

**THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt about the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser, duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

This Form of Acceptance ("Form") should be read in conjunction with the Offer Document dated 18 December 2006 (the "Offer Document"). The terms and conditions of the Offer Document, as defined and contained in the Offer Document, are deemed to be incorporated in and form part of this Form. The definitions contained in the Offer Document also apply to this Form.

IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED all of your Kuju Shares, please forward this Form together with the accompanying documents, as soon as possible, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. **These documents should not, however, be mailed or otherwise sent in, into or from a Restricted Jurisdiction.**

Unless determined by CDS and permitted by applicable law and regulations, the Offer is not being, and will not be, made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation facsimile transmission, telex, telephone or e-mail) of interstate or foreign commerce of, or by any facilities of a national securities exchange of, a Restricted Jurisdiction and cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, copies of this Form and the Offer Document are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction and persons receiving this document (including custodians, nominees and trustees) must not distribute or send them in, into or from a Restricted Jurisdiction. Doing so may render invalid any purported acceptance of the Offer. Further details relating to overseas shareholders are contained in paragraph 6 of Part B of Appendix I to the Offer Document.

## **Form of Acceptance and Authority**

### **RECOMMENDED CASH OFFER**

by

**S.P. Angel Corporate Finance LLP**

on behalf of

**Catalis Development Services Limited**

(a wholly owned subsidiary of Catalis N.V.)

**to acquire the entire issued and to be issued ordinary share capital of**

**Kuju plc**

**not already owned by Catalis N.V.**

#### **Action to be taken**

To accept the Offer in respect of your Kuju Shares in certificated form (that is, not in CREST) complete this Form on page 3 by following the instructions and notes for guidance set out on pages 2 and 4. Please sign page 3 of this Form and, if you are an individual, this must be in the presence of an independent witness who must also sign page 3 of this Form and state his or her name, address and occupation. If you hold Kuju Shares in certificated form (that is, not in CREST) jointly with others, you must arrange for all your co-holders to sign this Form.

- If your Kuju Shares are in certificated form (that is, not in CREST), return this Form, duly completed signed and witnessed (in the case of a Kuju Shareholder who is an individual) and accompanied by your share certificate(s) and/or other document(s) of title, by post or by hand (during normal business hours only) to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible but, in any event, so as to be received by no later than 1.00 p.m. on 8 January 2007. A reply-paid envelope for use only in the UK is enclosed for documents to be lodged by post.
- If your Kuju Shares are in uncertificated form (that is, in CREST), you should NOT complete this Form. You may only accept the Offer in respect of such shares by TTE Instruction in accordance with the procedure set out in paragraph 14 of the letter from S.P. Angel Corporate Finance LLP contained in the Offer Document. You should ensure that the TTE Instruction settles by no later than 1.00 p.m. on 8 January 2007. If you are a CREST sponsored member you should refer to your CREST sponsor before taking any action. Only your CREST sponsor will be able to send the necessary TTE Instruction to CRESTCo in relation to your uncertificated Kuju Shares.
- If you hold Kuju Shares in both certificated and uncertificated form, you should only complete this Form in respect of your Kuju Shares held in certificated form.
- If your Kuju Shares are in certificated form and your share certificate(s) and/or other document(s) of title are with your bank, stockbroker or other agent, you should complete and sign this Form and arrange for it to be lodged by such agent with the relevant document(s).
- Please read Parts A, B and C of Appendix I to the Offer Document, the terms of which are incorporated in and form part of this Form.
- A Form which is received in an envelope postmarked in a Restricted Jurisdiction or otherwise appearing to Catalis Development Services Limited or its agents to have been sent from a Restricted Jurisdiction may be rejected as an invalid acceptance of this Offer.

If you have any questions as to how to complete this Form, please telephone Capita Registrars on 0870 162 3121 (or, +44 208 639 2157 if telephoning from outside the UK). The helpline is available from 9.00 a.m. to 5.00 p.m. Monday to Friday (except UK public holidays).

