

Prospectus

for the admission to the Regulated Market (Geregelter Markt) of the
Frankfurt Stock Exchange, in the General Standard segment of the Frankfurt Stock Exchange

of up to

1,180,706,194 bearer ordinary shares

- each share having a nominal value in the share capital of €0.03 (upon execution of the Amendment as described herein) and carrying full dividend rights for the fiscal year ending December 31, 2006 -

of

IFEX Innovation Finance & Equity Exchange N.V.

(to be changed to "MCC Global N.V.")

Amsterdam, The Netherlands

- International Securities Identification Number (ISIN) NL0000687705 -
- Security Identification Number (WKN) A0LFAF -

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PROSPECTUS SUMMARY

The following summary is to be considered an introduction to this Prospectus. Investors should therefore read the entire Prospectus carefully and base any decision whether to invest in securities of IFEX Innovation Finance and Equity Exchange N.V. (hereafter also referred to as the “Company”) on an examination of the Prospectus as a whole. In the following Prospectus, the Company and its directly or indirectly held consolidated affiliated companies are collectively referred to as the “IFEX Group”.

This document constitutes a prospectus for the purposes of Article 3 of the Directive 2003/71/EC (“Prospectus Directive”) and has been prepared in accordance with Article 5:9 of the Act on Financial Supervision (Wet op het financieel toezicht) as amended and the rules and regulations promulgated thereunder. This prospectus has been approved by and filed with the Netherlands Authority for the Financial Markets (“AFM”).

The Company is responsible for the content of this summary, in accordance with Article 5:14 of the Act on Financial Supervision (Wet op het financieel toezicht) as amended and the rules and regulations promulgated thereunder. They can only be held liable, however, for the content of this summary if the summary is misleading, incorrect or contradictory when read in conjunction with the other parts of this Prospectus. In the event that claims are brought before a court based on the information contained in this Prospectus, the application of national legislation of countries in the European Economic Area could result in the investor appearing as plaintiff having to bear the costs of translating this Prospectus before the start of such proceedings.

Summary of the Risk Factors

Risk Factors related to the IFEX Group

- **Title to certain IFEX Group investments** - In certain cases, the IFEX Group is only contingently entitled to shares accepted in lieu of fees.
- **Risks Related to the Insolvency of some of the Company’s Former Subsidiary Companies** - The Company may still be subject to liabilities arising from its former subsidiary, LetsBuyit.com Sverige AB.

Risk Factors related to MCC

- **Dependency on Investment Advisory Contract with Equus Total Return, Inc.** - The loss of this investment advisory contract would greatly reduce the revenue of the Enlarged Group.
- **Risks Associated with the United States Securities and Exchange Commission’s Regulation of MCCA** - MCCA is dependent upon its registration with the SEC to act as the investment adviser for Equus.
- **Growth Management** - Additional growth could strain the Enlarged Group’s managerial and other resources.
- **Absence of professional indemnity insurance** – There is an absence of professional indemnity insurance in place for most of the MCC Group’s operating companies.
- **Potential conflict under the security agreement with Elliott** - There is a potential conflict under the convertible notes issued by MCC to Elliott. Such conflict could result in a claim of breach of contract, which could further result in Elliott declaring their notes in default and

demanding immediate repayment. It is possible that under such circumstances MCC may not be able to immediately repay the Elliott notes. MCC intends to remedy the conflict within a reasonable time after Closing. However, it is possible that MCC may not be able to remedy the conflict.

- **Reliance on regulated subsidiaries** - In some cases, there may not be formal arrangements in place between regulated and non-regulated subsidiaries of MCC for the provision of regulated services.

Risk Factors related to the Company's Shares

- **Risk of Dilution and Raising of New Capital** - the Acquisition and the Placing constitute a substantial dilution of the interest in the Company of current shareholders. Any further fundraising, merger or acquisition activity undertaken in the future by the Company may also involve substantial dilution to the Company's then-existing stockholders and/or incurring risks associated with incurring substantial indebtedness.
- **Liquidity and Volatility Risks** - There may not always be a liquid market in the Shares and the price of the Shares may fluctuate.
- **Risks related to Declining Share Price** - Because of possible price volatility, investors may not be able to sell their Shares when they wish to. Investors may not be able to sell their Shares at or above the price paid for the Shares.

