-agreed business plan.

The Investment Manager takes a hands-on management approach towards all Projects and works with its partners to create maximum value throughout the development and realisation process by utilising its financial skills and access to an extended network of debt providers and real estate investors.

The Company intends to have control over the majority of Projects in which it invests. In Projects where the Company is a minority shareholder, minority protection rights will be achieved through appropriate provisions set out in shareholders' agreements. Each shareholder agreement will have a specific business plan attached to which the developer will be required to adhere.

When appropriate, the Investment Manager and its development partners will involve the original land owners and other local partners in the Project, particularly where this involvement strengthens the Project's ability to obtain the required local planning permits and licenses and/or improves the lines of communication with local authorities and construction management. Execution risk is minimised by partnering with trusted developers and by fully aligning their economic interests with those of the Company.

Project Funding

The Company intends to commit to Project companies the minimum level of capital required to purchase the land and/or to finance the Project's initial infrastructure (such as roads, utilities, landscaping and leisure components). Funding of the commitment is usually provided in stages depending on the planning and development progress.

The Investment Manager aims to optimise the capital and tax structure of its investments through efficient use of equity, bank debt and participating loans and by investing through special purpose vehicles for each Project. Most of the Project's development costs will be funded via pre-sales of the residential units and construction loans secured on the land. Each Project's debt commitments will be ring-fenced in a special purpose vehicle with no recourse to the Company. Each Project company will seek to minimise local taxes by utilising local tax incentives available in each relevant jurisdiction. In addition, the Company will seek to achieve repatriation of profits through tax efficient holding company structures. The Directors do not currently anticipate that the Company itself will borrow any funds.

Founding Shareholders

The Company was capitalised with €5 million in the summer of 2005 by institutional and private investors including the Investment Manager. The lead investor was Fortress, a world-leading investor in real estate private equity with approximately $15 billion of equity capital currently under management. Wes Edens, Chairman and co-founder of Fortress, Rob Kauffman, President and co-founder of Fortress, and three other Fortress managing partners invested personally in the Company.

In June 2005, Fortress listed one of its wholly-owned real estate companies, Mapeley Limited, on the London Stock Exchange, and Mapeley Limited thereby became one of the largest real estate companies quoted in the UK with a market capitalisation of approximately £575 million. While at Soros Real Estate Partners, Miltos Kambourides, the founder and managing partner of the Investment Manager, was the deal leader in relation to the establishment of Mapeley Limited, which was a co-investment between Soros Real Estate Partners and Fortress until early 2005 when Fortress acquired full ownership of Mapeley Limited. Miltos Kambourides was the financial architect of the two major real estate outsourcing deals that Mapeley Limited currently has under management.

Founding Shareholder Warrants

The Founding Shareholders provided the initial equity capital necessary to establish the Company and to fund the cost of negotiating and advancing a number of investment opportunities including the Prospective Investment Portfolio. The Directors believe that the aggregate market value of the Company's interests in the Prospective Investment Portfolio at acquisition will be significantly greater than the Company's cost of investment. In recognition of the fact that new Shareholders will be investing in the Company at the same price per Common Share as the Founding Shareholders, the Company has issued the Founding Shareholder Warrants. The Investment Manager owns 20 per cent. of the Founding Shareholder Warrants.

The Founding Shareholder Warrants entitle the Founding Shareholders to subscribe, at par value per Common Share of €0.01, for such number of Common Shares (capped at 12.5 million Common Shares) which when multiplied by the Placing Price of 68p (€1.00) equals 50 per cent. of the difference between the market value of the Company's legal interests in the Prospective Investment Portfolio and its cost of investment. The valuation of the Company's legal interests in the Prospective Investment Portfolio will be carried out by the Company's Property Valuer as at 30 June 2006 and

this valuation will then be approved by the Board. All of the Founding Shareholder Warrants must be exercised within 30 days of the valuation or will otherwise lapse.

Founding Shareholder Lock-in Agreements

The Founding Shareholders have also entered into lock-in agreements in relation to their Common Shares which prevent them from disposing of such shares until the date on which the Founding Shareholder Warrants lapse. Further details of these lock-in agreements are set out in paragraph 6.2 of Part 11 this document.

PART 3

DIRECTORS, INVESTMENT MANAGER AND ADMINISTRATION

Directors of the Company

The Directors of the Company, all of whom are non-executive, will be responsible for the overall investment activities of the Company.

The Directors are:

Andreas Papageorghiou (Non-executive Chairman), aged 72, a practising lawyer and the Managing Partner of A. N. Papageorghiou & Associates Law Offices in Nicosia, Cyprus. Mr. Papageorghiou was called to the English Bar in 1959 (Gray's Inn) and he subsequently practiced law from 1959 to 1963. From 1963 to 1978, Mr. Papageorghiou was internal legal adviser and subsequently senior manager of Legal & Trustee Services of the Bank of Cyprus group of companies. From 1978 to 1980, he was the Minister of Commerce & Industry of the Republic of Cyprus and from 1981 to 1993, he was the general manager of the Cyprus Housing Finance Corporation.

Nicholas Moy (Non-executive Director), aged 66, the Group Chairman of Gryphon Emerging Markets Ltd (''Gryphon''), an investment banking firm specializing in the countries of the Mediterranean basin and the Middle East. Gryphon is active in restructuring and refinancing companies requiring capital, as well as establishing and operating private equity investment funds in the larger emerging market economies. Mr. Moy currently serves as chairman of the Arab Business Council in London, and is also a director or advisory board member of a number of international funds and related companies. Mr. Moy was previously co-founder and Deputy Chairman of Granville Holdings Limited, a London based investment bank and one of the pioneers of the private equity sector in the UK, Continental Europe and the Middle East. Mr. Moy has an MA in Oriental Languages and Law from St. Catharine's College, Cambridge University, and an MBA in international finance from the Wharton School of Finance, University of Pennsylvania. He is a member of the Arab Bankers' Association, the Middle East Association and an alumnus of the Middle East Centre for Arabic Studies.

Cem Duna (Non-executive Director), aged 58, the president of AB Consultancy and Investment Services, a leading Turkish consultancy company providing strategic business development services to both Turkish and international corporations and entrepreneurs. He is also the Vice Chairman of the board of Turkish Industrialists and Businessmen Association. Mr. Duna was previously Ambassador and Permanent Delegate of Turkey to the European Union between 1991 and 1995. During this period, he led the negotiations for the formation of the Customs Union. Mr. Duna was also the Ambassador and Permanent Delegate of Turkey to the United Nations Offices in Geneva and the Chief Negotiator in the GATT Uruguay Round Multilateral trade negotiations. He also served as the Director General of Turkish Radio and Television during the years 1988 and 1989. He spent three and half years as the late President Turgut Ozal's Foreign Policy Advisor between the years 1985 and 1988 when Mr. Ozal was the Prime Minister of Turkey. Mr. Duna served at various diplomatic levels in capitals that included Copenhagen, The Hague, Jeddah and London through his career in the Foreign Ministry. He is a graduate of the Political Sciences Faculty of the University of Ankara and has an MA in The Theory of Economic Integration (the European Union) from the University of Amsterdam. As a public figure in Turkey, Mr. Duna is also an independent lecturer at universities and participates in conferences and media debates as a guest speaker both in Turkey and abroad.

Antonios Achilleoudis (Non-executive Director), aged 36, the co-founder and Managing Director of Axia Ventures Ltd and Axia Asset Management, a New York based alternative investment advisory firm. In this capacity, Mr. Achilleoudis has advised and consulted on the structuring of several hedge fund and alternative investment products and projects, including the formation of a multi-strategy hedge fund and the management of a long/short equity fund. He has been instrumental in assisting several institutions and family offices, in the formation and implementation of alternative investment strategies. From 1993 to 2000, Mr. Achilleoudis was Vice President of Investments at the Private Client Group of Gruntal & Co. LLC, an investment bank and member of the New York Stock Exchange. In this capacity, he was managing the investment portfolios of high net worth individuals and institutions with specialization in hedge fund advisory services and research. Mr. Achilleoudis is a graduate of New York University Stern School of Business with a Bachelors Degree in Accounting and International Finance.

Miltos Kambourides (Non-Independent Director), aged 33, the founder and managing partner of Dolphin Capital Partners Limited. Information regarding Mr. Kambourides is set out below.

Directors of the Investment Manager

The Company's assets will be managed by Dolphin Capital Partners Limited. The senior investment professionals of the Investment Manager are Miltos Kambourides and Pierre Charalambides (who are the ultimate beneficial owners of the Investment Manager) and Pedro Miranda and Constantinos Hassabis. They together possess a combination of in-depth local knowledge and contacts with extensive real estate investment skills gained at some of the most reputable financial institutions in the world, such as Soros Real Estate Partners, Goldman Sachs, JPMorgan, Citibank, CSFB and GE Capital. The Investment Manager's four senior investment professionals have collectively over 40 years of relevant investment experience, hold several academic qualifications including six degrees from Massachusetts Institute of Technology ("MIT") and three MBAs, and speak six languages.

Miltos Kambourides – Managing Partner, aged 33, is the founder and managing partner of the Investment Manager. Mr. Kambourides was previously a founding member and is now a retired partner of Soros Real Estate Partners ("SREP"), recently renamed Grove International Partners. SREP was a global real estate private equity business formed in 1999 by George Soros and Richard Georgi, investing on behalf of Soros Real Estate Investors C.V., a $1 billion real estate private equity fund that targeted Europe and Japan. During Mr. Kambourides' tenure, SREP executed total investments of approximately $500 million of equity in complex real estate transactions in Western Europe and Japan, including a significant investment in several master-planned residential developments in Spain through its real estate investment vehicle named MedGroup Inversiones S.L. ("MedGroup"). Through MedGroup, SREP has been one of the biggest foreign investors in Spain in the master-planned leisure-integrated residential sector achieving returns above the minimum returns currently targeted by the Company.

While at SREP Mr. Kambourides was primarily responsible for investments relating to property outsourcing in the UK and for the SREP investment strategy in Southeast Europe. He was the deal leader and a founder of Mapeley Limited which became the second largest real estate outsourcing company in the UK after winning two major 20-year multi-billion pound contracts: one with the Inland Revenue and Custom & Excise Departments of the UK and one with Abbey National plc. Mr. Kambourides was the financial architect of both these transactions. Following that, Mr. Kambourides researched the Southeast European markets in depth and developed a broad network of relationships with developers, operators and other key real estate professionals.

Prior to joining Soros, Mr. Kambourides spent two years at Goldman Sachs in the Real Estate Principal Investment Area in Europe working on real estate private equity transactions in the UK, France and Spain. In 1998 he received a Goldman Sachs Global Innovation award for his work on the first real estate outsourcing contract in the UK which led to the creation of Trillium, the largest real estate outsourcing company in the UK.

Mr. Kambourides graduated from MIT where he received a B.S. and M.S. in Mechanical Engineering and a B.S. in Mathematics. He has received several academic honours and participated twice in the International Mathematical Olympiad (Beijing 1990, Moscow 1992) and once in the Balkan Math Olympiad (Sofia 1990) where he received a bronze medal.

Pierre Charalambides – Partner, aged 34, is the co-founder and partner of the Investment Manager. Prior to that, Mr. Charalambides worked with Miltos Kambourides as acquisitions director in a SREP initiative to identify and pursue investment opportunities in Southeast Europe.

From 1999 to 2003, Mr. Charalambides was a senior mergers and acquisitions associate at JPMorgan where he advised some of Europe's leading corporations and entrepreneurs on financial transactions such as acquisitions, disposals, mergers, private placements, restructurings and leveraged buy-outs totalling over $6 billion across numerous industry sectors including real estate, retail, construction, telecoms, media and technology.

Prior to joining JPMorgan, from 1995 to 1998, Mr. Charalambides had been a founding member of (i) Hilton International's corporate development team where for two years he managed the origination and execution of over $150 million of new Hilton International hotel development projects (luxury resort, city centre, distressed and mid-market hotel properties) in Canada, the Caribbean, France, India and Scandinavia; (ii) Insignia Hotel Partners in Europe, now one of Europe's leading hotel investment advisory companies; and (iii) The Hotel Investment Forum in Berlin, one of Europe's most successful annual hotel investment conferences.

Mr. Charalambides holds an MBA from INSEAD and two B.S. from the Management School of The Hague where he graduated first in his year.

Pedro Miranda – Director, aged 33, was from 2002 to 2005 a Vice-President at Edison Advisors, an affiliate of GE Capital, where he advised buy-side clients looking to invest new equity in companies struggling with highly leveraged capital structures and/or undergoing bankruptcy restructuring, in a

variety of sectors such as real estate, transportation, forest products, manufacturing, food & beverage and shipyard services. He also advised on disposals and recapitalizations of distressed companies that were part of the $7 billion GE Capital Funding loan portfolio. Previously, Mr. Miranda worked in London as an investment banking associate at Credit Suisse First Boston in the mergers and acquisitions group. From 1996 to 1999, Mr. Miranda worked at Citibank International where he was involved in several business expansion initiatives for Citibank's Global Consumer Bank in Argentina, Brazil, Chile, Mexico and Venezuela. Mr. Miranda holds an MBA in Finance from MIT's Sloan School of Management and a B.S. degree in Computer Engineering and Computer Science from the University of Miami.

Constantinos Hassabis – Director, aged 38, has since 2000 been the general manager of J&P Development, the development subsidiary of J&P Avax, one of the leading construction companies in Southeast Europe and the Middle East. During those years, he led and established J&P Development into a pre-eminent real estate development company in the Region and led and negotiated numerous successful commercial and residential real estate projects ranging in value from €20 million to €350 million. From 1992 to 2000 and prior to founding J&P Development, Mr. Hassabis was the general manager of 3D Development (another division of J&P Avax) where he was responsible for the financing and development of project concepts. During these years, he was also in charge of a holiday home development on the island of Spetses, Greece, which was voted among the three best residential projects in the world at MIPIM (Cannes Annual Real Estate Exhibition) in 1997. Mr. Hassabis holds an MBA from MIT's Sloan School of Management and a B.S. in Economics from MIT where he received Phi Beta Kappa and Sigma Xi in recognition of academic achievements and research aptitude.

The Investment Manager may look to recruit additional professionals after Admission.

Investment Management Agreement

Dolphin Capital Partners provides fund management and advisory services to the Company. Its roles under the Investment Management Agreement include, in line with guidelines established by the Board, the following:

- analysing market, economic and political conditions and developments in Southeast Europe;
- maintaining government relations and undertaking such lobbying in Turkey, Cyprus, Greece and Croatia as may be required;
- sourcing of investment opportunities;
- evaluating and valuing of investment opportunities;
- deal structuring and negotiation of each investment;
- presenting investment opportunities to the Board for approval;
- co-ordinating professional advisers;
- taking board positions in investee companies, monitoring such investments and supporting investee companies as required;
- seeking and realising exit strategies for investments;
- co-ordinating collection of financial returns due to the Company such as dividends or any proceeds received from invested assets and loans to creditors;
- recommending the level of dividend distributions to the Board;
- co-ordinating the preparation of accounts and the calculation of the Net Asset Value for approval by the Board; and
- providing quarterly reports to Shareholders on the Net Asset Value and the progress of individual investments.

The Investment Management Agreement is for a fixed term of ten years commencing on 1 August 2005. It may be extended beyond such term with the agreement of the Investment Manager and the Company. The Investment Management Agreement is also capable of summary termination in certain circumstances, including material breach of the terms of the agreement or the occurrence of an insolvency event in respect of the Investment Manager. Further details of the Investment Management Agreement are set out in paragraph 6.6 of Part 11 of this document.

Under the terms of the Investment Management Agreement the Investment Manager is required to devote its time and attention to the affairs of the Company and not to manage other funds that are competitive with the Company until such time as 90 per cent. of the Company's funds are committed to Projects. After that time the Investment Manager will be free to manage funds that might be competitive with that of the Company.

Investment Management Fees

The Investment Manager will receive an annual management fee payable quarterly in advance of 2 per cent. per annum of the total funds raised by the Company, being initially the gross proceeds of the Placing and the €5 million subscribed by the Founding Shareholders, and subsequently including the proceeds of any further fund raisings. The Investment Manager will also be paid a performance fee equal to 20 per cent. of the net realised cash profits received by the Company from each Project after achieving a hurdle of 8 per cent. annual compounded return (the ''Hurdle'') and deducting a sum equal to any realised losses and/or writedowns in respect of any other investments, (together the ''Relevant Investment Amount''). The performance fee payment is subject to escrow and clawback provisions described below.