**HOW TO COMPLETE THIS FORM**

Please follow the instructions below when completing page 3.  
Your acceptance should be received no later than 1.00 p.m. on 8 January 2007.

**1****TO ACCEPT THE OFFER**

To accept the Offer, insert in Box 1 the total number of Kuju Shares in certificated form in respect of which you wish to accept the Offer.

**Complete here** ➔

You must also sign Box 2 (which will constitute your acceptance of the Offer) complete Box 3 and, if appropriate, Box 4 and/or Box 5. If no number or a number greater than your entire holding of Kuju Shares or the word "ALL" is inserted in Box 1 and you have signed Box 2, you will be deemed to have accepted the Offer in respect of your entire holding of Kuju Shares in certificated form (being your entire holding in certificated form under the name and address specified in Box 3).

**2****SIGNATURES**

You must sign Box 2 and, in the case of a joint holding, arrange for all other joint holders to do likewise.

**Holders and witness(es) complete and sign here** ➔

Each individual holder must sign in the presence of a witness. The witness must be over 18 years of age and must not be one of the joint registered holders. The same witness may witness each signature of the joint holders. If the acceptance is not made by the registered holder(s), insert the name(s) and capacity (e.g. executor) of the person(s) making the acceptance. A company may either execute under seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations or, if applicable, in accordance with section 36A and 36B of the Companies Act (in which case the company concerned may execute the Form by a director and the company secretary, or by two directors of the company, signing the Form). This Form shall take effect as a deed executed by you and by your joint holder(s), if any.

**3****NAME(S) AND ADDRESS(ES)**

Complete Box 3 in BLOCK CAPITALS with the full name and address of the sole or first-named registered holder together with the full names of all other joint holders. Please also provide a daytime telephone number where you may be contacted in the event of a query on the Form you have completed. Unless you complete Box 5, the address of the sole or first-named registered holder inserted in Box 3 will be the address to which the consideration will be sent. If the address completed in Box 3 is in a Restricted Jurisdiction, you must provide in Box 5 an alternative address outside a Restricted Jurisdiction to which such consideration will be sent.

**Complete here** ➔**4****OVERSEAS KUJU SHAREHOLDERS**

If (but only if) you are unable to give the representations and warranties required by paragraph (c) of Part C of Appendix I to the Offer Document, YOU MUST PUT "NO" IN Box 4 and you should read paragraph 6 of Part B of Appendix I to the Offer Document. If you do not put "NO" in Box 4, you will be deemed to have given such representations and warranties.

**Complete here** ➔**5****ALTERNATIVE ADDRESS(ES)**

Insert in Box 5 your own name and address (but not in a Restricted Jurisdiction) or the name and address of the person or agent (for example, your bank, stockbroker or other agent, but not in a Restricted Jurisdiction) to whom you wish the consideration or returned documents to be sent if not the same as that shown in Box 3. Box 5 must be completed by holders with registered addresses in a Restricted Jurisdiction who have completed Box 3 with an address in a Restricted Jurisdiction.

**Complete here** ➔

**PLEASE ENSURE THAT YOU ENCLOSE YOUR SHARE CERTIFICATE(S) OR OTHER DOCUMENT(S) OF TITLE WITH THIS FORM.**

PLEASE COMPLETE IN BLOCK CAPITALS AS EXPLAINED ON PAGES 2 AND 4 OF THIS FORM

**1**

**TO ACCEPT THE OFFER**

Complete Box 1 and Box 3 (and, if appropriate, Box 4 and/or Box 5) and sign Box 2 below, which signature must (if you are an individual) be made in the presence of an independent witness who must sign and give details of his name, address and occupation where indicated

**Box 1**

\_\_\_\_\_  
No. of Kuju Shares in certificated form  
in respect of which you are  
accepting the Offer