Risks Related to the Business of the Enlarged Group

- **Risk of Market Fluctuation** - The Enlarged Group may be materially affected by conditions in worldwide financial markets and economic conditions.
- **Expansion Risks** - The failure of the Enlarged Group to successfully expand could materially adversely affect the ability of the Company to increase its revenues and profits.
- **Risks Associated with Operating in Multiple Jurisdictions** - There are risks inherent in doing business in international markets (particularly emerging markets), including different regulatory issues in different jurisdictions, necessity to hire additional personnel, increased costs of complying with multiple tax regimes and exposure to fluctuations in foreign currency rates.
- **Limited Influence and Control Over the Operations of Client Companies** - The Enlarged Group's revenues are dependent on the success of client companies, in most of which neither MCC nor the Company has a controlling interest.
- **Loss Exposure from Volatility of Equity Holdings** - The IFEX Group and MCC may hold securities from investments or accept securities in lieu of fees which may be or become illiquid or the value of which may become highly volatile. The Enlarged Group may also defer payment of or convert into securities some or the entire monthly cash advisory fee from its client companies that do not possess significant cash resources.
- **Dependence on Key Personnel** - The Enlarged Group's performance is substantially dependent on the principal members of its senior management and its ability to retain and attract highly qualified financial and managerial personnel.
- **Variations in Deal-Flow and Deal Closure; Exits and Risks of Association with Unsuccessful Financings** - The Enlarged Group will be dependent for revenue on its numerical and qualitative deal flow. To realize the cash value of its securities holdings, the Enlarged Group is dependent on exit possibilities.

- **Terminable Advisory Contracts** - Virtually all of the Enlarged Group's advisory contracts and engagements can be terminated by its clients with little or no notice and without significant penalty.
- **Declining Securities Prices and Declining Activity in Public and Private Equity Markets** - The Enlarged Group's placement fee revenue is likely to be lower during periods of declining securities prices.
- **Risk of Employee or Agent Misconduct** - The Enlarged Group runs the risk that employee or agent misconduct could occur.
- **Risk of Failing to Comply with Applicable Securities Laws and Regulations** - The securities industry in which the Enlarged Group operates is subject to extensive regulation.
- **Significant Exposure to Legal Liability** - The Enlarged Group faces significant legal risks in its businesses and is and may continue to be involved in litigation.
- **Risk of New Legal Restrictions** - New laws or regulations or changes in enforcement of existing laws or regulations may also adversely affect the Enlarged Group's business.
- **Risks Associated with Managing Acquisitions Successfully** - The Enlarged Group has acquired or invested in, and in the future may seek to acquire or invest in, other companies or businesses. This strategy may entail, inter alia, the assumption of unknown liabilities and integration difficulties.
- **Risk of Successfully Managing Joint Ventures and Alliances** - The Enlarged Group may enter into joint ventures which may not be successful.
- **Risk of Fluctuating Quarterly Results** - The Enlarged Group may experience significant seasonality in its business.
- **Borrowings by the Enlarged Group** - The use of debt facilities from time to time may increase the operational risks of the Enlarged Group.
- **Inability of Clients to Perform Obligations** - The IFEX Group and MCC are exposed to the risk that clients that owe money, securities or obligations will not perform their obligations.
- **Fixed-Price Contracts** - A number of the Enlarged Group's engagements are performed on a fixed-price or fixed-time basis, whereas certain costs may fluctuate.
- **Risk of Technology** - The Enlarged Group's future success will depend on its ability to enhance existing services and products and ability to respond to technological advances and evolving industry standards and practices on a timely and cost-effective basis.
- **Risk of Sudden Revenue Decline** - If demand for the Enlarged Group's services and its resulting revenues should decline suddenly, the Enlarged Group may be unable to adjust its fixed cost base on a timely basis.