Escrow

Half of any performance fee payable to the Investment Manager shall be placed in an escrow account operated by the Administrator (the ''Escrow Account'') until the date on which the cumulative distributions made by the Company to its Shareholders first equals or exceeds the total funds raised by the Company as at Admission (being the gross proceeds of the Placing and the €5 million subscribed by the Founding Shareholders) (the ''Distributions Equalisation Date''). On the Distributions Equalisation Date, 50 per cent. of any escrowed funds will be released to the Investment Manager (meaning that in aggregate the Investment Manager will have received 75 per cent. of the performance fees payable). Upon the Company making cumulative distributions equal to the total funds raised by the Company plus the Hurdle, any remaining funds in the Escrow Account will also be released to the Investment Manager.

Clawback

If on the earlier of (i) disposal of the Company's interest in a relevant investment or (ii) 1 August 2015, the proceeds realised from that investment are less than the Relevant Investment Amount, the Investment Manager shall pay to the Company an amount equivalent to the difference between the proceeds realised and the Relevant Investment Amount. The payment of the clawback is subject to the maximum amount payable by the Investment Manager not exceeding the aggregate performance fees (net of tax) previously received by the Investment Manager in relation to other investments.

All relevant expenses incurred by the Investment Manager in connection with the sourcing, negotiation and implementation of Projects shall also be reimbursed by the Company.

The Administrator

Anglo Irish Fund Services Limited has been appointed by the Company to act as administrator to the Company with effect from, and conditional upon Admission under the terms of the Administration Agreement. The Administrator is wholly owned by Anglo Irish Bank Corporation plc. The Administrator is responsible for providing administrative services required in connection with the Company's operations, including assistance in the preparation of annual and interim financial statements for the Company and calculation and publication of the Company's Net Asset Value. Further details of the Administration Agreement are set out in paragraph 6.7 of Part 11 of this document.

The Custodian

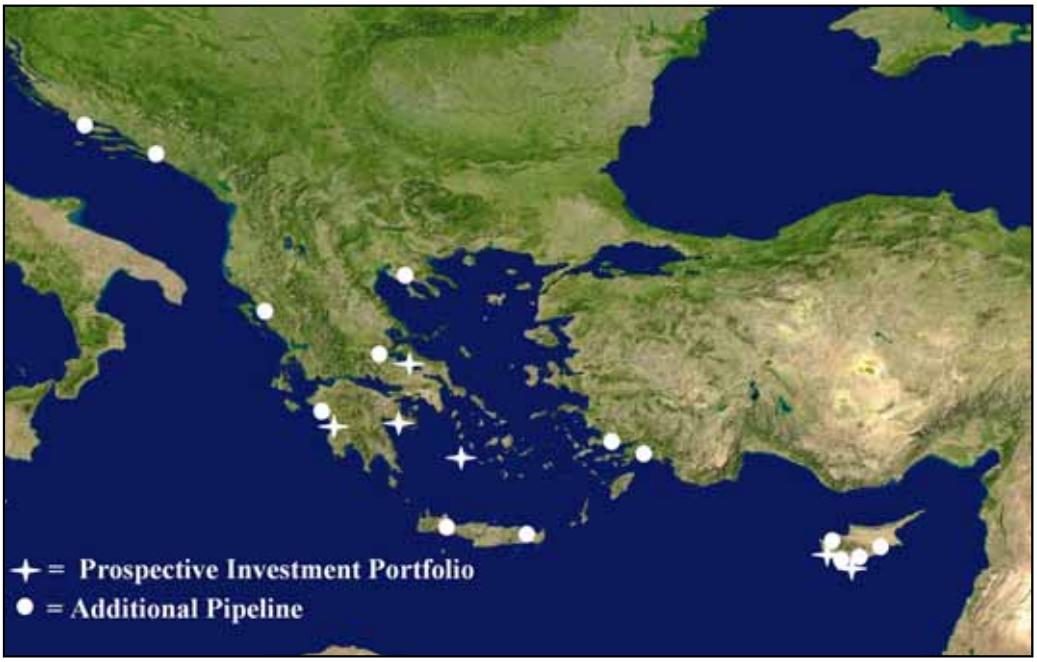
Anglo Irish Bank (I.O.M.) P.L.C. has been appointed by the Company to act as custodian with effect from, and conditional upon, Admission under the terms of the Custodian Agreement. The Custodian is wholly owned by Anglo Irish Bank Corporation plc and has been appointed as the Company's custodian and banker. The Custodian is responsible for providing custodial and banking services to the Company. Real-estate interests may be held either directly by the Company or through special purpose vehicles and will not form a part of the assets for which the Custodian is responsible under the terms of the Custodian Agreement. Further details of the Custodian Agreement are set out in paragraph 6.8 of Part 11 of this document.

PART 4

PROSPECTIVE INVESTMENT PORTFOLIO AND ADDITIONAL INVESTMENT OPPORTUNITIES

Location

The location of the Projects is one of the key factors in the selection criteria set by the Company. As seen in the map below, both the Prospective Investment Portfolio and the additional investment opportunities are positioned in strategic locations in Southeast Europe.



Prospective Investment Portfolio

As at the date of this document, the Company has directly or indirectly through the Investment Manager or its subsidiaries, agreed terms and is in the process of completing contractual arrangements in respect of six investments which together comprise the Prospective Investment Portfolio. If completed, these Projects would require a minimum aggregate capital commitment of approximately €66 million. The Company expects to fund these investments from the net proceeds of the Placing. The completion of each investment depends not only upon the completion of the Placing but also, among other things, upon satisfactory completion of due diligence into each of the prospective Project companies and land sites and the execution and delivery of final binding agreements in a form mutually satisfactory to the parties. There can be no guarantee that the Company will complete all or any of the investments.

Project	Approximate number of hectares	Estimated min. no. of residential units	Estimated Company investment (€m)	Expected Company shareholding %	Expected to be fully funded within (months)
GREECE					
Amanmila	140	30	5	33.3	12
Kilada Hills	100	200	14*	80.0	6
Kyparissia Bay	30	100	10	100.0	6
Scorpio Bay	172	300	9	50.0	12
CYPRUS					
Artemis Hills	120	300	9	25.0	6
Apollo Heights	492	1,000	19	68.1	18
Total	**1,054**	**1,930**	**66**		

* An additional €9 million may be required if a further option is exercised to acquire adjacent land and expand the Kilada Hills Project.

1. Project Amanmila, Milos, Greece

Project Amanmila involves the development of Europe's first villa-integrated Aman Resort, over 1.4 million square metres of land on the island of Milos (Cyclades), Greece. The Investment Manager believes that Project Amanmila has the potential to become the most exclusive integrated residential resort in the Mediterranean region.

Project Amanmila comprises two phases. The first phase includes the development of a 40-room luxury Aman hotel and spa surrounded by 30 Aman villas. The second phase includes the development of other residential complexes on other portions of the site. Aman Resorts and its affiliates will be responsible for the design, management, branding and sales.

Project Amanmila is located 15 minutes' driving distance from Milos Airport on an unspoilt peninsula with approximately 2 kilometres of shoreline and its own natural harbour.

Under a shareholders' agreement signed on 31 October 2005, Project Amanmila is owned by three shareholders including the Company, each holding one third of its shares. The other two shareholders are companies wholly-owned by:

- Aman Resorts: one of the most exclusive hotel and villa-integrated resort operators in the world; and
- The Heah family: represented by John Heah, Project Amanmila's appointed architect. Amongst Heah's work is the Four Seasons Hotel in Bali, voted as the Best Hotel in the World by Travel & Leisure magazine on 15 July 2005.

Each shareholder of Project Amanmila has committed to invest at least €3 million to fund the acquisition of the land and part of the construction. Project Amanmila is in negotiations to enter into a notarial pre-contract (binding on the seller's side) to acquire the site.

The planning application process for Project Amanmila has already begun and is expected to take approximately 18 months.

2. Project Kilada Hills, Peloponnesus, Greece

Project Kilada Hills involves the development of a Residential Resort with approximately 200 upscale residential units totalling a minimum of 30,000 buildable square metres, integrated with a private residence club and a championship standard golf course on approximately 1.0 million square metres of land. Other leisure facilities would include a club house, a golf academy, a spa and other supporting retail and sports facilities.

Project Kilada Hills is located two hours' driving distance from Athens in the area of Porto Heli, which is one of the most upscale second home residential areas in Greece. It is less than one kilometre away from a beach and a small fishing village. The current developer of Project Kilada Hills has already signed notarial pre-contracts to acquire the site, which consists of 724,000 square metres of freehold land and 282,000 square metres of leasehold land (to be used for the golf course). The planning application process for Project Kilada Hills is already at an advanced stage and all planning approvals are expected to be in place by the beginning of 2006.

The Investment Manager on behalf of the Company has entered into a term sheet with the current developer which grants the Investment Manager exclusivity until the 23 November 2005 (this period has been extended unilaterally by the Investment Manager for a period of 10 working days) to negotiate an investment and shareholders' agreement and to fund the acquisition of the site by subscribing for an 80 per cent. shareholding in Project Kilada Hills with a total equity commitment of at least €14 million. An additional amount of €9 million may be required from the Company if it exercises its option to acquire adjacent land and expand the Kilada Hills Project.

3. Project Kyparissia Bay, Peloponnesus, Greece

Project Kyparissia Bay is a strategic land acquisition with the capacity to develop up to 120 beach front villas totalling approximately 18,000 buildable square metres. The site comprises 309,000 square metres of land. The Investment Manager further intends to increase the scale of Project Kyparissia Bay by expanding the site through additional acquisitions.

The Kyparissia Bay site is located two and a half hours driving distance from Athens and is fronted by approximately 3 kilometres of unspoilt sandy beach to its western border and 3 kilometres of pine forest to its eastern border.

The Company (through its subsidiary DolphinCI Two Ltd.) has entered into a notarial pre-contract (binding on the seller's side until 16 January 2006) to acquire the company owning the site for €5 million subject to completing satisfactory due diligence. A further amount of €5 million will be

committed to fund the development process. Completion of the site acquisition in respect of Project Kyparissia Bay is expected to take place in January 2006.

4. Project Scorpio Bay, Attica, Greece

Project Scorpio Bay represents the development of a Residential Resort over approximately 1.72 million square metres of contiguous land in the region of Skroponeri, Greece with more than 300 upscale residential units integrated with a private marina. Other leisure facilities include a country club, a beach club and other supporting facilities. It is further anticipated to develop a championship standard golf course on adjacent leased land.

The site represents a mountainous peninsula of unspoilt natural beauty surrounded by a forest and the sea and 1 hour's drive from Athens International Airport. The site's location is adjacent to an area where many members of the Greek parliament have their holiday residences.

The current majority owners of the site represent one of Greece's most influential shipping families and have already initiated the permitting process. The Investment Manager on behalf of the Company has entered into a term sheet with a representative of the owners of the Project Scorpio Bay site with exclusivity until 28 February 2006, to take a 50 per cent. shareholding in Project Scorpio Bay by contributing €9 million to finance the permit application process and the initial phases of the development.

5. Project Artemis Hills, Paphos, Cyprus

Project Artemis Hills represents the development of a Residential Resort with approximately 310 residential villas totalling 67,000 buildable square metres and an 18-hole championship standard golf course spread over 1.2 million square metres of land. Additional leisure facilities will include a golf club house, a village square with retail units, swimming pools, and tennis courts.

Project Artemis Hills is situated at driving distances of 15 kilometres from Paphos (Cyprus), 5 kilometres from the beach, 4 kilometres north of Paphos International Airport and 20 kilometres away from the current Aphrodite Hills site, a similar project which has to date enjoyed strong demand and is achieving residential sales prices above €4,000 per square metre.

One of the current shareholders of Project Artemis Hills is CCA Group, one of the world's leaders in golf integrated communities including Brocket Hall. It has been agreed that CCA will manage the golf operations and operate the resort under a long-term management agreement. The appointed master-planner for Project Artemis Hills is Sasaki Associates, one of the world's leading master-planners. The golf course will be designed and branded by Nick Faldo, a well-recognised name in the industry and the golf academy will be run by PGA qualified professionals.

Final zoning and planning consents have recently been obtained and construction is expected to begin in the first quarter of 2006. The Investment Manager on behalf of the Company signed a term sheet on 7 February 2005 and is currently in advanced negotiations to acquire up to 25 per cent. of the shares in Project Artemis Hills from existing shareholders for a consideration of up to €9.4 million.

6. Project Apollo Heights, Limassol, Cyprus

Project Apollo Heights represents the development of a Residential Resort with over 1,000 residential villas, integrated with polo fields and potentially a golf course. Other leisure facilities will include a polo club house and academy, equestrian centre and other supporting facilities.

The proposed site is spread over 4.9 million square metres of unspoilt land covered with natural herbs and pine trees. It has a stream running through it and is adjacent to the sea with numerous hills offering panoramic mountain and sea views. The site is situated close to both the towns of Limassol and Paphos, 30 kilometres from Paphos International Airport and 50 kilometres from Larnaca International Airport.

The Investment Manager on behalf of the Company has entered into a term sheet with the managers of Project Apollo Heights, with exclusivity until 25 December 2005, to acquire (subject to the Project company successfully completing its advanced negotiations to acquire the site) an interest of up to 68.1 per cent. in the Project by committing approximately €19 million to be funded subject to permit progress.

Additional Investment Opportunities

In addition to the Prospective Investment Portfolio, the Founding Partners of the Investment Manager have over the past two years developed strategic relationships with some of the leading developers in the Region and have advanced a number of additional investment opportunities that

meet the Company's investment strategy and have the potential to be executed within the next 12 months.

In Cyprus, the Investment Manager has entered into a non-binding agreement with Lanitis Development, Cyprus's leading residential resort real estate developer to jointly develop Residential Resorts in Cyprus and Greece. Lanitis Development was the creator of Aphrodite Hills (www.aphroditehills.com) in Cyprus, Southeast Europe's best and only completed Master-planned Leisure-integrated Residential Resort. The development started golf course operations on 1 October 2002 and to date has sold over 500 villas and 250 apartments and experienced great success with current average selling prices at €4,300 per square metre and with the maximum around €6,000 per square metre.

The Company is considering investing in two new Projects to be developed by Lanitis Development that meet the Company's investment strategy and that are expected to be launched in early 2006.

In Turkey, the Investment Manager has established a strategic partnership with Kemer Group, Turkey's leading residential resort developer, to jointly develop Residential Resorts in Istanbul and South-Western Turkey. Kemer Group is the owner of Kemer Country in Istanbul, one of Europe's best primary-home communities integrated with a golf and country club. Over the past decade, Kemer Group has developed and completed 17 residential development projects comprising in excess of 1,150 individual homes in the Kemerburgaz area of Istanbul, generating approximately $500 million in sales and establishing Kemer Country as one of Istanbul's most prestigious residential areas. In addition, Kemer Group has invested over $40 million to develop and operate Kemer Golf & Country Club, Turkey's most prestigious golf and country club operation.

The Company has already identified a number of potential Projects in Turkey that meet the Company's investment policy and that could be launched in partnership with Kemer Group within 2006.

On a regional Southeast European basis and for luxury Residential Resort developments, the Investment Manager has developed a strong relationship with Aman Resorts, one of the world's most exclusive hotel and villa integrated resort operators. The Company will invest in Project Amanmila, the first Aman Residential Resort to be launched in Southeast Europe, as described above. As the Directors believe that Southeast Europe can successfully support a number of additional Aman Resort Projects, the Company will consider (subject to each Project meeting the Company's investment strategy) investing in additional such Projects to be launched in the Region in the next 1 to 3 years.

In addition to Projects deriving from the above relationships, the Investment Manager has progressed a number of other Projects in each of the targeted markets, Cyprus, Greece, Turkey and Croatia that the Directors and Investment Manager believe could be successfully launched in the next 12 months. Some of the additional investment opportunities currently under negotiation are briefly summarised below.

The Company has no legally binding contracts in relation to any of these Projects and it does not expect to reach a binding agreement in relation to more than 50 per cent. of these additional investment opportunities.

