



**Certificate of Approval of a Prospectus  
pursuant to The Prospectus Regulations 2005**

**To:**

**MALTA FINANCIAL SERVICES AUTHORITY (MALTA)**

**From:**

**The Financial Conduct Authority  
25 The North Colonnade, Canary Wharf, London E14 5HS, United Kingdom**

We hereby certify that the Prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC as amended by the Directive 2010/73/EU or national law transposing the Directive and was approved by the FCA on 2 May 2014.

**Name of Issuer:** Promethean plc

**Registered Office/Seat:** Isle of Man

**Type of Securities:** Proposed Acquisition of securities in T.I.S. Holdings Limited  
Proposed Acquisition of PATF Participating Shares  
Proposed name change to Link & Prosper plc  
Conditional Return of Capital  
Board changes  
Admission of the Enlarged Issued Share Capital to trading on AIM

**Guarantor (if any):** N/A

**Annexes:** I, II, III

We have authorised, in accordance with Article 8 of Directive 2003/71/EC as amended by the Directive 2010/73/EU or national law transposing Directive 2003/71/EC as amended, the omission of the information on the following grounds: **No omission**

**Attachments:**

- 1. Prospectus dated 2 May 2014**

Financial Conduct Authority  
Document Approved

Date: 8.5.14

Signed: [Signature]