General information on the IFEX Group and its business activities

The Company is registered under no. 34120086 in the Trade Register of the Chamber of Commerce and Industry for Amsterdam, The Netherlands, and has its registered office at Herengracht 478, 1017 CB Amsterdam, The Netherlands.

Until September 30, 2002 the Company, under its former name LetsBuyIt.com N.V., promoted a European online co-buying service that had been launched in April 1999. On December 29, 2000, the Company filed a petition with the District Court in Amsterdam to be granted a suspension of payments (*surseance van betaling*) from its creditors, which was granted. After arranging sufficient financing this order was lifted on February 21, 2001.

On October 11, 2002, the Company entered into a transaction whereby the Company transferred all its business assets and liabilities to LBI Holdings Limited., a company incorporated in the British Virgin Islands and controlled by the then management of the Company ("MBO"). Consequently, the former business of the Company was transferred to LBI Holdings Limited, beneficially effective as of September 30, 2002 and from that date commercially and legally no longer formed part of the Company.

On December 3, 2002, Mediator Underwriting Limited, Tortola, British Virgin Islands, subscribed for 1,000,000,000 new shares and thereafter owned approximately 65.69% of the Company, whereupon the Company changed its business model as described below. In order to accelerate the development of its pan-European network and enhance deal-flow capability, the Company entered into several agreements to acquire 99.96% of IFEX Innovation Finance and Equity Exchange Ltd., a UK operational company and 100% of IFEX Interim Capital B.V.

The Company is presently engaged in the business of investing in quoted and unquoted small and medium sized companies in Europe and the United States, as well as providing advisory services to such companies, including business planning, capital raising, and strategy development.

Corporate Strategy

The Company's seeks to develop corporate commercial investment opportunities for small and medium-sized enterprises throughout Europe and secure relationships with multiple and diverse financing partners.

Acquisition of Moore, Clayton & Co., Inc. ("MCC")

On May 24, 2006, the shareholders of the Company approved a final draft of a Sale and Purchase Agreement ("SPA"), which was entered into on August 22, 2006, between the Company and the shareholders of MCC. Under the SPA the Company agreed to acquire all of the outstanding MCC Shares for an aggregate purchase price of €60,000,000. MCC Shareholders conditionally agreed to subscribe for an aggregate of 375,000,000 new Shares ("Subscription Shares") at an issue price of €0.16 per share (representing an aggregate subscription price of €60,000,000). The purchase price will be settled by the Company setting-off its obligation to pay the purchase price against the obligations of the MCC Shareholders to pay the issue price for the respective Subscription Shares issued to them (referred to as the "Acquisition"). The issue price compares to the average closing price of €0.136 for the 30 day period prior to the announcement of the Acquisition pursuant to a Letter of Intent between the Company and the principal shareholders of MCC on February 3, 2006. The Subscription Shares will rank *pari passu* with existing outstanding Shares. Consequently, depending on the number of Placing Shares to be issued, the MCC Shareholders, collectively, may upon Closing of the Acquisition and the Placing hold a majority of the Shares. Upon Closing the Company will change its name to "MCC Global N.V." The Acquisition is conditional upon (inter alia) publication of this Prospectus and the completion of the Placing described in this Prospectus under "The Placing" below. It is expected that the Acquisition will complete and Admission of the Subscription Shares will occur in February 2007.

General information on the business of MCC

Overview

Established in 1999, MCC is an international advisory and investment firm offering strategic, operating, financial advisory, and investment assistance to client companies in a variety of industry sectors. MCC works with a range of advisory and investment services to both emerging and established companies that seek to capitalize on opportunities created from the convergence of traditional industries with new technologies that have the potential to effect substantial change. MCC's advisory personnel offer in-depth sector knowledge, as well as access to international financial markets. MCC also provides strategic opportunities for clients through its global network of professionals, financial intermediaries, and senior executive level corporate access. Working closely with its clients, MCC's advisory professionals explore the risks and rewards of a variety of strategic development and transactional alternatives such as international agreements and negotiations, joint ventures, mergers and acquisitions, consolidations, divestitures, privatizations, and recapitalizations. MCC also advises clients on capital structures and helps develop solutions designed to unlock value and capitalize on opportunities.