Project	Estimated Company investment (€m)	Brief Project description
GREECE		
Project A	10	Residential Resort in Crete on 160 hectares, to include over 60,000 square metres of residential units, an 18-hole championship standard golf course, country club, hotel and village hub.
Project B	8	Residential Resort in Olympia on one of the largest beach properties zoned for development in Greece, to include an 18-hole championship standard golf course, a world-class spa and a luxury suite-hotel.
Project C	15	Residential Resort over 800 hectares of contiguous land in the region Sterea Ellada, 90 minutes drive from Athens International Airport, to include over 1,000 detached private villas and two 18-hole championship standard golf courses.
CYPRUS		
Project D	11	Residential Resort with approximately 515 residential units and an 18-hole PGA championship standard golf course over 140 hectares of land 14 kilometres west of Larnaca International Airport.
Project E	10	Residential Resort with golf to be developed by Lanitis Development, adjacent to Aphrodite Hills and leveraging existing leisure facilities.
Project F	15	Residential Resort with golf to be developed by Lanitis Development on existing seafront land owned by Lanitis Group of Companies.
Project G	15	Residential Resort with golf to be developed in partnership with a leading Cyprus industrial and trading group on 300 hectares of beachfront land to include over 500 residential units.
TURKEY		
Project H	6	Residential Resort in Gocek, in partnership with Kemer Group aiming to replicate the success of Kemer Country in Istanbul.
Project I	15	Residential Resort community, master-minded by one of Turkey's leading architects, near Bodrum on site with 1,750 metres of coastline.
CROATIA		
Project J	15	Residential Resort to be developed with leading operator on unspoilt island by the Dalmatian coast, to include a marina and a five-star 80 room hotel.
Project K	7	Residential Resort in partnership with a leading operator on Dalmatian coast. Permits for resort development in place.
Total	**127**	

If all these Projects were completed, an additional capital commitment of approximately €127 million would be required from the Company, subject to funds being available. When combined with the Prospective Investment Portfolio, the Directors believe that they further underline the Company's strong investment potential in the Residential Resort sector in the Region.

PART 5

OTHER INFORMATION

Expenses

Expenses of the Placing and Admission

The Company will be incurring costs in connection with the Placing and the application for Admission. These expenses will be met by the Company and will be paid on or around the date of Admission. Such expenses will include fees payable under the Placing, registrar's fees, depositary's fees, admission fees, printing costs, legal, advisory and accounting fees and any other applicable expenses. The Directors do not anticipate that these expenses will exceed 4.0 per cent. of the gross proceeds of the Placing.

Ongoing Operating Expenses

In addition to costs relating to investments, the Company will incur ongoing operating expenses. These expenses will include, among others, the fees payable to the Investment Manager, the Administrator, the Custodian, and the Non-executive Directors (each Non-executive Director, excluding Miltos Kambourides and Antonios Achilleoudis who are waiving any fees, will initially be paid a fee of €15,000 per annum). Other ongoing operational expenses of the Company will be borne by the Company including, among others, bank fees, regulatory fees, legal fees, insurance costs, audit fees and other expenses. It is estimated that the total expenses of the Company for the year ending 31 December 2006 will not exceed €2,850,000.

Shareholder Information

The Company's annual report and accounts will be prepared up to 31 December each year after 2005 with the first accounting period of the Company ending on 31 December 2006, and it is expected that copies of the report and accounts will be sent to Shareholders within six months of the year end date. In addition, the first unaudited interim report of the Company will be prepared up to 30 June 2006 and is expected to be despatched on or before 31 August 2006. After 2006, Shareholders will receive an unaudited interim report covering the six months to 30 June each year, which is expected to be despatched within three months of that date each year.

Under BVI law the Company is not required to hold an annual general meeting in any year. However, it is the current intention of the Directors that, at the time of the publication of the Company's annual report and accounts, Shareholders will be notified of a venue and time at which the Investment Manager will give a presentation to Shareholders concerning the Company's investment portfolio.

Valuation Reporting and Policy

The first Net Asset Value per Common Share will be calculated as at 30 June 2006. The Company's Net Asset Value will be published through a regulatory information service provider to the London Stock Exchange as soon as practicable after 30 June 2006 and at the end of each subsequent quarter. The Company will also disclose the sterling equivalent of the reported Net Asset Value per Common Share based on the prevailing exchange rate.

The Net Asset Value and the Net Asset Value per Common Share shall be calculated (and rounded to two decimal places), in Euros by the Administrator on a quarterly basis (or at such other times as the Investment Manager may determine but in any event not less than quarterly).

The Net Asset Value shall be the value of all assets of the Company less the liabilities of the Company determined in accordance with the valuation guidelines adopted by the Directors from time to time. Under current valuation guidelines adopted by the Directors, such values shall be determined as follows:

- the value of investments made by the Company, whereby the future cashflows to be derived from these investments can be reasonably estimated, will be based on the net present value of the expected future cash flows discounted using an appropriate market discount rate. The Property Valuer, currently Colliers International S.A., will determine the appropriate discount rate on a case by case basis;
- the value of the investments made by the Company whereby the future cashflows to be derived from these investments cannot be reasonably estimated will be based on the market value of the land owned by the Project company less any liabilities it may have;

- the value of any cash in hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the Directors shall have determined that the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Directors may consider appropriate in such case to reflect the true value thereof;

- any other assets and liabilities shall be valued at their respective fair values as determined in good faith by the Directors and in accordance with generally accepted valuation principles and procedures; and

- any value other than in Euros shall be translated at any officially set exchange rate or appropriate spot market rate as the Directors deem appropriate in the circumstances having regard, *inter alia*, to any premium or discount which may be relevant and to costs of exchange.

If the Directors consider that any of the above bases of valuation are inappropriate in any particular case or generally, they may adopt such other valuation or valuation procedure as they consider is reasonable in the circumstances provided that such other valuation or valuation procedure has been approved by the Company's auditors. The Directors may delegate to the Investment Manager any of their discretions under the valuation guidelines.

Life of the Company

The Company does not have a fixed life, however, shortly before the tenth anniversary of Admission (or earlier if appropriate) the Board will convene a Shareholders' meeting at which a resolution will be proposed to determine the future of the Company.

Currency Issues and Cash Investment

The Directors anticipate that the Company's investments will be made in Euros and that the revenue on the Project investments (sales proceeds and any other income) will also be in Euros. Accordingly, the Company will convert the sterling proceeds of the Placing into Euros after Admission as required by its investment programme. Any dividends or other distributions made to Shareholders will be paid in Euros. All reporting by the Company in terms of its NAV announcements, interim and audited accounts will be in Euros. The base currency of the Company for accounting purposes will be Euros. Any cash held by the Company may be held on deposit or invested in money-market funds or other near-cash investments. To minimise currency risk, particularly in Croatia and Turkey (where investments are made in Turkish Lira or Croatian Kuna), the Company may enter into currency hedging programmes. Cash pending investment, reinvestment or distribution will be placed in Euro or pound sterling bank deposits, bonds or treasury securities, for the purpose of protecting the capital value of the Company's cash assets. In order to hedge against interest rate risks or currency risk, the Company may also enter into forward interest rate agreements, forward currency agreements, interest rate and bond futures contracts and interest rate swaps and purchase and write (sell) put or call options on interest rates and put or call options on futures on interest rates. The Company does not intend to have any significant exposure to margin positions.

Further Issues of Common Shares

The Directors will have authority to allot the authorised but unissued share capital of the Company following Admission on a non-pre-emptive basis. There is no limit on the number of Common Shares that the Directors may allot. Such authority shall only be exercised at a subscription price which is not less than the then prevailing Net Asset Value per Common Share.

Distributions to Shareholders

The Company's intention is to maximise the IRR of each Project investment and therefore it intends to return capital profits as soon as they are realised. For the first three years following Admission only, the profits realised from Projects could be made available for reinvestment into further Projects as determined by the Board (net of any performance fees due).

Distributions may be made by way of dividend or a redemption or repurchase of Common Shares, at the Directors' discretion. Distributions may give rise to a liability to tax on income or capital gains, depending on a Shareholder's individual tax position. To date, the Company has not paid any dividends.

Repurchase of Common Shares

If Common Shares are trading at a discount to Net Asset Value per Common Share (based on the latest published NAV), the Company may purchase Common Shares for cancellation. The purchase of Common Shares on this basis may address the imbalance between supply and demand indicated by the presence of a discount, and would be beneficial to the Net Asset Value per Common Share of the remaining Common Shares.

The Directors will have the authority to repurchase the Common Shares in issue immediately following Admission. There is no present intention to exercise such authority. Any repurchase of Common Shares will be made subject to BVI law and within guidelines established from time to time by the Board (which will take into account the income and cash flow requirements of the Company) and the making and timing of any repurchases will be at the absolute discretion of the Board. Purchases of Common Shares will only be made through the market for cash at prices below the prevailing Net Asset Value per Common Shares where the Directors believe such purchases will enhance Shareholder value.

PART 6

COUNTRY PROFILES

GREECE

Greece experienced a GDP growth of above 3.5 per cent. in 2004 and the year-on-year increase at the end of Quarter 3, 2005 was 3.9 per cent. This significantly outperforms the Eurozone average for nine consecutive years. The Athens 2004 Olympics encouraged the Greek government to significantly invest in infrastructure (new airport, highways and hotels) and boosted Greece's profile as a leading tourist destination in the Region.

The Directors and the Investment Manager believe that Greece, being an Euro denominated country since 2001, has all the prerequisites to become a prime holiday home destination for Northern Europeans.

Greece is maturing as a key member of the European Union. Year-on-year inflation (EU harmonised) is currently at 3.9 per cent. (2004: 2.9 per cent.) partly due to tax effects and high international oil prices. In addition, the trade and fiscal deficits are being addressed through measures to curtail spending pressures as the Euro Stability and Growth Pact requires.

The national government of Greece is the centre-right New Democracy (ND) elected in March 2004. Whilst facing certain challenges, notably the trade deficit, the government is progressive in its desire to introduce market reforms as exemplified through cautious reform policies on privatisation, labour laws and pensions. The government is also placing the development of golf resorts and other tourism infrastructure as one of its top priorities in its economic policy.

CYPRUS

Although not a full member of the European Monetary Union, Cyprus has joined the EU's system of pegged exchange rates requiring the associated fiscal and monetary discipline. GDP growth was 3.2 per cent. in 2004, with inflation (EU harmonised) running at a moderate 2.76 per cent. to the end of April 2005.

Cyprus entered the European Union on 1 May 2004 and offers one of the most competitive taxation environments in Europe. The country further benefits from an excellent climate with long seasonality and is already a very popular second home/retirement destination for British citizens who established Cyprus as the most vibrant holiday home market in the Region. This market leadership was further strengthened on 27 May 2005, when a new law was passed paving the way for 11 golf-integrated residential resorts by allowing such developments on un-zoned land subject to certain criteria. The Investment Manager has been aware of the prospect of this law since early 2004 and is in discussions in relation to the majority of these developments.

The current Cypriot government comprises representatives of Progressive Party of the working People (AKEL), Democratic Party (DIKO) and the Socialist Party of Cyprus (EDEK) and independents. The Government is planning the reform of public administration but the main area of attention remains the tensions with Turkey over recognition. It should be noted, however, that Turkey has recently signed a key protocol extending a customs union to the Republic of Cyprus.

With the recent relative strength of the Euro, the current account deficit could remain an issue but monetary and fiscal discipline should curtail inflationary pressures. Furthermore, Euro adoption aspirations are expected to enhance Cyprus' business environment and benefit the Company's investments.

TURKEY

Whilst Turkish real GDP growth has slowed in the twelve months to June 2005 it remains at a healthy 4.2 per cent. Inflation, which has historically been at extremely high levels, has been curtailed in recent years falling to 8 per cent. in the year to 30 September 2005. In 2004 the country experienced its highest ever number of tourist arrivals (currently estimated to be in excess of 17 million) and land and property values remain low relative to Greece and Cyprus. Certainly risks remain, including the size of the current account deficit and the vagaries of investor sentiment but, the Directors anticipate that tight monetary and fiscal policies and the reform terms of the new IMF standby agreement will support the investment case for the Company.

The current Turkish government is led by the Justice and Development Party (AKP). European Union accession negotiations commenced on 3 October 2005 and are expected to be protracted. Negotiations may be hampered by the ''Cyprus issue'' but the current extension of the customs union agreement offers a tentative rapprochement. The government will need to continue to address the reforms required by IMF conditions and EU accession requirements.

The Directors believe that the measures taken by Turkey to address its economic and structural issues to date and its desire to advance swiftly with EU accession negotiations indicate an ongoing process of reforms that will underpin the Company's activities.

CROATIA

Real GDP growth dropped sharply in the first quarter of 2005 and unemployment remains stubbornly high. In addition, the current account deficit remains in negative territory. To offset the effects of slowing economic growth, the IMF agreed in July 2005 to allow the authorities to overshoot its fiscal deficit target for the current year. The Balkan Wars of the 1990s resulted in the destruction of the country's infrastructure and the tourism inflow has only recently returned to the levels of the 1980s.

The current Croatian government is led by the Croatian Democratic Union. The government remains under pressure from both the EU and the IMF to carry out political and economic reforms, however local elections in May 2005 passed relatively successfully. Croatia's membership negotiations with the EU requires movement on co-operation with the International Criminal Tribunal for former Yugoslavia (ICTY).

The Directors believe that the current fiscal and monetary management policies and EU membership aspirations of Croatia revamped on 3 October 2005 provide the political and economic conditions to enhance the current investment opportunity for the Company. In addition, the Directors have noted signs of a growing demand for leisure-integrated real estate along the entire Dalmatian coast, and particularly for upscale projects near Dubrovnik.

Some of the Region's key demographic and macro-economic indicators are summarised in the following table:

Indicator	 Greece	 Cyprus	 Turkey	 Croatia
Population (millions)	10.7	0.8	69.7	4.5
Area (square kilometres)	131,940	9,250	780,580	56,542
Coastline (kilometres)	13,676	648	7,200	5,835
GDP (PPP) $ billion (2004 estimate)	226.4	15.7	508.7	50.33
GDP growth (2004 estimate)	3.7%	3.2%	8.2%	3.7%
Inflation (2004 estimate)	2.9%	2.4%	9.3%	2.5%
Unemployment (2003)	10.0%	3.2%	9.3%	13.8%
Government debt (% of GDP 2004 estimate)	101%	75%	74.3%	41.7%
Tourist arrivals 2004 (million)	14.2	2.3	17.5	9.4
Corporate tax rate	32%	10%	30%	20%

PART 7

THE PLACING

Shares Subject to the Placing

The Placing comprises an offer by the Company of the Placing Shares to raise net proceeds of approximately £67,864,000 (€99,800,000). The Placing is arranged by Panmure Gordon in accordance with the terms of the Placing Agreements further details of which are set out under ''Placing Arrangements'' below and in paragraph 6.1 of Part 11 of this document.

Placing Arrangements

On 6 December 2005, the Company, the Investment Manager, the Directors, Panmure Gordon and Grant Thornton Corporate Finance entered into the Placing Agreement pursuant to which Panmure Gordon agreed, subject to certain conditions, to use reasonable endeavours to procure subscribers for the Placing Shares which are allocated pursuant to the Placing. All such subscriptions will be at the Placing Price. For the avoidance of doubt, Panmure Gordon is not itself obliged under the Placing Agreement to subscribe for any Placing Shares for which it is unable to procure subscribers. Under the Placing, the Placing Shares have been offered to institutional and certain other investors in the UK and certain other European jurisdictions. No Placing Shares have been sold or are available in whole or in part to the public in the UK or elsewhere in connection with the Placing. The Common Shares have not been and will not be registered under the Securities Act and, subject to certain exceptions, may not be offered or sold within the United States. The Placing is subject to the satisfaction of conditions contained in the Placing Agreement, including Admission occurring on or before 8 December 2005 (or such later date as Panmure Gordon and the Company may agree (not being later than 16 December 2005)). Certain conditions are not capable of waiver. The Placing Agreement contains provisions entitling Panmure Gordon to terminate the Placing (and the arrangements associated with it) at any time prior to Admission in certain circumstances. If this right is exercised, the Placing will lapse and any monies received in respect of the Placing will be returned to applicants without interest. The Placing Agreement provides for Panmure Gordon to be paid (*inter alia*) commissions in respect of the Placing Shares to be allotted pursuant to the Placing. Any commissions received by Panmure Gordon in connection with the placing may be retained for its own benefit. Further details of the terms of the Placing Agreement are set out in paragraph 6.1 of Part 11 of this document.

Lock-in Arrangements

Each of the Company's Directors and all related parties for the purposes of the AIM Rules have agreed not to dispose of any interest in their Common Shares for a period of one year following Admission except in certain restricted circumstances. Each of the Founding Shareholders have agreed not to dispose of any interest in their Common Shares before the date of lapse of the Founding Shareholder Warrants. Details of these lock-in arrangements are set out in paragraph 6.2 of Part 11 of this document.

Admission, Settlement, Dealings and CREST

Admission of the entire share capital of the Company to trading on AIM is expected to take place and dealings in the Common Shares are expected to commence at 8.00 a.m. on 8 December 2005. The earliest date for settlement will be on that date. Dealings on AIM before Admission will only be settled if Admission takes place. All dealings in Common Shares prior to commencement of unconditional dealings will be at the sole risk of the parties concerned. The Common Shares will be issued in registered form. The Registrar will be responsible for the maintenance of the register of Shareholders.