**2**

**SIGN HERE TO ACCEPT THE OFFER**

**Execution by individuals**

**Box 2**

Signed and delivered as a deed by:	Witnessed by (the witness must be a person who is over 18 years of age and not another joint holder. The same witness may witness on behalf of all or any registered holders):
1 _____ Dated _____	1 Name _____ Address _____ Signature _____ Occupation _____
2 _____ Dated _____	2 Name _____ Address _____ Signature _____ Occupation _____
3 _____ Dated _____	3 Name _____ Address _____ Signature _____ Occupation _____
4 _____ Dated _____	4 Name _____ Address _____ Signature _____ Occupation _____

Note: The signature of each registered holder who is an individual should be witnessed.

**Execution by a company**

Executed and delivered as a deed by/under the common seal of the company named right:*	_____
	Name of Company
<b>Affix seal here if appropriate</b>	_____
	Signature of Director
	Name of Director
	_____
	Signature of Director/Secretary*
	Name of Director/Secretary*
	_____
	Dated

\*Delete as appropriate

**3**

**FULL NAME(S) AND ADDRESS(ES)**

**Box 3**

First registered holder	Second registered holder	Third registered holder	Fourth registered holder
1 Forename(s) _____ (Mr/Mrs/Miss)	2 Forename(s) _____ (Mr/Mrs/Miss)	3 Forename(s) _____ (Mr/Mrs/Miss)	4 Forename(s) _____ (Mr/Mrs/Miss)
Surname _____	Surname _____	Surname _____	Surname _____
Address _____ _____			
Postcode _____			

To be completed in BLOCK CAPITALS

Daytime telephone number in the event of a query \_\_\_\_\_

**4**

Put "No" in Box 4 if you are unable to give the representations and warranties relating to overseas shareholders in paragraph (c) of Part C of Appendix I to the Offer Document.

**Box 4**

**5**

Address outside a Restricted Jurisdiction to which the consideration and/or returned document(s) is/are to be sent if not the same as that under "First registered holder" in Box 3

**Box 5**

Name _____
Address _____
_____
_____ Postcode _____

## ADDITIONAL NOTES REGARDING THE COMPLETION OF THIS FORM

In order to be effective, this Form must, except as mentioned below, be signed personally (or under a power of attorney which should be lodged with this Form) as a deed by the registered holder or, in the case of a joint holding, by ALL the joint registered holders. In each case, all signatures by individual shareholders or their attorneys must be independently witnessed and each witness must complete his or her details and sign his or her name in the place provided in Box 2 of this Form next to the signature of the relevant Kuju Shareholder (or his or her attorney, as the case may be). A company may either execute under seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations or, if applicable, in accordance with section 36A or 36B of the Companies Act (in which case the company concerned may execute the Form by a director and the company secretary, or by two directors of the company, signing the Form) or, in the case of a company incorporated outside Great Britain, the company may execute this Form by any person duly authorised who may sign in accordance with the laws of the territory in which the relevant company is incorporated, and in all cases stating the office which he or she holds in the company and inserting the name of the company above the signatures.

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

**1 If a holder is away from home (e.g. abroad or on holiday):**

Send this Form and the Offer Document by the quickest means (e.g. air mail but not in or into a Restricted Jurisdiction) to the holder for execution or, if he has executed a power of attorney, have this Form signed by the attorney in the presence of a witness. In the latter case, the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor) must be lodged with this Form for noting. **No other signatures are acceptable.**

**2 If you have sold or transferred all, or wish to sell part, of your holding of Kuju Shares in certificated form:**

If you have sold or transferred all your holding of Kuju Shares in certificated form, you should at once send this Form and the accompanying Offer Document and reply-paid envelope to the purchaser or transferee or to the stockbroker, bank or other agent through whom you made the sale or transfer for delivery to the purchaser or transferee. However, such documents should not be forwarded or transmitted in, into or from a Restricted Jurisdiction. If your Kuju Shares are in certificated form and you wish to sell part of your holding of Kuju Shares and also wish to accept the Offer in respect of the balance but are unable to obtain the balance certificate in time to be sent with this Form so as to be received by not later than 1.00 p.m. on 8 January 2007, you should ensure that the stockbroker or other agent through whom you make the sale obtains the appropriate endorsement or indication, signed on behalf of Kuju's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU in respect of the balance of your holding of Kuju Shares.