MCC is also involved in advising and providing developmental assistance to private and public capital funds. During 2005, MCCA, a wholly-owned subsidiary of MCC, became the sole investment adviser to Equus Total Return, Inc. ("Equus"), a closed-end fund trading on the New York Stock Exchange as a business development company. The net asset value of Equus as at September 30, 2006 was \$92.9 million. MCC is also seeking to raise capital for one or more private equity funds that may invest in MCC client companies or other opportunities.

MCC and its subsidiaries have an active portfolio of client companies diversified by geography, industry and stage of development with the objective of maintaining a diversified portfolio capable of generating significant cash fees from multiple revenue sources and capital appreciation returns over time. Because MCC works with a number of growing companies, it operates in a high risk/high reward environment, although its business model seeks to alleviate as much risk as possible.

Strategy

MCC targets industries where intersecting technologies and the introduction of innovative product and service offerings have the potential to enhance overall valuation and growth. MCC has experience in twelve particular industries (Healthcare, Media/Communications, Education, Sports & Leisure, Real Estate, Hospitality & Lifestyle, Financial Services, Energy, Corporate Venturing, Fund Management, Natural Resources and Fashion & Beauty) from both an operational and strategic consulting perspective. In addition, the Directors believe that the substantial size of these industries and their growth over time, as well as the range of new investment opportunities, provides MCC with the potential for a balanced portfolio of investments.

Strategies and Objectives of the Enlarged Group

Following Admission, the Directors intend to develop the business of the Enlarged Group by emphasizing the advisory business currently within MCC and seeking acquisition opportunities which should enable more effective execution of advisory assignments. In addition, the Directors intend to increase MCC's present fund management capabilities within the Enlarged Group and to seek opportunities for the development of additional managed funds. The Directors' objective is to deploy sufficient capital and human resources within the Enlarged Group to provide greater international opportunities for its advisory clients and improved prospects for fund investments.

Strategic Relationships

In addition to the formal partnerships noted above, MCC has developed working relationships with various corporate industry leaders, venture firms, legal and accounting firms, investment banks and management advisory practices covering North America, Western Europe, the Middle East, South Africa, East Asia, and Australasia with the objective of enhancing reach, access to capital, deal flow and deal distribution and the leverage afforded by an international network.

Facilities

MCC operates from offices in London, New York, San Francisco, Los Angeles, Salt Lake City, Houston, Sophia Antipolis and Johannesburg.

Additional important information relating to the Company

Issued Share capital prior to Closing €9,789,728
97,897,280 Shares

Authorised Share capital prior to Closing €29,243,211
292,432,110 Shares

Description of Placing and Admission of Shares to the Frankfurt Stock Exchange

This prospectus relates to the admission of shares to the Frankfurt Stock Exchange. Admission is expected to take place in two tranches. All Share numbers in this section have been calculated using the Placing Price.

Up to 742,617,648 Shares, assuming a maximum amount of €30 million raised entirely by issuing Placing Shares, comprised of:

Subscription Shares.....	375,000,000
Management Shares.....	5,000,000
Further Shares	8,500,000
VEM Shares	up to 1,176,471
Placing Shares.....	up to 352,941,177

are expected to be admitted to trading on the Regulated Market (Geregelter Markt) in the General Standard segment of Frankfurter Börse AG.