CREST is a UK computerised paperless share transfer and settlement system, which allows shares and other securities, including depositary interests, to be held in electronic form rather than in paper form.

Shares of certain non-UK companies, such as the Company, cannot be held and transferred directly into the CREST system. Shareholders who wish to hold and transfer Common Shares in uncertificated form may do so pursuant to a Depository Interest arrangement to be established by the Company.

The Common Shares will not themselves be admitted to CREST. Instead Computershare will issue Depository Interests in respect of the Common Shares. The Depository Interests will be independent securities constituted under English law that may be held and transferred through the CREST system.

The Depository Interests will have the same security code (ISIN) as the underlying Common Shares. The Depository Interests will be created and issued pursuant to a deed poll entered into by Computershare on 21 November 2005, which will govern the relationship between Computershare and the holders of the Depository Interests.

Common Shares represented by Depository Interests will be held on bare trust for the holders of the Depository Interests.

To the fullest extent permitted by BVI Law, each Depository Interest will be treated as one Common Share for the purposes of determining eligibility for dividends, issues of bonus stock and voting entitlements. In respect of dividends, the Company will put Computershare (or custodian if appointed) in funds for the payment and Computershare will transfer the money to the holders of the Depository Interests. In respect of any bonus stock, the Company will allot any bonus stock to Computershare and will issue such bonus stock to the holder of the Depository Interest (or as such holder may have directed) in registered form. In respect of voting, Computershare will cast votes in respect of the Common Shares as directed by the holders of the Depository Interests which the relevant Common Shares represent. Application has been made for the Depository Interests in respect of the underlying Common Shares to be admitted to CREST with effect from Admission.

Further information regarding the depository arrangement and the holding of Common Shares in the form of Depository Interests is set out in paragraph 10 of Part 11 of this document and is available from the Depositary. The Depositary may be contacted at Computershare Investor Services Plc, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH, United Kingdom.

PART 8

LETTER FROM ECONOMICS RESEARCH ASSOCIATES

Economics Research Associates is one of the world's oldest and largest leisure and tourism industry consulting firm. ERA has conducted over 15,000 studies for public and private, sector clients around the world. ERA is an Anglo-American company with the European headquarters in London, and offices throughout the US.

During its 45-year history, ERA has acquired an extensive depth of consulting experience in leisure and tourism within the industry. The firm has been instrumental in the planning, development and operational phases of many of the most well known recreation, entertainment, cultural, educational and tourist attractions in the world. ERA's services include market research, economic feasibility studies, concept development, repositioning and market adjustment strategies, valuations, operational consulting, expansion planning, economic impact analyses, and marketing programmes.

ERA London has an active integrated resort practice and has worked extensively throughout Europe, Africa and the Middle East. Studies recently completed by staff based in the London Office of ERA include a detailed market and financial feasibility for the Aphrodite Hills Resort project in Cyprus for the Lanitis Group. In Spain, ERA London has over many years advised Soros Real Estate on their golf and real estate development strategy and assisted in concept development. In Greece and Turkey, ERA London is working on both golf and non-golf resort concepts and in the Middle East is working on both urban and coastal resort and real estate concepts. In Scotland, ERA London has been working on an integrated resort concept on the Banks of Loch Lomond as well as advising The Gleneagles Hotel on their peripheral land use expansion plans including development concept work for the proposed Gleneagles Seasonal Ownership product. Resort clients of ERA include Ritz-Carlton, Serena Hotels, Four Seasons and Aman Resorts.

Economics Research Associates
25 Hosier Lane
London
EC1A 9DW

2 November 2005

The Directors
Dolphin Capital Investors Limited
Vanterpool Plaza
2nd Floor
Wickhams Cay 1
Road Town
Tortola
British Virgin Islands

Dear Sirs

THE INTEGRATED RESORT REAL ESTATE MARKET

The appreciation of property prices in many Northern European markets, but notably in the UK and Ireland, has created wealth and the desire and ability to purchase a second home across a large stratum of middle and upper income society. It is largely UK and Irish buyers who have fuelled demand for second homes throughout the Southern Mediterranean and, increasingly in the Eastern Mediterranean (Turkey, Greece, Cyprus, and Croatia).

Germany, dogged by a deflated property market has remained a secondary demand source for some time, but we anticipate revived growth in the medium term. Italian and French buyers have traditionally not bought property overseas but we have observed recent buyer activity from the Italian market in Egypt and Costa Rica and from the French market in Morocco and Mauritius indicating that a modest, price sensitive but pioneering market is emerging.

Spain and Portugal have always been the strongest second home destinations in Europe. According to research commissioned by the Abbey National (Building Society) over 700,000 British people own

properties in Spain and over 50,000 in Portugal. However, our research amongst international agents indicates a fatigue with both destinations as they are increasingly perceived to be both overcrowded and expensive. According to The Economist, in 2004 some 180,000 holiday homes were built along the coast of Spain and a million more are planned for the Costa Blanca alone over the next decade. As much as one third of Spain's coastline is now under concrete.

Core generating markets are now seeking out new destinations where property prices are more attractive, where there is still an unspoilt coastline and a stronger sense of place, such as in the Southern European countries.

Cyprus is an interesting case study; pent-up demand for high quality leisure-integrated resorts was clearly demonstrated when Aphrodite Hills was launched onto the market a few years ago. Sales velocity of second home products within this integrated golf development was higher than any other development on the island at premiums in excess of 30 per cent. above non-golf product elsewhere in Cyprus.

In Croatia, development to date has been largely speculative in nature and characterised by small parcel development. There are no upscale master-planned communities, but there is strong potential to develop this market.

In Turkey, poor quality modestly proportioned real estate is selling well to British and Irish buyers. We believe that integrated resorts offering multiple amenities and a quality environment can develop the market in Turkey away from middle market speculators towards a more lucrative lifestyle and investment buyer. Areas of particular opportunity include Antalya, Izmir and Bodrum.

In Greece, restrictive planning frameworks to date have hindered the development of high quality master-planned communities. There is strong evidence of pent up demand and we are aware of a number of projects now successfully navigating the bureaucratic hurdles.

ERA see additional potential in other emerging markets such as Montenegro and Bulgaria.

The depth of the market for second homes is difficult to quantify. Alliance & Leicester in their 2004 report on retirement migration calculated that by 2020 over six million Britons alone will venture overseas to work and live. Such projections are supported by both demographic trends and lifestyle characteristics.

Recovery in the German economy will help to revitalise a second home market that was once the driver of real estate sales in key resort destinations. There is also growing potential in other geographic source markets particularly the growing economies of Central Europe.

The traditional lifestyle-driven purchase of a second home has been supplemented by the desire of buyers to find investment vehicles beyond faltering stock market and pension fund investments. In addition, the cash rich/time poor generation wants a property that is low hassle and has strong leisure elements to it. Thus we see the emergence of investor products such as condo-hotels and seasonal ownership products such as fractionals, private residential clubs and destinations clubs. These hybrid real estate products have broadened the market and added greater choice for the buyer and greater opportunity for the developer.

Yours faithfully

Muriel Muirden
Managing Director

PART 9

ACCOUNTANTS' REPORT

Grant Thornton

Grant Thornton UK LLP
Chartered Accountants
UK member of
Grant Thornton International

The Directors
Dolphin Capital Investors Limited
Vanterpool Plaza
2nd Floor
Wickhams Cay 1
Road Town
Tortola
British Virgin Islands

6 December 2005

Dear Sirs

Dolphin Capital Investors Limited (the "Company")

Introduction

We report on the financial information set out in paragraphs 1 to 6 of Part 9 of this document. This financial information has been prepared for inclusion in the AIM admission document dated 6 December 2005 of Dolphin Capital Investors Limited on the basis of the accounting policies set out in the notes to the financial information. This report is required by paragraph 20.1 of Annex 1 of the AIM Rules and is given for the purpose of complying with that paragraph and for no other purpose.

Responsibilities

The Directors of Dolphin Capital Investors Limited are responsible for preparing the financial information on the basis of preparation set out in note 1 to the financial information and in accordance with the International Financial Reporting Standards ("IFRS"). Such financial information is the responsibility of the Directors of the Company who approve its issue.

It is our responsibility to form an opinion on the financial information as to whether the financial information gives a true and fair view, for the purposes of the AIM admission document, and to report our opinion to you.

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Basis of Opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of the significant estimates and judgements made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement, whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the financial information set out in paragraphs 1 of 6 of Part 9 of the AIM admission document gives, for the purposes of the AIM admission document dated 6 December 2005, a true and fair view of the state of affairs of Dolphin Capital Investors Limited as at 30 September 2005 and of its profits, cash flows and changes in equity for the period then ended in accordance with the basis of preparation set out in the notes to the financial information and in accordance with "IFRS".

Declaration

For the purposes of Paragraph (a) of Schedule Two of the AIM Rules we are responsible for this report as part of the AIM admission document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration may be included in the AIM admission document dated 6 December 2005 of Dolphin Capital Investors Limited in compliance with Schedule Two of the AIM Rules.

Yours faithfully

GRANT THORNTON UK LLP

UNAUDITED FINANCIAL INFORMATION ON DOLPHIN CAPITAL INVESTORS LIMITED

1 ACCOUNTING POLICIES

Basis of preparation

The financial information has been prepared in accordance with International Financial Reporting Standards (IFRS).

The financial information has been prepared on the historical cost basis. The principal accounting policies adopted are set out below. All amounts have been rounded to the nearest Euro.

Cash and cash equivalents

Cash, for the purpose of the cash flow statement, comprises cash in hand and deposits repayable on demand.

Financial Instruments

Financial assets are recognised in the balance sheet initially at fair value net of transaction costs and subsequently at amortised cost. All financial assets fall within the category of loans and receivables. Provision is made for impairment where appropriate. Income and expenditure arising on financial instruments is recognised on the accruals basis under the effective interest method and credited or charged to the profit and loss account in the financial period to which it relates.

Trade receivables are initially stated at fair value. They do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Trade payables are not interest bearing and are initially stated at their nominal value and subsequently measured at amortised cost less settlement payments.

Foreign currencies

The Company's functional and presentation currency is Euros.

Transactions in currencies other than Euros are recorded at the rates of exchange prevailing on the dates of the transactions. At the balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value is determined. Gains and losses arising on retranslation are included in net profit or loss for the year, except for exchange differences arising on non-monetary assets and liabilities where the changes in fair value are recognised directly in equity.

2 BALANCE SHEET

	Note	At 30 September 2005 €
Current assets		
Cash		4,924,267
Total assets		4,924,267
Equity and liabilities		
Equity		
Share capital	6.6	50,000
Share premium account		4,950,000
Retained earnings deficit		(81,939)
Total equity		4,918,061
Current liabilities		
Trade and other payables	6.5	6,206
Total current liabilities		6,206
Total equity and liabilities		4,924,267

3 INCOME STATEMENT

	Note	Period ended 30 September 2005 €
Administrative expenses		(88,461)
Staff costs	6.2	(5,001)
Loss from operations	6.1	(93,462)
Finance income	6.3	11,523
Loss before tax		(81,939)
Tax	6.4	—
Loss for the financial period		(81,939)

4 STATEMENT OF CHANGES IN EQUITY

	Note	Share capital €	Share premium account €	Retained earnings €	Total €
Shares issued in the period	6.6	50,000	4,950,000	—	5,000,000
Retained loss for the period		—	—	(81,939)	(81,939)
At 30 September 2005		50,000	4,950,000	(81,939)	4,918,061

5 CASH FLOW STATEMENT

	Note	Period ended 30 September 2005
Operating activities		
Loss before tax		(81,939)
Adjustments for:		
Increase in payables		6,206
Cash expended from operations		(75,733)
Net finance income		(11,523)
Net cash outflow from operating activities		(87,256)
Investing activities		
Interest received		11,523
Net cash inflow from investing activities		11,523
Cash outflow before financing		(75,733)
Financing activities		
Issue of shares	6.6	5,000,000
Increase in cash and cash equivalents in period		4,924,267
Cash and cash equivalents at start of the period		—
Cash and cash equivalents at end of the period		4,924,267

6 NOTES TO THE FINANCIAL INFORMATION

6.1 Loss from operations

Dolphin Capital Investments Limited is a company incorporated in the British Virgin Islands under the International Business Companies Act (Cap. 291) as an International Business Company. The loss from operations is attributable to the principal activity, that of an investment company.

6.2 Remuneration of directors

The remuneration in respect of the directors was as follows:

	Period ended 30 September 2005 €
Directors remuneration	5,001

Staff costs

The average number of persons employed by the Company (including directors) during the period was three. The aggregate fees paid in respect of services provided by these persons is disclosed above.

6.3 Finance income

	Period ended 30 September 2005 €
Bank interest receivable	11,523

6.4 Tax

As a company incorporated under the BVI International Business Companies Act (Cap. 291), the Company is exempt from taxes on profit, income or dividends. Each company is required to pay an annual government fee which is determined by reference to the amount of the Company's authorised share capital.

6.5 Trade and other payables

	At 30 September 2005 €
Accruals and deferred income	6,206

6.6 Share capital

	At 30 September 2005 €
Authorised	
Equity: 200,000,000 Common Shares of €0.01 each	2,000,000
Allotted, called up and fully paid	
Equity: 5,000,000 Common Shares of €0.01 each	50,000

Share issues

On 7 June 2005, 1 Common Share with nominal value of €0.01 was allotted to the Investment Manager as the initial subscriber of the Company for €1.

On 15 July 2005, 99 Common Shares of €0.01 each were allotted to the Investment Manager for €1 per Common Share.

On 1 August 2005, 4,999,900 Common Shares of €0.01 each were allotted for €1 per Common Share.

6.7 Post Balance Sheet Events

The following events occurred between 30 September 2005 and the date of the Admission Document.

Subsidiary Undertakings

The following undertakings in which the Company's interest is more than 20 per cent., were incorporated since 30 September 2005:

Subsidiary undertakings	Country of incorporation	Principal activity	Class and percentage of shares held
DolphinCI One Ltd.	Cyprus	Dormant shell	100 per cent. Ordinary
DolphinCI Two Ltd.	Cyprus	Project company	100 per cent. Ordinary
DolphinCI Three Ltd.	Cyprus	Dormant shell	100 per cent. Ordinary
DolphinCI Four Ltd.	Cyprus	Dormant shell	100 per cent. Ordinary
Dolphin Holdings One Ltd.	British Virgin Islands	Dormant shell	100 per cent. Common
Dolphin Holdings Two Ltd.	British Virgin Islands	Dormant shell	100 per cent. Common

Warrants

On 6 December 2005 the Founding Shareholder Warrants were issued. The Founding Shareholder Warrants entitle the Founding Shareholders to subscribe, at nominal value per Common Share of €0.01, for such number of Common Shares (capped at 12.5 million Common Shares) which when multiplied by the Placing Price of 68p (€1.00) equals 50 per cent. of the difference between the market value of the Company's legal interests in the Prospective Investment Portfolio at acquisition and its cost of investment. The valuation of the Company's legal interests in the Prospective Investment Portfolio will be carried out by the Property Valuer as at 30 June 2006.

6.8 Accounting period

The accounting period is for the period from incorporation on 7 June 2005 to 30 September 2005.

PART 10

TAXATION

The information below, which relates only to United Kingdom and BVI taxation, is applicable to the Company and to persons who are resident or ordinarily resident in those jurisdictions (except where indicated) and who hold Common Shares as investments and in the circumstances indicated below to non-residents carrying on a trade in the United Kingdom. It is based on existing law and practice and is subject to subsequent changes therein. If you are in any doubt as to your tax position, you should consult your own professional adviser without delay.

BVI

The Company

As a company incorporated under the IBCA, the Company is exempt from taxes on profit, income or dividends. The Company is required to pay an annual government fee which is determined by reference to the amount of the Company's authorised share capital.

Non-BVI Resident Investors

Shareholders are exempt from all BVI income taxes on dividends and other payments received from the Company provided that the Shareholder is not resident in the BVI. There are no applicable capital gains taxes, capital transfer taxes, estate duties or inheritance duties in the BVI.

United Kingdom

The Company

The Company intends to conduct its affairs so that, for United Kingdom corporation tax purposes, it will not be regarded as resident within the United Kingdom nor as carrying on a trade through a permanent establishment located in the United Kingdom. On that basis and on the assumption that it has no United Kingdom source income the Company will have no liability in respect of United Kingdom corporation tax on its income or capital gains.