**3 If the sole holder has died:**

If grant of probate or letters of administration has/have been registered with Kuju's Registrars this Form must be signed by the personal representative(s) or executor(s) of the deceased holder, each in the presence of a witness, and returned to Capita Registrars, Corporate Actions at the address given on page 1 of this Form with the related share certificate(s) and/or other document(s) of title.

If grant of probate or letters of administration has/have not been registered with Kuju's Registrars, the personal representative(s) or executor(s) or prospective personal representative(s) or executor(s) should sign this Form, each in the presence of a witness, and forward it to Capita Registrars at the address given on page 1, together with the share certificate(s) and/or other document(s) of title. However, grant of probate or letters of administration must be so registered before the consideration due under the Offer can be forwarded to the personal representative(s).

**4 If one of the joint holders had died:**

This Form is valid if signed by the surviving holder(s) in the presence of a witness and lodged with the share certificate(s) and/or other document(s) of title and death certificate, grant of probate or letters of administration of the deceased holder.

**5 If your share certificate(s) are held by your stockbroker, bank or other agent:**

If your share certificate(s) and/or other document(s) of title is/are with your stockbroker, bank or other agent, you should complete this Form and, if the certificate(s) is/are readily available, arrange for it to be lodged by such agent with Capita Registrars at the address given on page 1 of this Form, accompanied by the share certificate(s) and/or other document(s) of title.

If the certificate(s) is/are not readily available, lodge this Form with Capita Registrars at the address given on page 1 duly completed together with a note saying e.g. "certificates to follow", and arrange for the certificate(s) to be forwarded as soon as possible thereafter. It will be helpful for your agent, unless he is in a Restricted Jurisdiction, to be informed of the full terms of the Offer.

**6 If your share certificate(s) and/or other document(s) of title are lost:**

Complete and lodge this Form, together with a letter of explanation and any available certificate(s) and/or other document(s) of title, with Capita Registrars at the address given on page 1. You should then write to Kuju's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU requesting a letter of indemnity which you should complete in accordance with the instructions given on it. When completed, the letter of indemnity must be lodged with Capita Registrars at the address given on page 1 of this Form.

**7 If your Kuju Shares are in CREST:**

YOU SHOULD NOT COMPLETE THIS FORM OF ACCEPTANCE. You should take the action set out in paragraph 14 of the letter from S.P. Angel Corporate Finance LLP contained in the Offer Document to transfer your Kuju Shares in uncertificated form to an escrow balance. **If you are a CREST sponsored member, you should refer to your CREST sponsor, as only your CREST sponsor will be able to send the necessary TTE Instructions to CRESTCo.**

**8 If your full name or other particulars differ from those appearing on your share certificate:**

(a) Incorrect name, e.g.:

Name on certificate .....James Smith

Correct name .....James Smythe

Complete this Form with the correct name and lodge it with Capita Registrars at the address given on page 1 of this Form, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate and the person who has signed this Form are one and the same.

(b) Incorrect address:

Write the correct address in Box 3 of this Form.

(c) Change of name:

Lodge your marriage or civil partnership certificate or the deed poll with this Form for noting.

**9 If you are not resident in the United Kingdom:**

The attention of Kuju Shareholders not resident in the UK is drawn to paragraph 6 of Part B of Appendix I to the Offer Document.

**10 Payment of consideration**

Without prejudice to Parts B and C of Appendix I to the Offer Document, CDS reserves the right to treat as valid any acceptance of the Offer which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title. In that event, no payment of cash under the Offer will be made until after the relevant share certificate(s) and/or other document(s) of title or indemnities satisfactory to CDS have been received.