Another up to 695,312,076 Shares (“Conditional Capital”), described at page 65, assuming a maximum amount of €30 million raised entirely by issuing Placing Convertibles (in which case the only Placing Warrants would be those issued to an investor as described on page 27), or alternatively, in the event the maximum amount of €30 million is raised entirely by issuing Placing Shares, the number of Shares considered as Conditional Capital would be 438,088,546 and would include the up to number of Placing Warrants and in which case there would be no Placing Convertibles, comprised of:

MCC Options.....	up to 135,186,802
Stand-alone Options.....	up to 4,714,047
MCC Warrants.....	up to 50,543,145
MCC Notes	up to 143,644,552
Placing Warrants.....	up to 104,000,000
Placing Convertibles	up to 352,941,177

are expected to be admitted to trading upon their issuance under conversion rights being exercised by the holders.

Based upon a €30 million raise achieved entirely through Placing Shares, the total maximum number of Shares that may be admitted is 1,180,706,194. This maximum number includes the following: Subscription Shares, Management Shares, Further Shares, VEM Shares, Placing Shares, Placing Warrants, MCC Options, Stand-alone Options, MCC Warrants and MCC Notes.

The maximum amounts of Placing Shares and Placing Convertibles are interrelated in such way that the maximum amount of the Placing (considering only Placing Shares and Placing Convertibles but not Placing Warrants) does not exceed 352,941,177 Placing Shares and Placing Convertibles in total, whereby the ratio between Placing Shares and Placing Convertibles is open. Thus, the number of Placing Shares can range from 0 to 352,941,177 and, correspondingly, the number of Placing Convertibles would then range from 352,941,177 to 0.

Placing Warrants in the expected amount of 104,000,000 will be issued in connection with the Placing Shares and pursuant to the terms of an option agreement with an investor described further on page 27.

As of the date of this Prospectus, the Admission Shares – with the exception of the 8,500,000 Further Shares previously being issued – have not been issued. As of the date of this Prospectus the Company has received commitments for €10 million (€7 million for Placing Shares and €3 million for Placing Convertibles). Because the number of Shares has been calculated using the Placing Price, the exact number of Shares actually issued will be published after their issuance.

First Tranche

A first tranche of Shares are expected to be admitted to listing shortly after publication of this Prospectus. Admission of the first tranche of Shares is expected in February 2007. The first tranche of Shares (including Shares into which Conditional Capital may convert) will consist of the following:

Subscription Shares.....	375,000,000
Management Shares	5,000,000
Further Shares	8,500,000
VEM Shares	up to 1,176,471
Placing Shares (first issuance)	82,352,941
MCC Options	up to 135,186,802
MCC Notes	up to 143,644,552
MCC Warrants	up to 50,543,145
Stand-alone Options.....	up to 4,714,047
Placing Warrants (first issuance)	up to 24,752,941
Placing Convertibles (first issuance)	35,294,118

Second Tranche

A second tranche of Shares are expected to be admitted to listing in approximately the first half of May 2007. The second tranche of Shares (including Shares into which Conditional Capital may convert) will consist of:

Placing Shares (second issuance).....	up to 235,294,118
Placing Convertibles (second issuance).....	up to 23,529,412
Placing Warrants (second issuance).....	up to 79,247,059

Securities identification number (WKN) A0LFAF

ISIN Code (ISIN) NL0000687705

Stock Market Symbol IFQ1

Designated Sponsor:..... VEM Aktienbank AG, Rosental 5, D-80331 Munich, Germany

Depository and Paying Agent:

.....DZ Bank AG Deutsche Zentral-Genossenschaftsbank, Frankfurt, Germany

Management Board Sharon Clayton – Chairman

Kenneth Denos – Chief Executive Officer

Richard Meek – Chief Financial Officer

Supervisory BoardAnthony Moore – Chairman

Andrew Milne

George Warren

Charles Balfour

Employees (full time equivalents)4 (as of June 30, 2006)

Summary Consolidated Financial Data

The summary consolidated financial data set forth below has been derived from the audited consolidated financial statements of the Company, for the year ended December 31, 2003, prepared in accordance with Dutch GAAP, as of and for the years ended December 31, 2004 and 2005 and the unaudited financial statements for the period January 1, 2006 to June 30, 2006, prepared in accordance with IFRS included elsewhere in this Prospectus. The 2003 financial information is not fully comparable with the financial information prepared using IFRS. **Please note:** For the years 2003, 2004 and 2005 the auditors of the Company have expressed a disclaimer of opinion. Please see copies of such opinions reproduced in full and the reasons for the disclaimers set out in the “*Financial Section*” at the end of this Prospectus. This is only a summary and you should read the rest of this Prospectus carefully. Amounts are in euro.