United Kingdom Resident Investors

Shareholders who are resident in the United Kingdom may be liable to United Kingdom income tax or corporation tax in respect of dividend income received from the Company and to United Kingdom capital gains tax or corporation tax on chargeable gains in respect of capital gains realised on a disposal of Common Shares.

(a) Taxation of dividends

A distribution by the Company with respect to the Common Shares in the form of a dividend may give rise to income chargeable in the United Kingdom to either income tax or corporation tax on income. In the case of a dividend, individuals domiciled and ordinarily resident for tax purposes in the United Kingdom who are liable to income tax at the starting or basic rate will be taxed at the ordinary rate (10 per cent.) under Schedule D Case V of the Income and Corporation Taxes Act 1988 (the "UK Taxes Act"). An individual who is a higher rate tax payer will be chargeable to tax at the upper rate (32.5 per cent.) under Schedule D Case V of the UK Taxes Act. Non-taxpayers will have no liability to income tax.

United Kingdom resident corporate shareholders will normally be liable for corporation tax on any dividends paid by the Company.

No withholding tax will be deducted from dividends paid by the Company.

(b) Taxation of capital gains

The Company will not be a collective investment scheme for the purposes of the United Kingdom offshore funds legislation. Accordingly, any gain realised by a United Kingdom resident holder of Common Shares or a holder of Common Shares who carries on a trade in the United Kingdom through a permanent establishment with which their investment in the Company is connected on a sale or other disposal (including from liquidation or dissolution of the Company) of their Common Shares may, depending on their circumstances and subject as mentioned below, be subject to United Kingdom capital gains tax or corporation tax on chargeable gains. The amount of the gain will be the difference between the acquisition cost of the Common Shares and the disposal proceeds.

On a disposal of Common Shares by an individual investor who is resident or ordinarily resident in the United Kingdom for tax purposes, the Common Shares may attract taper relief which reduces the amount of chargeable gain according to how long, measured in years, the Common Shares have been

held. An investor which is a body corporate resident in the United Kingdom for tax purposes will benefit from indexation allowance which, in general terms, increases the capital gains tax base cost of an asset in accordance with the rise in the Retail Prices Index.

Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

No United Kingdom stamp duty or SDRT will arise on the issue of Common Shares. Generally, no United Kingdom stamp duty or SDRT is payable on a transfer of or agreement to transfer Common Shares executed outside of the United Kingdom. Transfers of Depositary Interests within CREST will be subject to stamp duty reserve tax at the rate of 0.5 per cent. of the amount or value of the consideration.

Section 739 UK Taxes Act

Individual investors ordinarily resident in the UK for tax purposes should note that Chapter III (Sections 739 and 740) of Part XVII of the UK Taxes Act may render them liable to income tax in respect of undistributed income or profits of the Company. These provisions are aimed at preventing the avoidance of income tax by individuals through a transaction resulting in the transfer of assets or income to persons (including companies) resident or domiciled abroad. However, these provisions will not apply if the investor can satisfy the Inland Revenue that either:

(1) the purpose of avoiding liability to United Kingdom taxation was not the purpose or one of the purposes of his investment in the Company; or

(2) the investment was a bona fide commercial transaction and was not designed for the purpose of avoiding United Kingdom taxation.

Controlled Foreign Companies Legislation

The attention of companies resident in the United Kingdom is drawn to the fact that the "controlled foreign companies" provisions contained in Sections 747 to 756 of the UK Taxes Act could be material to any company so resident that has an interest in the Company such that 25 per cent. or more of the Company's profits for an accounting period could be apportioned to them, if at the same time the Company is controlled by companies or other persons who are resident in the United Kingdom for taxation purposes. The effect of such provisions could be to render such companies liable to United Kingdom corporation tax in respect of their share of the undistributed income and profits of the Company.

Section 13 Taxation of Chargeable Gains Act 1992 ("TCGA")

The attention of United Kingdom investors resident or ordinarily resident and, if an individual, domiciled in the United Kingdom is drawn to the provisions of Section 13 TCGA under which, in certain circumstances, a portion of capital gains made by the Company can be attributed to an investor who holds, alone or together with associated persons, more than 10 per cent. of the Common Shares. The capital gains attributed to the investor may (in certain circumstances) be liable to United Kingdom tax on capital gains in the hands of the investor.

Other Jurisdictions

Potential purchasers of Common Shares should consult their own professional tax advisors as to the tax consequences of the purchase, ownership and disposition of Common Shares. **Any person who is in any doubt as to his tax position or requires more detailed information than the general outline above should consult his professional advisers.**

PART 11

ADDITIONAL INFORMATION

1 The Company

1.1 The Company was incorporated on 7 June 2005 in the British Virgin Islands under the IBCA as an International Business Company with registered number 660270.

1.2 The principal legislation under which the Company operates is the IBCA and regulations made thereunder.

1.3 The Company's main activity is that of an investment company.

1.4 The registered office of the Company is at Vanterpool Plaza, 2nd Floor, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands (telephone number +284 494 5959).

1.5 The liability of the members of the Company is limited.

1.6 The Company is the holding company of the following subsidiaries all of which are wholly-owned:

Name	Date of Incorporation and Country of Incorporation	Registered Office	Issued Share Capital
DolphinCI One Ltd	11.10.05 Cyprus	G.Kranidioti 6th Floor Nice Day House P.C. 1065 Nicosia Cyprus	1,000 shares of CYP1.00 each
DolphinCI Two Ltd.	11.10.05 Cyprus	As above	1,000 shares of CYP1.00 each
DolphinCI Three Ltd.	11.10.05 Cyprus	As above	1,000 shares of CYP1.00 each
DolphinCI Four Ltd.	11.10.05 Cyprus	As above	1,000 shares of CYP1.00 each
Dolphin Holdings One Ltd.	11.10.05 British Virgin Islands	Vanterpool Plaza 2nd Floor Wickhams Cay 1 Road Town Tortola British Virgin Islands	10,000 common shares of €1.00 each
Dolphin Holdings Two Ltd.	11.10.05 British Virgin Islands	As above	10,000 common shares of €1.00 each

The directors of the above subsidiaries are Miltos Kambourides and Pierre Charalambides. At the date of this document all of the above subsidiaries other than DolphinCI Two Ltd. are dormant.

2 Share Capital

2.1 The authorised share capital and issued share capital of the Company (i) as at the date of this document and (ii) as it will be immediately following Admission is set out below:

	Authorised		Issued	
	No. of Common Shares	Nominal Value €	No. of Common Shares	Nominal Value €
(i)	500,000,000	5,000,000	5,000,000	50,000
(ii)	500,000,000	5,000,000	109,000,000	1,090,000

2.2 The authorised share capital of the Company on its incorporation was €100,000 divided into 10,000,000 Common Shares of €0.01 each. Since the date of incorporation the following changes have occurred to the Company's authorised and issued share capital:

2.2.1 on the 7 June 2005, 1 Common Share was allotted to the Investment Manager as the initial subscriber of the Company, which share was paid up as to €1.00.

2.2.2 on 15 July 2005, 99 Common Shares were allotted to the Investment Manager, which were paid up as to €1.00 per share;

2.2.3 on 1 August 2005, 4,999,900 Common Shares were allotted for an aggregate consideration of €4,999,900; and

2.2.4 on 7 December 2005, the authorised share capital of the Company was increased to €5,000,000 divided into 500,000,000 Common Shares.

2.3 As at the date of this document the authorised share capital of the Company is €5,000,000 divided into 500,000,000 Common Shares of which 5,000,000 Common Shares are in issue and are fully paid.

2.4 The Common Shares have been created by the Company under the provisions of the IBCA and have been assigned with ISIN VGG2803G1028 and CUSIP G2803G102. The Depository Interests have been credited by the Depositary pursuant to a deed poll dated 21 November 2005 and have been assigned the same ISIN number as the Common Shares.

2.5 On 6 December 2005, the Founding Shareholder Warrants were issued to the Founding Shareholders.

2.6 Save as referred to in paragraphs 2.2 to 2.4 above and pursuant to the Placing, since the date of its incorporation no share or loan capital of the Company has been issued or agreed to be issued, or is now proposed to be issued, for cash or any other consideration and no commissions, discounts, brokerages or other special terms have been granted by the Company in connection with the issue of any such capital.

2.7 Save for the Founding Shareholder Warrants, no share or loan capital of the Company is under option or has been agreed, conditionally or unconditionally, to be put under option.

2.8 The issue of the Placing Shares will dilute the holdings of the Founding Shareholders by 95.4 per cent.

3 Memorandum and Articles of Association

The Memorandum of Association of the Company provides that the Company's principal object is to carry on the business, amongst other things, of an investment company. The objects of the Company are set out in full in clause 4 of its Memorandum of Association.

The Articles of Association of the Company contain, *inter alia*, provisions to the following effect:

3.1 Voting

Section 62 (1) of the IBCA deals with the voting rights of shareholders. This section provides that except as otherwise provided in the Memorandum or Articles of Association, all shares vote as one class and each whole share has one vote. There are no contrary provisions in the Memorandum or Articles of Association of the Company.

3.2 Return of Capital on Winding-Up

Section 92(1) of the IBCA deals with the distribution of assets by a liquidator on a winding-up of the Company. Subject to payment of, or to discharge of, all claims, debts, liabilities and obligations of the Company any surplus shall then be distributed amongst the members according to their rights and interests in the Company according to the Memorandum and Articles of Association of the Company. Subject to the rights of the holders of shares issued upon special conditions if the assets available for distribution to members shall be insufficient to pay the whole of the paid up capital such assets shall be shared on a *pro rata* basis amongst members entitled to them by reference to the number of fully paid up shares held by such members respectively at the commencement of the winding up.

3.3 Variation of Class Rights

If at any time the authorised capital is divided into different classes or series of shares, the rights attached to any class or series (unless otherwise provided by the terms of issue of the shares of that class or series) may, whether or not the Company is being wound up, be varied with the consent in

writing of the holders of not less than three-fourths of the issued shares of that class or series and of the holders of not less than three-fourths of the issued shares of any other class or series of shares which may be affected by such variation.

3.4 Reduction or Increase in Authorised Capital or Capital

The Company may by a resolution of the Directors amend the Memorandum of Association to increase or reduce its authorised capital and in connection therewith the Company may in respect of any unissued shares increase or reduce the number of such shares, increase or reduce the par value of any such shares or effect any combination of the foregoing.

The Company may amend the Memorandum of Association to:

(a) divide the shares, including issued shares, of a class or series into a larger number of shares of the same class or series; or

(b) combine the shares, including issued shares, of a class or series into a smaller number of shares of the same class or series,

provided, however, that where shares are divided or combined under paragraph (a) or (b) above, the aggregate par value of the new shares must be equal to the aggregate par value of the original shares.

The capital of the Company may by a resolution of Directors be increased by transferring an amount of the surplus of the Company to capital.

The share capital Company may by resolution of the Directors be reduced by:

(a) returning to Shareholders any amount received by the Company upon the issue of any of its shares, the amount being surplus to the requirements of the Company,

(b) cancelling any capital that is lost or not represented by assets having a realisable value, or

(c) transferring capital to surplus for the purpose of purchasing, redeeming or otherwise acquiring shares that the Directors have resolved to purchase, redeem or otherwise acquire.

No reduction of capital shall be effected that reduces the capital of the Company to an amount that immediately after the reduction is less than the aggregate par value of all outstanding shares with par value and all shares with par value held by the Company as treasury shares and the aggregate of the amounts designated as capital of all outstanding shares without par value and all shares without par value held by the Company as treasury shares that are entitled to a preference, if any, in the assets of the Company upon liquidation of the Company.

No reduction of capital shall be effected unless the Directors determine that immediately after the reduction the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and that the realisable assets of the Company will not be less than its total liabilities, other than deferred taxes, as shown in the books of the Company and its remaining capital, and, in the absence of fraud, the decision of the directors as to the realisable value of the assets of the Company is conclusive, unless a question of law is involved.

3.5 Transfer of Shares

Registered shares in the Company may be transferred by a written instrument of transfer signed by the transferor and containing the name and address of the transferee, but in the absence of such written evidence of transfer the directors may accept such evidence of a transfer of shares as they consider appropriate. The Company may also issue shares in uncertificated form.

The Company shall not be required to treat a transferee of a registered share in the Company as a member until the transferee's name has been entered in the share register.

The board of Directors may, in its absolute discretion, and without assigning any reason therefore, refuse to register any transfers of shares which are not fully paid provided that such discretion may not be exercised in such a way as to prevent dealings in the shares of a class from taking place on an open and proper basis.

The Company must on the application of the transferor or transferee of a registered share in the Company enter in the share register the name of the transferee of the share save that the registration of transfers may be suspended and the share register closed at such times and for such periods as the Company may from time to time by resolution determine provided always that such registration shall not be suspended and the share register closed for more than 60 days in any period of 12 months.

3.6 Dividends

The Company may by a resolution of Directors declare and pay dividends in money, shares, or other property but dividends shall only be declared and paid out of surplus. In the event that dividends are paid *in specie* the Directors shall have responsibility for establishing and recording in the resolution of directors authorising the dividends, a fair and proper value for the assets to be so distributed. There are no fixed dates on which an entitlement to dividends arises.

The Directors may from time to time pay to the Shareholders such interim dividends as appear to the Directors to be justified by the profits of the Company.

The Directors may, before declaring any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund, and may invest the sum so set apart as a reserve fund upon such securities as they may select.

No dividends shall be declared and paid unless the Directors determine that immediately after the payment of the dividend the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and the realisable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in its books of account, and its capital. In the absence of fraud, the decision of the Directors as to the realisable value of the assets of the Company is conclusive, unless a question of law is involved. All dividend payments shall be non-cumulative.

Notice of any dividend that may have been declared shall be given to each member in the manner hereinafter mentioned and all dividends unclaimed for 3 years after having been declared may be forfeited by resolution of the Directors for the benefit of the Company.

No dividend shall bear interest as against the Company and no dividend shall be paid on treasury shares or shares held by another company of which the Company holds directly or indirectly, shares having more than 50 per cent. of the vote in electing directors.

A share issued as a dividend by the Company shall be treated for all purposes as having been issued for money equal to the surplus that is transferred to capital upon the issue of the share.

In the case of a dividend of authorised but unissued shares with par value, an amount equal to the aggregate par value of the shares shall be transferred from surplus to capital at the time of the distribution.

In the case of a dividend of authorised but unissued shares without par value, the amount designated by the Directors shall be transferred from surplus to capital at the time of the distribution, except that the Directors must designate as capital an amount that is at least equal to the amount that the shares are entitled to as a preference, if any, in the assets of the Company upon liquidation of the Company.

A division of the issued and outstanding shares of a class or series of shares into a larger number of shares of the same class or series having a proportionately smaller par value does not constitute a dividend of shares.

Subject to any resolution by the Shareholders the unissued shares of the Company shall be at the disposal of the Directors who may without prejudice to any rights previously conferred on the holders of any existing shares or class or series of shares offer, allot, grant options over or otherwise dispose of shares to such persons, at such times and upon such terms and conditions as the Company may by resolution of the Directors determine.

3.7 Pre-emption Rights

There is no provision of BVI law or the Articles which confer rights of pre-emption upon the issue or sale of any Common Shares.

3.8 Suspension of rights (transfers, meetings and dividends)

If a Shareholder or any other person appearing to be interested in shares of the Company fails after the date of service of a notice to comply with the disclosure requirements (as summarized in paragraph 3.9 below) then from the time of such failure until after the earlier of (a) receipt by the Company of notice that there has been a transfer of the shares by an arms' length sale and (b) due compliance, to the satisfaction of the Company, with the disclosure requirements (if the Directors so resolve) such Shareholder shall not be entitled to attend or vote or to exercise any right conferred by membership at meetings of the Company in respect of the shares which are the subject of such notice. Where the holding represents more than 0.25 per cent. of the issued shares of that class, the payment of dividends may be withheld, and such Shareholder shall not be entitled to transfer such shares otherwise than by an arms' length sale. This provision is more stringent than any requirement of BVI law.

3.9 Ownership Threshold for Shareholder Disclosure

A Shareholder is required to notify the Company when he acquires or disposes of a material interest in shares in the capital of the Company equal to or in excess of 3 per cent. of the aggregate nominal value of that share capital. This provision is more stringent than any requirement of BVI law.

3.10 General Meetings

The Company is not required to hold an annual general meeting in any year. The Directors may convene meetings of the Shareholders of the Company at such times and in such-manner and places within or outside the British Virgin Islands as the Directors consider necessary or desirable. Upon the written request of Shareholders holding 10 per cent. or more of the outstanding voting shares in the Company the Directors shall convene a meeting of Shareholders.

The Director shall give not less than 7 days notice of a meetings of Shareholders to those persons whose names at the close of business on a day to be determined by the Directors appear as Shareholders in the share register of the Company and are entitled to vote at the meeting.

A meeting of Shareholders may be called on short notice:

(a) if Shareholders holding not less than 90 per cent. of the total number of shares entitled to vote on all matters to be considered at the meeting, or 90 per cent. of the votes of each class or series of shares where Shareholders are entitled to vote thereon as a class or series together with not less than a 90 per cent. majority of the remaining votes, have agreed to short notice of the meeting, or

(b) if all Shareholders holding shares entitled to vote on all or any matters to be considered at the meeting have waived notice of the meeting; and for this purpose presence at the meeting shall be deemed to constitute waiver.

A meeting of Shareholders is duly constituted if, at the commencement of the meeting, there are present in person or by proxy not less than 50 per cent. of the votes of the shares or class or series of share entitled to vote on resolutions of Shareholder to be considered at the meeting. If a quorum be present, notwithstanding the fact that such quorum may be represented by only one person then such person may resolve any matter and a certificate signed by such person accompanied where such person be a proxy by a copy of the proxy form shall constitute a valid resolution of Shareholders.

If within two hours from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved; in any other case it shall stand adjourned to the next business of the day at the same time and place or to such other time and place as the Directors may determine, and if at the adjourned meeting there are present within one hour from the time appointed for the meeting in person or by proxy not less than one third of the votes of the shares of each class or series of shares entitled to vote on the resolutions to be considered by the meeting, those present shall constitute a quorum but otherwise the meeting shall be dissolved. The Chairman, may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

An action that may be taken by the Shareholders at a meeting may also be taken by a resolution of Shareholders consented to in writing or by telex, telegram, cable, facsimile or other written electronic communications, without the need for any notice, but if any resolution of Shareholders is adopted otherwise than by the unanimous written consent of all Shareholders, a copy of such resolution shall forthwith be sent to all Shareholders not consenting to such resolution.

3.11 Directors

The Directors shall be elected by the Shareholders for such term as the Shareholders determine. The minimum number of Directors shall be one and the maximum number shall be seven. At no time shall a majority of Directors be resident in the United Kingdom.

The business and affairs of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the IBCA or by the Memorandum or the Articles required to be exercised by the Shareholders of the Company, subject to any delegation of such powers as may be authorised by the Articles and to such requirements as may be prescribed by a resolution of Shareholders.

The Directors or any committee thereof may meet at such times and in such manner and places within or outside the British Virgin Islands as the Directors may determine to be necessary or desirable. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman at the meeting shall have a second or casting vote, but only if the effect of the exercise of such a vote is not to render a decision or vote in question one which is

reached or passed by a majority of the Directors who are resident in the United Kingdom. All meetings of Directors shall take place outside the United Kingdom and any decision reached or resolution passed by the Directors at any meeting not held outside the United Kingdom or at which a majority of Directors resident in the United Kingdom is present shall be invalid and of no effect.

An action that may be taken by the Directors or a committee of Directors at a meeting may also be taken by a resolution of Directors or a committee of Directors consented to in writing or by telex, telegram, cable, facsimile or other written electronic communication by all Directors or the committee as the case may be, without the need for any notice. No such resolution shall be valid if a majority of the Directors sign the resolution in the United Kingdom.

No agreement or transaction between the Company and one or more of its Directors or any person in which any Director has a financial interest or to whom any Director is related, including as a Director of that other person, is void or voidable for this reason only or by reason only that the Director is present at the meeting of Directors or at the meeting of the committee of Directors that approves the agreement or transaction or that the vote or consent of the Director is counted for that purpose if the material facts of the interest of each Director in the agreement or transaction and his interest in or relationship to any other party to the agreement or transaction are disclosed in good faith or are known by the other Directors.

4 Summary of British Virgin Islands Company Law

The Company is incorporated in the BVI as an International Business Company (''IBC'') and is subject to BVI law. Certain provisions of BVI company law are summarised below. The following is not intended to provide a comprehensive review of the applicable law, or of all provisions which differ from equivalent provisions in jurisdictions with which interested parties may be more familiar. This summary is based upon the law and the interpretation thereof applicable as at the date hereof and is subject to change.

4.1 Share Capital

The IBCA places unissued shares and treasury shares in an IBC under the control of its directors. Subject to provisions to the contrary contained in the memorandum of association (''memorandum'') or articles of association (''articles'') and without affecting rights previously conferred upon shareholders, the directors have the power to offer, allot, grant options over or otherwise dispose of such shares. The IBCA requires that shares in IBCs may not be issued until they are fully paid up. Shares may be issued for money, services rendered, personal property, an estate in real property, a promissory note or other binding obligation to contribute money or property (subject to forfeiture), or any combination thereof. The value of the consideration must be at least in the amount of the par value of shares having a par value. Shares may also be created without par value.

If shares are issued at an amount in excess of the par value, the difference between the par value and the amount of consideration paid for the share constitutes surplus. Consideration paid for treasury shares is also added to surplus. Shares may be issued by way of a dividend and are treated as having been issued for an amount equal to the amount transferred from surplus to capital.

Under BVI law, provision may be made in the memorandum or articles for a company to forfeit shares, for which the consideration was a promissory note or other binding obligation to pay a debt for which payment is not made upon proper notice. There is no requirement that payment for cancelled shares be refunded.

Subject to any contrary provisions in an IBC's memorandum and articles, an IBC may amend its memorandum and articles to increase or reduce its authorised capital and/or the par value of any of its shares. A company may also amend its Memorandum to divide shares into a larger number of classes or series or to combine shares into a smaller number of classes or series.

Subject to any contrary provisions in an IBC's memorandum and articles an IBC may issue shares with or without voting rights or with different voting rights; common, preferred, limited or redeemable shares; options warrants or similar rights to acquire any securities of the IBC; and securities convertible into or exchangeable for other securities or property of the IBC.

4.2 Financial Assistance to Purchase Shares of an IBC or its Holding Company

Financial assistance to purchase shares of an IBC or its holding company is not prohibited or controlled by the IBCA. However, practice is to treat it as a reduction of capital. Such financial assistance may therefore only be made out of surplus and subject to certain other conditions and if the directors determine that immediately following the grant of the assistance, the IBC will be able to

meet its debts as they fall due and that the realisable value of its assets will exceed or equal its liabilities. This determination will need to be supported by a declaration of solvency and a balance sheet.

4.3 Purchase of own Shares by an IBC

An IBC may purchase its own shares out of surplus or in exchange for newly issued shares of equal value, subject to provisions to the contrary in the IBC's memorandum or articles. The consent of the member whose shares are to be purchased is required, unless the memorandum and articles or the conditions attached to the shares or the subscription agreement based upon which the shares were issued specify that no such consent is required. Furthermore, for the purchase to be permissible in most cases the directors must determine that the IBC will be able to meet its liabilities and that the IBC's realisable assets will equal or exceed its liabilities immediately after the purchase. Any purchase of its own shares at a price lower than the fair value must be authorised by the IBC's memorandum or articles or by a written subscription agreement.

A subsidiary may hold shares in its parent company but if it does so, such shares carry no voting or dividend rights and are not treated as outstanding, except for the purpose of determining the capital of the parent.

4.4 Dividends and Distribution

Dividends in money, shares or other property may be declared by the directors and paid out of surplus, subject to an IBC's memorandum and articles, provided that the directors determine that the IBC will be solvent and able to satisfy its liabilities immediately after payment of the dividend. Surplus is defined as the excess of assets over liabilities, plus capital.

4.5 Protection of Minorities

BVI law generally does not permit class actions or derivative actions by shareholders. However, the courts may consider claims by shareholders alleging that an IBC has acted *ultra vires*, illegally or fraudulently, or that (subject to certain conditions) a particular transaction involving a director is unfairly prejudicial to one or more of its members. A member may apply to the court for an order to inspect the IBC's books if a written requires to do so is improperly refused by the directors.

A majority of the shareholders must approve any proposed merger of the IBC or the disposal of more than 50 per cent. of its assets, outside of the ordinary course of business, unless the same is approved by a court order for a statutory ''arrangement''. Shareholders dissenting from the proposal or from any arrangement (which may cover other types of reorganisation or reconstruction of the IBC) are entitled to require the IBC to pay the fair value of their shares, in accordance with the procedures and conditions laid down by the IBCA.

The IBCA does not prescribe procedures for variation of the rights of different classes of shareholders, the rights of such shareholders to be consulted prior to any adverse change are governed by common law, however the articles of the Company contain specific provisions. See paragraph 3.3 above.

4.6 Management

Subject to the memorandum and articles, an IBC is managed by its board of directors, who each have full authority to bind the company. Directors are required under BVI law to act honestly and in good faith with a view to the best interests of the IBC, and to exercise the care, diligence and skill of a reasonably prudent person. As mentioned above, certain actions require prior approval of the shareholders, as a matter of statute.

4.7 Accounting and Auditing Requirements

BVI law makes no specific provision for the types of books and records to be maintained. It requires only that an IBC keep such accounts and records as the directors of the IBC consider necessary or desirable in order to reflect the financial position of the IBC. There is no statutory requirement to audit or file annual accounts unless the IBC is engaged in certain businesses, which require a licence under BVI law.

4.8 Exchange Control

BVI IBCs are not subject to any exchange control regulations in the BVI.

4.9 Stamp Duty

No stamp duty is payable in the BVI in respect of instruments relating to transactions involving IBCs. An IBC cannot hold real property in the BVI.

4.10 Loans to and Transactions with Directors

Subject to the memorandum and articles, and to the proviso that the transaction is not unfairly prejudicial to one or more members or to the creditors of the IBC, the IBCA permits directors to enter in transactions with the IBC in either of the two following circumstances; (i) the agreement or transaction is approved at a meeting of directors, where the material facts of the director's interest are fairly disclosed or are otherwise known to the directors, and where approval of the transaction does not require the vote of the interested director(s), or it is approved by the unanimous vote of the disinterested directors; or (ii) the transaction is approved or ratified by a shareholders' resolution, where the material facts or the director's interest are fairly disclosed or are otherwise known to the members.

4.11 Inspection of Corporate Records

Members of an IBC may inspect the IBC's books and records, pursuant to a written request and in furtherance of a proper purpose (i.e. a purpose reasonably related to the member's interest as a member). However, the directors have power to refuse the request on the grounds that the inspection is not in the best interest of the IBC or of any other member of the IBC.

The only corporate records generally available for inspection by members of the public are those required to be maintained at the BVI Companies Register, namely the Certificate of Incorporation and memorandum and articles together with any amendments thereto. An IBC may elect to maintain a copy of its share register, register or directors and/or register of mortgages, charges and other encumbrances (if any) at the Registry, but this is not required under BVI law. These documents are, however, maintained in the office of the company's registered agent and may be inspected with the IBC's consent, or in limited circumstances pursuant to a court order.

4.12 Winding-Up

The IBCA and the BVI Companies Act (Cap. 285) (in the case of insolvency) make provision for both voluntary and compulsory winding-up of an IBC, and for appointment of a liquidator. The members or the directors may resolve to wind-up the IBC voluntarily. If it is the directors who resolve to commence the winding-up, they must present a plan of dissolution for approval by the members, incorporation the matters set forth in the statute.

The IBC, any contributory and any creditor may petition the court pursuant to the Companies Act (Cap. 285), for the winding-up of the IBC upon various grounds, *inter alia*, that the IBC is unable to pay its debts or that it is just and equitable that the IBC should be wound up.

4.13 Takeovers

Generally the merger or consolidation of an IBC requires shareholder approval. However an IBC parent company may merge with one or more BVI subsidiaries without member approval, provided that the surviving company is also an IBC. Members dissenting from a merger are entitled to payment of the fair value of their shares unless the IBC is the surviving company and the members continue to hold a similar interest in the surviving company. The IBCA permits IBCs to merge with companies incorporated outside the BVI, provided the merger is lawful under the laws of the jurisdiction in which the non-BVI company is incorporated.

Under the IBCA which is modelled on US corporate statutes, following a statutory merger, one of the companies is subsumed into the other (the surviving company) or both are subsumed into a third company (a consolidation). In either case, with effect from the effective date of the merger, the surviving company assumes all of the assets and liabilities of the other entity(ies) by operation of law and other entities cease to exist.

There is no takeover code or similar regulations governing takeover offers applicable in the BVI.

5 Directors' and Others' Interests

5.1 The interests of the Directors, all of which are beneficial, in the issued share capital of the Company as at the date of publication of this document and as they are expected to be immediately following Admission, are as follows:

Name	Common Shares as at the date of this document	% of issued share capital	Common Shares following Admission	% of issued share capital
Miltos Kambourides	233,100*	4.7	233,100*	—
Nicholas Moy	—	—	50,000	—
Andreas Papageorghiou	—	—	5,000	—

* *These Common Shares are held by the Investment Manager the ultimate beneficial owners of which are Miltos Kambourides and Pierre Charalambides.*

5.2 Save as disclosed above, none of the Directors has any interests, beneficial or otherwise, in the share capital of the Company nor does (so far as is known to, or could with reasonable diligence be ascertained by, the Directors) any person connected with the Directors have any interests in such share capital, in each case whether or not held through another party.

5.3 The services of the Non-executive Directors are provided under the terms of letters of appointment between the Company and each of them effective from 1 August 2005. With the exception of Mr Moy and Mr Kambourides, the appointment of each Director is terminable immediately by a resolution of the board of Directors. Mr Moy's appointment cannot be terminated without good cause in the first 12 months. Mr Kambourides may only be removed as a Director pursuant to a vote of the Shareholders in accordance with the Articles. From Admission each Director shall be paid a fee of €15,000 per annum. These fees may be waived at the discretion of each Director. Mr Kambourides has waived such fees for as long as he is interested in any Investment Manager. Mr Achilleoudis has also waived such fees. In the event that the agreements are terminated otherwise than for good cause each Director is entitled to receive 25 per cent. of his annual fee as a termination payment.

5.4 Details of the length of time in which the Directors in the first financial period of the Company to 31 December 2005 have been in office and the period of their term of office are set out below:

Name	Commencement of period of office	Date of expiration of term of office
Andreas Papageorghiou	1 August 2005	until removed
Nicholas Moy	1 August 2005	until removed
Cem Duna	1 August 2005	until removed
Antonios Achilleoudis	1 August 2005	until removed
Miltos Kambourides	1 August 2005	until removed

5.5 There are no service contracts in existence between the Company and any of its Directors, nor are any such contracts proposed.

5.6 In addition to their directorships in the Company, the Directors have held the following directorships and/or been a partner in the following partnerships within the five years prior to the date of this document:

(i)	Andreas Papageorghiou	Current:	A. N. Papageorghiou & Associates (Partnership) Nicosia Old People Home
		Past:	Quantum Corporation Nicosia Race Club
(ii)	Nicholas Moy	Current:	Gryphon Central Europe Ltd. Rother Meads Tennis & Games Clubs Ltd Greenpark Capital Ltd. The Tunisia Fund Ltd. Callander Granville Euromanagement Fund SICAF (Luxembourg)
		Past:	Tasking B.V. (Netherlands) Viscount Catering Equipment Group Limited Gryphon Emerging Markets Ltd. GranIberia Fund SICAV (Luxembourg)
(iii)	Cem Duna	Current:	AB Consultancy Investment Services Co. Boynar Holding Co. Dogan Media Holding Co. Çayeli Bakýr Ýþletmeleri Co.
		Past:	None
(iv)	Antonios Achilleoudis	Current:	Axia Ventures Limited Axia Asset Management Limited
		Past:	Gruntal & Co. LLC
(v)	Miltos Kambourides	Current:	Dolphin Capital Partners Limited

	Soros Real Estate Partners (partnership)
Past:	Mapeley Limited Mapeley STEPS Contractors Limited Hellenic Land International S.A. Hellenic Land Holdings B.V.

5.7 Nicholas Moy was a former non-executive director of Viscount Catering Equipment Group Ltd which went into administrative receivership in January 1992 and which was formally dissolved in November 2001. Mr Moy was acting as the board representative of certain private equity investor groups.

5.8 Save as disclosed above, no Director:

5.8.1 has any unspent convictions in relation to indictable offences; or

5.8.2 has been bankrupt or the subject of an individual voluntary arrangement, or has had a receiver appointed to any asset of such director; or

5.8.3 has been a director of any company which, while he was a director or within 12 months after he ceased to be a director, had a receiver appointed or went into compulsory liquidation, creditors voluntary liquidation, administration or company voluntary arrangement, or made any composition or arrangement with its creditors generally or with any class of its creditors; or

5.8.4 has been a partner of any partnership which, while he was a partner or within 12 months after he ceased to be a partner, went into compulsory liquidation, administration or partnership voluntary arrangement, or had a receiver appointed to any partnership asset; or

5.8.5 has had any public criticism by statutory or regulatory authorities (including recognised professional bodies); or

5.8.6 has been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

5.9 Save as disclosed in paragraph 5.1 above, and as set out below, the Directors are not aware of any person, directly or indirectly, jointly or severally, who exercises or could exercise control over the Company or who is interested directly or indirectly in 3 per cent. or more of the issued share capital of the Company as at the date of the publication of this document and immediately following Admission:

Name	Common Shares as at the date of this Document	% of issued share capital	Common Shares following Admission	% of issued share capital
Henderson Global Investors Ltd.	—	—	10,125,000	9.3
Trafelet & Co. UK LLP	—	—	10,125,000	9.3
Lansdowne Partners Ltd.	—	—	8,325,000	7.6
Framlington Investment Management Ltd.	—	—	7,000,000	6.4
National Bank of Greece (Client Portfolio)	—	—	6,800,000	6.2
M&G Investment Management Ltd.	—	—	6,475,000	5.9
Cazenove Capital Management Ltd.	—	—	6,397,000	5.9
Goldman Sachs International	—	—	5,000,000	4.6
National Bank of Greece	—	—	5,000,000	4.6
SVM Asset Management Ltd.	—	—	4,500,000	4.1
UBS AG	—	—	4,300,000	3.9
Drawbridge Global Macro Fund Ltd.*	2,195,000	43.9	2,195,000	2.0
Wesley R. Edens	605,000	12.1	605,000	0.6
George Dimitropoulos	500,000	10.0	500,000	0.5
R&H Trust Co. (Jersey) Limited as Trustee of the De Conick Trust	365,000	7.3	365,000	0.3
Euro-Inn Investments S.A.	300,000	6.0	300,000	0.3
Constantine Dakolias	200,000	4.0	200,000	0.2
Sparta Asset Management Ltd	160,000	3.2	160,000	0.1
Athanasios Pipilis	150,000	3.0	150,000	0.1

* Fund managed by Fortress

5.10 Neither the Directors nor the persons set out above will have upon Admission voting rights in respect of the share capital of the Company which differ from those of any other Shareholder.

5.11 No loans have been made or guarantees granted or provided by the Company to or for the benefit of any Director.

5.12 Save as set out in this document, the Directors are not aware of any arrangements which may at a subsequent date result in a change of control of the Company.

5.13 Save as set out in this document, no Director is or has been interested whether directly or indirectly in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company and which was effected by the Company and remains in any respect outstanding or unperformed.

6 Material Contracts

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company since incorporation and are or may be material:

6.1 A placing agreement dated 6 December 2005 between the Company, the Directors, the Investment Manager, Panmure Gordon and Grant Thornton Corporate Finance whereby Panmure Gordon was appointed as the agent of the Company for the purpose of managing the Placing and has agreed to use reasonable endeavours to procure placees to subscribe for the Placing Shares at the Placing Price. Pursuant to the Placing Agreement, the Company and its Directors have given certain warranties and indemnities to Panmure Gordon and Grant Thornton Corporate Finance regarding, *inter alia*, the accuracy of the information in this document. The Placing Agreement is conditional, *inter alia*, on Admission taking place no later than 8.00 a.m. on 8 December 2005, or such later date as the Company and Panmure Gordon may agree being no later than 16 December 2005 and the Company and the Directors complying with certain obligations under the Placing Agreement. Under the Placing Agreement,

the Company has agreed to pay to Panmure Gordon a commission of 3.5 per cent. on the aggregate value of the Placing Shares at the Placing Price, together with all costs and expenses and VAT thereon, where appropriate.

Panmure Gordon is entitled in certain limited circumstances to terminate the Placing Agreement prior to Admission.

The Placing Agreement also contains a lock-in undertaking from each of the Directors, and the Investment Manager (including any of their ''associates'' within the meaning of the AIM Rules) pursuant to Rule 7 of the AIM Rules, under which the covenanting parties have agreed not to sell or otherwise dispose of, or agree to sell or dispose of, any of their interests in the Common Shares held by them respectively at Admission (or resulting from their holding of such shares) for a period of 12 months from Admission. The agreement is governed by English law.

6.2 Lock-in agreement dated 6 December 2005 between the Company, Panmure Gordon, Grant Thornton Corporate Finance and each of the Founding Shareholders (with the exception of the Investment Manager which is subject to the lock-in agreement contained in the placing agreement as summarised at paragraph 6.1 above) pursuant to the terms of which each such contracting Founding Shareholder has agreed not to dispose of any Common Shares held by them at Admission until the date on which of the Founding Shareholder Warrants lapse subject to certain exceptions including transfers or disposals made with the written consent of the Company, Grant Thornton Corporate Finance and Panmure Gordon, transfers to their associates or family trusts and transfers in acceptance of certain takeover offers for the Company. These agreements are governed by English law.

6.3 The Founding Shareholder Warrant Instrument (the ''Instrument'') dated 5 December 2005 whereby the Company constituted the Founding Shareholder Warrants. Under the terms of the Instrument a series of warrants have been issued to the Founding Shareholders which entitle the Founding Shareholders to subscribe at par value per Common Share of €0.01, for such number of Common Shares (capped at 12.5 million Common Shares) which when multiplied by the Placing Price of €1 equals 50 per cent. of the difference between the market value of the Company's legal interest in the Prospective Investment Portfolio at acquisition and its cost of investment. The valuation of the Company's legal interest in the Prospective Investment Portfolio (the ''Valuation'') will be carried out by the Company's Property Valuer and the Valuation will be approved by the Board. In carrying out such valuation the Property Valuer will be able to adopt such valuation methodology as it thinks fit and, at the Company's expense, retain the services of any appropriate third parties. In the absence of manifest error the Valuation shall be final and binding on the Founding Shareholders and the Company.

The Founding Shareholder Warrants must be exercised within 30 days of the date of the Valuation or else they will lapse.

The Founding Shareholder Warrants are not capable of assignment or transfer and are subject to English Law.

6.4 An engagement letter dated 3 November 2005 between the Company and Panmure Gordon pursuant to which the Company has appointed Panmure Gordon to act as Broker to the Company for the purposes of AIM commencing on the date of the agreement. The Company has agreed to pay Panmure Gordon a fee of £40,000 per annum payable in advance. The agreement may be terminated immediately by either party on written notice. The agreement contains various undertakings and indemnities from the Company. The agreement is governed by English law.

6.5 An engagement letter dated 6 December 2005 between the Company and Grant Thornton Corporate Finance pursuant to which the Company has appointed Grant Thornton Corporate Finance to act as nominated adviser to the Company. The agreement contains certain undertakings and indemnities from the Company. The agreement is terminable on 30 days notice in writing by either party. The agreement is governed by English law.

6.6 An Investment Management Agreement dated 1 August 2005 between the Company and the Investment Manager (which will be amended and restated with effect from Admission) whereby the Investment Manager was appointed to manage the investments of the Company in accordance with the investment policy from time to time approved by the Directors. Under the terms of the agreement the Investment Manager has discretionary authority to manage the assets of the Company and, subject to the approval of the Directors, the authority to purchase and dispose of investments for the account of the Company.

The Investment Manager will receive an annual management fee payable quarterly in advance equivalent to 2 per cent. per annum of the total funds raised by the Company, being initially the gross proceeds of the Placing and the €5 million subscribed by the Founding Shareholders, and subsequently including the proceeds of any further fund raisings.

In addition, in relation to any investment made by the Company the Investment Manager is potentially entitled to a performance fee based on the net realised cash profits made by the Company subject to the Company receiving the ''Relevant Investment Amount'' which is defined as an amount equal to:

(i) the total cost of the investment; plus

(ii) a hurdle amount equal to an annualised percentage return of 8 per cent. compounded for each year or fraction of a year during which such investment is held (the ''Hurdle''); plus

(iii) a sum equal to the amount of any realised losses and/or write-downs in respect of any other investment which has not already been taken into account in determining the Investment Manager's entitlement to a performance fee.

In the event that the Company has received distributions from an investment equal to the Relevant Investment Amount any subsequent net realised cash profits arising shall be distributed in the following order of priority:

(i) first, 60 per cent. to the Investment Manager and 40 per cent. to the Company until the Investment Manager shall have received an amount equal to 20 per cent. of such profits; and

(ii) second, 80 per cent. to the Company and 20 per cent. to the Investment Manager,

such that the Investment Manager shall receive a total performance fee equivalent to 20 per cent. of the net realised cash profits. Entitlement to a performance fee accrues upon the Company committing to an investment and becomes payable regardless of whether or not the Investment Manager's appointment has been terminated prior to such disposal.

In relation to each investment, if on the earlier of (i) disposal of the Company's interest in that investment or (ii) 1 August 2015, the net realised cash proceeds from that investment are less than the Relevant Investment Amount the Investment Manager shall pay to the Company an amount equivalent to the difference between the net realised cash proceeds and the Relevant Investment Amount. The maximum global amount payable by the Investment Manager in relation to all investments where the clawback mechanism applies will not exceed the aggregate performance fees previously received (net of tax) by the Investment Manager in relation to other investments.

Half of any performance fee payable to the Investment Manager shall be placed in an escrow account operated by the Administrator (the ''Escrow Account'') until the date on which the cumulative distributions made by the Company to its Shareholders first equals or exceeds the total funds raised by the Company as at Admission (being the gross proceeds of the Placing and the €5 million subscribed by the Founding Shareholders) (the ''Distributions Equalisation Date''). On the Distributions Equalisation Date, 50 per cent. of any escrowed funds will be released to the Investment Manager (meaning that in aggregate the Investment Manager will have received 75 per cent. of the performance fees payable). Upon the Company making cumulative distributions equal to the total funds raised by the Company plus the Hurdle, any remaining funds in the Escrow Account will also be released to the Investment Manager.

The Investment Management Agreement contains an indemnity from the Company in favour of the Investment Manager against claims by third parties except to the extent the claim is due to the gross negligence, wilful default, fraud, bad faith or material violation of the laws of any relevant jurisdiction by the Investment Manager, or any of its associates or delegates. The Investment Management Agreement is for a fixed term of ten years commencing on 1 August 2005. It may be extended beyond such term with the agreement of the Investment Manager and the Company.

Under the terms of the Investment Management Agreement the Investment Manager is required to devote its time and attention to the affairs of the Company and not to manage other funds that are competitive with the Company until such time as 90 per cent. of the Company's funds are committed to Projects. After that time the Investment Manager will be free to manage funds that might be competitive with that of the Company.

Under the terms of the Investment Management Agreement, the Company is licensed to use the Dolphin Capital Investors name for so long as the agreement continues but must within one month of its termination cease to use the name.

The Company may summarily terminate the agreement immediately at any time without penalty by notice in writing in circumstances (*inter alia*) where the Investment Manager has entered into insolvency proceedings, is found liable for material breach of duty, gross negligence, wilful default, fraud, bad faith, or a material violation of applicable laws in connection with the performance of its duties under the Agreement or a material breach of the agreement which is either irremediable or not remedied within 60 days of receipt by the Investment Manager of a notice from the Company. In addition, if at any time there is any change of control of the Investment Manager the Company may within 90 days of becoming aware of any such event give not less than three months' written notice to terminate the Agreement and for the purposes of this provision change of control means Miltos Kambourides being replaced in his role as the Managing Partner of the Investment Manager by someone who is not reasonably acceptable to the Company. This agreement is governed by English law.

6.7 The Administration Agreement dated 6 December 2005, between the Company and the Administrator pursuant to the terms of which the Administrator is appointed to act as administrator to the Company.

The Administrator will be entitled to receive a fee of 6 basis points of the net assets of the Company plus borrowings, subject to a minimum monthly fee of €4,000 payable quarterly in arrears. In addition the Administrator will be entitled to a fee of €2,500 for assistance in the preparation of each set of financial reports and accounts, and a minimum annual fee of €2,500 for corporate secretarial services.

The Administrator shall be entitled to receive reimbursement of reasonable out-of-pocket expenses on an ongoing basis. The agreement contains provisions under which the Company exempts the Administrator from liability in the absence of fraud, wilful default, bad faith or gross negligence for any liabilities, obligations, losses, or damages arising out of or in connection with its performance of its duties under the agreement. Similarly, the Company has agreed to indemnify the Administrator in respect of losses it may suffer in connection with the performance of its duties under the agreement save to the extent that such losses are due to fraud, wilful default, bad faith or negligence on the part of the Administrator. The agreement may be terminated on not less than 90 days' written notice by either party, provided that termination may be made immediately in certain specified circumstances. The agreement is governed by the law of the Isle of Man.

6.8 The Custodian Agreement dated 6 December 2005, between the Company and the Custodian pursuant to the terms of which the Custodian is appointed to act as custodian to the Company.

The Custodian will be entitled to receive a fee of 3 basis points per annum of the value of the non-real estate assets held on behalf of the Company, subject to a minimum monthly fee of €1,000, payable quarterly in arrears together with other agreed transaction settlement charges.

The Custodian shall be entitled to receive reimbursement of reasonable out-of-pocket expenses on an ongoing basis. The agreement contains provisions under which the Company exempts the Custodian from liability in the absence of fraud, wilful default, bad faith or gross negligence for any liabilities, obligations, losses, or damages arising out of or in connection with its performance of its duties under the agreement. Similarly, the Company has agreed to indemnify the Custodian in respect of losses it may suffer in connection with the performance of its duties under the agreement save to the extent that such losses are due to fraud, wilful default, bad faith or negligence on the part of the Custodian. The agreement may be terminated on not less than 90 days' written notice by either party, provided that termination may be made immediately in certain specified circumstances. The agreement is governed by the law of the Isle of Man.

6.9 The depositary and custody services agreement dated 6 December 2005 between the Company and the Depositary. CREST does not provide for the direct holding and settlement of foreign securities such as shares in the Company. To enable shares in the Company to be indirectly held and traded through CREST, under the terms of this agreement and a separate deed of trust, the Depositary agrees to hold securities in the Company and issue depositary interests in the ratio of one for one for each such security. These depositary interests, representing securities in the Company, can be held and traded through CREST. The depositary services provided by the Depositary also include maintaining in the United Kingdom a register of holders of the depositary interest, issuing the depositary interests in uncertificated form and other related registry services. The custody services provided by the Depositary also include executing instructions received from CREST members. Subject to earlier termination in

accordance with the agreement, the initial term of the agreement is fixed for 3 years and may thereafter be terminated by either party on six months' notice. Fees payable by the Company include a start up fee of £8,000, an annual fee of £6,000 payable monthly in arrears and a fee of £1 per deposit, transfer or cancellation of depositary interests.

7 Working Capital

The Directors are of the opinion, having made due and careful enquiry, that the working capital available to the Group will be sufficient for its present requirements, that is for at least twelve months from the date of Admission.

8 Litigation

There are no governmental, legal or arbitration proceedings active, pending or threatened against, or being brought by, the Company.

9 General

9.1 There are no patents or other intellectual property rights, licences or particular contracts which are of fundamental importance to the Company's business.

9.2 The costs and expenses of, and incidental to, Admission will be borne by the Company and will be approximately €4.2 million (£2.85 million).

9.3 Mr Papageorghiou is the Managing Partner of A.N. Papageorghiou & Associates which firm has earned fees from the Company for the provision to the Company of Cypriot law legal services.

9.4 Axia Ventures Limited (''Axia'') and Gryphon Central Europe Ltd. (''Gryphon'') of which Mr Achilleoudis and Mr Moy are directors respectively have entered into agreements with Panmure Gordon in relation to the Placing. Pursuant to the terms of these agreements Axia and Gryphon have agreed to procure investors to take part in the Placing and Panmure Gordon have agreed to allocate a number of Placing Share at the Placing Price to investors procured by Axia and Gryphon subject in the case of Axia to a global cap of €10 million and in the case of Gryphon to a global cap of €20 million. Axia and Gryphon shall receive a commission of 2.5 per cent. and 1.0 per cent. respectively of the funds raised, in both cases to be paid out of Panmure Gordon's gross Placing commission of 3.5 per cent.

9.5 Save as set out in paragraphs 9.3 and 9.4 above, and except for fees payable to the professional advisers whose names are set out on pages 5 and 6 of this document and the Founding Shareholder Warrants issued to the Founding Shareholders as set out in paragraph 6.3 above, no person has received fees, securities in the Company or other benefit to a value of £10,000 (or its currency equivalent) whether directly or indirectly, from the Company within the 12 months preceding the application for Admission, or has entered into any contractual arrangement to receive from the Company, directly or indirectly, any such fees, securities or other benefit on or after Admission.

9.6 On 6 December 2005 the Company issued the Founding Shareholder Warrants to the Founding Shareholders. Save for the issue of the Founding Shareholder Warrants, there has been no significant change in the financial or trading position of the Company since 30 September 2005.

9.7 The Company does not have, nor has it had since its incorporation, any employees and does not own any premises.

9.8 The Directors undertake to propose a resolution for the winding-up of the Company if no investments have been made within two years of Admission.

9.9 Where information has been sourced from a third party this information has been accurately produced and as far as the Company is aware and is able to ascertain from the information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

9.10 The Investment Manager is or may be a promoter of the Company and save as disclosed in paragraph 6.6 above, no amount or benefit has been paid, or given to the Investment Manager or any of their subsidiaries since the incorporation of the Company and, save for under the Founding Shareholder Warrant Instrument, none is intended to be paid, or given.

9.11 The Company's auditors are KPMG of Elma House, 10 Mnasiadou Street, 1065 Nicosia, Cyprus. KPMG were appointed as auditors to the Company on 5 October 2005 and are members of the Institute of Certified Public Accountants of Cyprus.

9.12 Grant Thornton UK LLP have given and have not withdrawn their written consent to the issue of this document with the inclusion of their Accountants' Report in Part 9 of this document and the references to such report and to their name in the form and context in which they appear.

9.13 ERA have given and have not withdrawn their written authorisation and consent to the issue of this document with the inclusion of their letter in Part 8 of this document and the references to such report and to their name in the source and context in which they appear.

9.14 The Investment Manager, Grant Thornton Corporate Finance and Panmure Gordon have given and not withdrawn their written consent to the issue of this document with their names and the references to them in the form and context in which such references are included.

9.15 The period within which placing participations may be accepted pursuant to the Placing and arrangements for the payment and holding of subscription monies pending Admission are set out in the Placing Agreement and in the placing letters sent to prospective placees (the "Placing Letters"). The Placing Shares are not being offered generally and no applications have or will be accepted other than under the terms of the Placing Agreement and the Placing Letters. All monies received from applicants will be held by Panmure Gordon prior to issue of the Placing Shares. If the placing agreement does not become unconditional or is terminated, any monies returned will be sent by cheque crossed "A/C Payee" in favour of the relevant placee by first class post at the risk of the addressee within three days of the date of termination or last date for satisfaction of the Conditons.

10. Depositary Interests

In summary, the Deed Poll contains, amongst others, provisions to the following effect, which are binding upon holders of Depositary Interests:

Holders of Depositary Interests warrant, amongst other matters, that Common Shares transferred or issued to the Depositary or the custodian (on behalf of the Depositary) are free and clear of all liens, charges, encumbrances or third party interests and that such transfers or issues are not in contravention of the Company's constitutional documents or any contractual obligation, law or regulation. Holders of Depositary Interests agree to indemnify Computershare in respect of any costs or liabilities which it may suffer by reason of any breach of any such warranty.

It should be noted that holders of Depositary Interests may not have the opportunity to exercise all of the rights and entitlements available to holders of Common Shares including, for example, the ability to vote on a show of hands. In relation to voting, it will be important for holders of Depositary Interests to give prompt instructions to the Depositary or its nominated custodian, in accordance with any voting arrangements made available to them, to vote the underlying Common Shares on their behalf or, to the extent possible, to take advantage of any arrangements enabling holders of Depositary Interests to vote such Common Shares as a proxy of the Depositary or its nominated custodian.

The Depositary will be entitled to cancel Depositary Interests and withdraw the underlying Common Shares in certain circumstances including where a holder of Depositary Interests has failed to perform any obligation under the Deed Poll or any other agreement or instrument with respect to the Depositary Interests.

The Deed Poll contains provisions excluding and limiting the Depositary's liability. For example, the Depositary shall not be liable to any holder of Depositary Interests or any other person for liabilities in connection with the performance or non-performance of obligations under the Deed Poll or otherwise except as may result from its negligence or wilful default or the fraud of any custodian or agent which is not a member of its group unless it has failed to exercise reasonable care in the appointment and continued use and supervision of such custodian or agent. Furthermore, except in the case of personal injury or death, the Depositary's liability to a holder of Depositary Interests will be limited to the lesser of; (a) the value of the Common Shares and other deposited property properly attributable to the Depositary Interests to which the liability relates; and (b) that proportion of £5 million which corresponds to the portion which the amount the Depositary would otherwise be liable to pay to the holder of Depositary Interests bears to the aggregate of the amounts the Depositary would otherwise be liable to pay to all such holders in respect of the same act, omission or event which gave rise to such liability or, if there are no such amounts, £5 million.

The Depositary is entitled to charge fees and expenses for the provision of its services under the Deed Poll without passing any profit from such fees to holders of Depositary Interests. Each holder of Depositary Interests is liable to indemnify the Depositary and any custodian (and their agents, officers and employees) against all costs and liabilities arising from or incurred in connection with, or arising

from any act related to, the Deed Poll so far as they relate to the property held for the account of Depositary Interests held by that holder, other than those resulting from the wilful default, negligence or fraud of the Depositary, or the custodian or any agent, if such custodian or agent is a member of the Depositary's group, or, if not being a member of the same group, the Depositary shall have failed to exercise reasonable care in the appointment and continued use and supervision of such custodian or agent.

The Depositary may terminate the Deed Poll by giving not less than 90 days' prior notice. During such notice period holders may cancel their Depositary Interests and withdraw their deposited property and, if any Depositary Interests remain outstanding after the Deed Poll has terminated, the Depositary must, among other things, deliver the deposited property in respect of the Depositary Interests to the relevant holders of Depositary Interests or, at its discretion, sell all or part of such deposited property. It shall, as soon as reasonably practicable, deliver the net proceeds of any such sale, after deducting any sums due to the Depositary, together with any other cash held by it under the Deed Poll *pro rata* to holders of Depositary Interests in respect of their Depositary Interests.

The Depositary may require from any holder, or former or prospective holder of Depositary Interests, information as to the capacity in which such Depositary Interests are, were, or are to be owned or held and the identity of any other person with any interest of any kind in such Depositary Interests or the underlying Common Shares and holders are bound to provide such information requested. Furthermore, to the extent that, amongst other requirements, the Company's constitutional documents require disclosure to the Company of, or limitations in relation to, beneficial or other ownership of, or interests of any kind whatsoever, in the Common Shares, the holders of Depositary Interests are to comply with such provisions and with the Company's instructions with respect thereto.

11 Availability of Documents

Copies of this document will be available free of charge to the public at the offices of Grant Thornton Corporate Finance, Grant Thornton House, Melton Street, Euston Square, London NW1 2EP, during normal business hours on any weekday (Saturdays and public holidays excepted) until the date falling one month after the date of Admission.

Dated: 6 December 2005

DEFINITIONS

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

"Administration Agreement"	the administration agreement between the Company and the Administrator, dated 6 December 2005, a summary of which is set out in paragraph 6.7 of Part 11 of this document
"Administrator"	Anglo Irish Fund Services Limited
"Admission"	admission of the entire issued and to be issued common share capital of the Company to trading on AIM becoming effective in accordance with the AIM Rules
"AIM"	the market of that name operated by the London Stock Exchange
"AIM Rules"	the rules for AIM companies and their nominated advisers published by the London Stock Exchange (as updated or amended from time to time)
"Articles"	the Articles of Association of the Company
"Business Day"	a day, other than a Saturday or Sunday, on which banks are open for business in London
"BVI"	British Virgin Islands
"City Code"	the City Code on Takeover and Mergers
"Colliers International"	Colliers International S.A.
"Common Shareholders" or "Shareholders"	registered holders of Common Shares or Depositary Interests, as the case may be
"Common Shares"	common shares of €0.01 each in the Company and, save where the context requires otherwise, Depositary Interests representing such shares
"Company"	Dolphin Capital Investors Limited
"CREST"	the computerised settlement system (being the relevant system as defined in the Uncertificated Securities Regulations 2001 (S.I 2001/3755) to facilitate the transfer of title of shares in uncertificated form operated by CRESTCo Limited
"CRESTCo"	CRESTCo Limited
"Custodian"	Anglo Irish Bank Corporation (I.O.M.) P.L.C.
"CYP"	Cypriot Pounds
"Deed Poll"	the deed poll dated 21 November 2005 entered into by the Depositary and which constituted the Depositary Interests
"Depositary" or "Computershare"	Computershare Investor Services PLC
"Depositary Interests"	independent securities to be issued by the Depositary representing Common Shares which may be held and transferred through the CREST system
"Directors" or "Board"	the directors of the Company including any duly appointed committee thereof
"EU"	European Union
"Financial Services Authority" or "FSA"	the Financial Services Authority of the UK
"Fortress Investment Group" or "Fortress"	Fortress Investment Group LLC
"Founding Partners"	Miltos Kambourides and Pierre Charalambides, the founders of the Investment Manager
"Founding Shareholders"	the 13 parties, including the Investment Manager and Fortress, who in June 2005 subscribed a total of €5 million for Common Shares in the Company

"Founding Shareholder Warrants"	the warrants to subscribe for Common Shares, subject to the terms and conditions set out in the Founding Shareholder Warrant Instrument and issued to the Founding Shareholders
"Founding Shareholder Warrant Instrument"	the instrument of the Company dated 6 December 2005 constituting the Founding Shareholder Warrants, a summary of which is set out in paragraph 6.3 of Part 11 of this document
"Grant Thornton Corporate Finance"	the corporate finance division of Grant Thornton UK LLP which is authorised and regulated by the FSA to carry on investment business
"Group"	the Company and its subsidiary undertakings
"IBCA"	the BVI International Business Companies Act (Cap. 291) 1984
"Investment Management Agreement"	the investment management agreement between the Company and the Investment Manager dated 1 August 2005 (which will be amended and restated with effect from Admission), a summary of which is set out in paragraph 6.6 of Part 11 of this document
"Investment Manager"	Dolphin Capital Partners Limited
"Internal Rate of Return" or "IRR"	with respect to each Project, the total quarterly compounded internal rate of return to the Company calculated after deduction of any tax payable by the Company or any subsidiary on its operations related to the Project and before deduction of any tax payable by the Company on distributions made to its Shareholders and any performance fee payable to the Investment Manager (including sums paid into escrow), taking into account the amount and timing of all distributions made by the Company to its Shareholders related to the Project up to and including such date and all capital contributions made by the Company related to that Project up to and including such date. For the purposes of calculating such IRR all capital contributions by the Company and all distributions to the Shareholders made at any time during a month shall be deemed to be paid or made on the first day of such month. All calculations relating to the IRR will be on an annualised basis and expressed in Euros.
"Listing Rules"	the listing rules published by the FSA under section 73A of the Financial Services and Markets Act 2000
"London Stock Exchange"	London Stock Exchange plc.
"Master-planned Leisure-integrated Residential Resort(s)", "Residential Resorts" or "Project(s)"	master-planned residential resort developments which incorporate a combination of, but not limited to, leisure facilities such as hotels, golf courses, polo fields, country clubs, spas and marinas
"NAV" or "Net Asset Value"	the value of the assets of the Company less its liabilities, determined in accordance with the accounting principles and valuation guidelines adopted by the Company from time to time
"Net Asset Value per Common Share"	the Net Asset Value divided by the number of Common Shares in issue from time to time
"Panmure Gordon"	Panmure Gordon (Broking) Limited
"Placing"	means the conditional placing by Panmure Gordon as described in this document
"Placing Agreement"	the conditional placing agreement dated 6 December 2005 and entered into between the Company, the Directors, the Investment Manager, Panmure Gordon and Grant Thornton Corporate Finance, a summary of which is set out in paragraph 6.1 of Part 11 of this document
"Placing Price"	68 pence (€1.00) per Common Share
"Placing Shares"	the 104,000,000 new Common Shares to be placed with investors pursuant to the Placing

"Property Valuer"	the expert retained by the Company from time to time to provide Property and/or property related asset valuation services, currently being Colliers International
"Prospective Investment Portfolio"	the identified Projects in respect of which the Company, is currently negotiating a participation, as described in Part 4 of this document
"Region" or "Southeast Europe"	Greece, Cyprus, Turkey and Croatia
"Registrar"	Computershare Investor Services (Channel Islands) Limited
"Shareholder"	a holder of Common Shares
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland
"US" or "USA" or "United States"	the United States of America (including the States thereof and the District of Columbia), its territories and possessions

In this document, unless otherwise specified, all references to "pounds" or "£" are to United Kingdom pounds sterling, all references to "dollars" or "$" are to US dollars and all references to "Euro" or "€" are to the unit of money used in all European Union countries which have adopted the single European currency unit.

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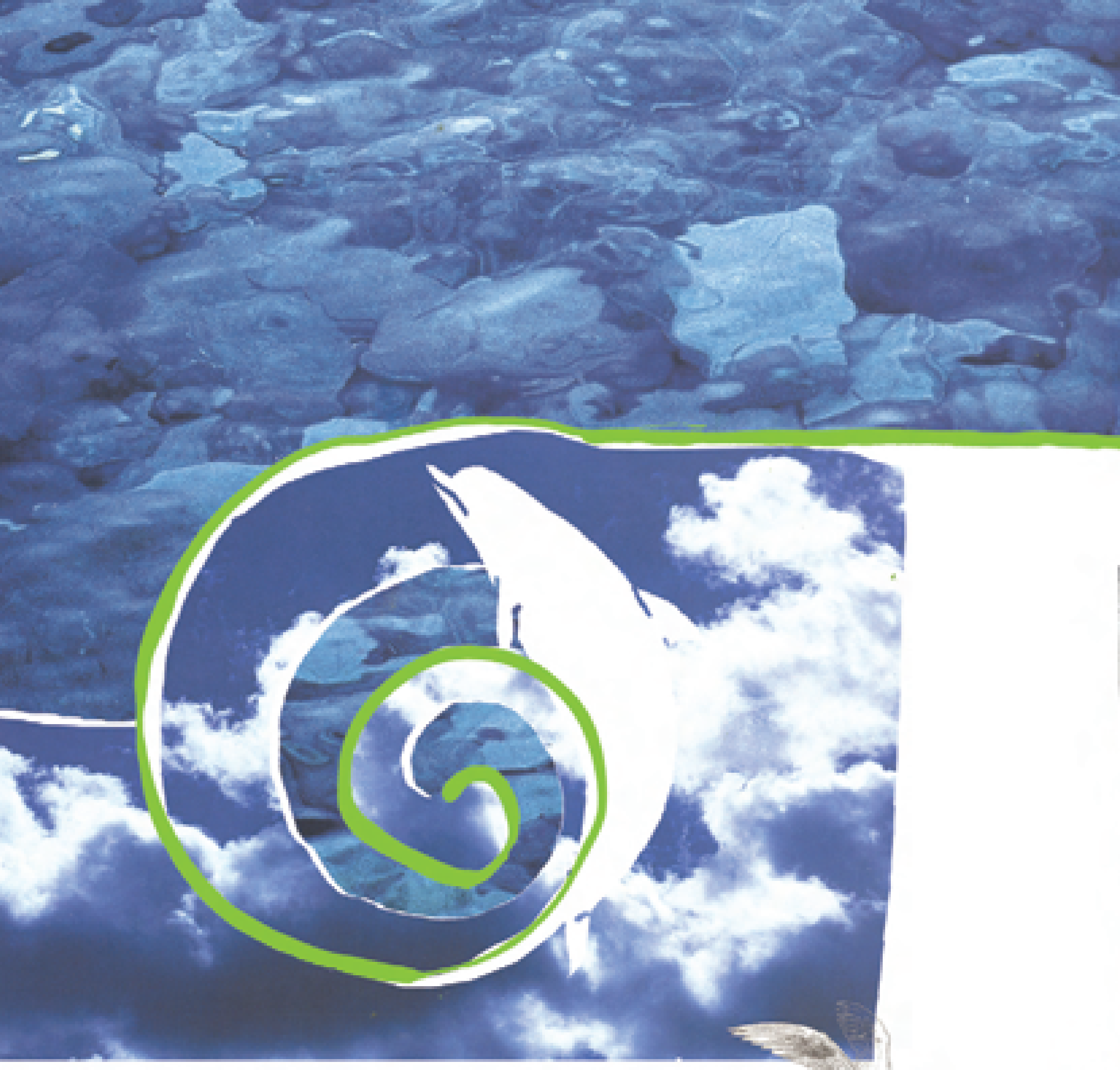

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