Consolidated Statement of Operations :

IFEX Group	Dutch GAAP Audited Year ended December 31, <u>2003</u> €	Dutch GAAP Audited Year ended December 31, <u>2004</u> €	IFRS Audited Year ended December 31, <u>2004</u> €	IFRS Audited Year ended December 31, <u>2005</u> €	IFRS Unaudited Period ended June 30, <u>2005</u> €	IFRS Unaudited Period ended June 30, <u>2006</u> €
Net revenues	1,520,295	14,510,001	14,510,001	6,172,974	4,974,000	130,138
Cost of net revenues	-	3,500,000	3,500,000	86,476	-	-
Gross margin	1,520,295	11,010,001	11,010,001	6,086,498	4,974,000	130,138
Operating expenses:						
Sales and marketing	1,787	6,174	6,174	41,313	21,886	23,847
Technology and development	70,000	48,696	48,696	27,829	15,970	9,275
Amortization of intangible fixed assets	(34,846)	1,373,085	13,989,902	-	750,926	17,520,451
Depreciation expense on fixed assets	1,242	45,994	45,994	1,345	413	1,015
Restructuring expenses	-	-	-	-	-	-
General and administrative	588,461	3,015,955	3,015,955	1,521,533	621,756	1,306,515
Total operating expenses	626,644	4,489,904	17,106,721	1,592,021	1,410,951	18,861,103
Operating result	893,651	6,520,097	(6,096,720)	4,494,477	3,563,049	(18,730,965)
Valuation change of financial assets at fair value through profit and loss	-	-	(230,047)	(1,308,603)	-	(4,810,474)
Interest income (expense), net	1,670	(7,249)	(7,249)	19,364	9,972	36,986
Gain (loss) on foreign exchange	(39,209)	(16,968)	(16,968)	132,500	(61,301)	(322)
Total other income (expense), net	(37,539)	(24,217)	(254,264)	(1,156,739)	(51,329)	(4,773,810)
Result before income taxes	856,112	6,495,880	(6,350,984)	3,337,738	3,511,720	(23,504,775)
Taxation	(3,129)	57,906	57,906	(1,732,924)	(1,649,866)	1,320,082
Extraordinary gain (loss)	-	-	-	-	-	-
Result subsidiary	-	(230,057)	-	-	-	-
Net profit (loss) after taxation	852,983	6,323,729	(6,293,078)	1,604,814	1,861,854	(22,184,693)
Minority interest	(26,853)	52,638	52,638	55	49	9
Net result	826,130	6,376,377	(6,240,440)	1,604,869	1,861,903	(22,184,684)
Weighted average number of shares outstanding	4,259,055	137,381,520	132,680,410	32,413,820		

Consolidated Balance Sheet:

IFEX Group	Dutch GAAP	Dutch GAAP	IFRS	IFRS	IFRS	IFRS
	Audited	Audited	Audited	Audited	Unaudited	Unaudited
	Year ended	Year ended	Year ended	Year ended	Period ended	Period ended
	December 31,	December 31,	December 31,	December 31,	June 30,	June 30,
	2003	2004	2004	2005	2005	2006
	€		€	€	€	€
Intangible fixed assets	13,285,103	28,381,418	15,966,000	17,537,836	27,630,491	-
Tangible fixed assets	44,142	-	-	4,746	4,179	3,731
Financial fixed assets	1,500,000	5,841,967	6,252,389	19,273,735	5,926,043	14,253,356
Total fixed assets	14,829,245	34,223,385	22,218,389	36,816,317	33,560,713	14,257,087
Receivables	-	6,000,000	6,000,000	55,151	10,985,441	1,892,834
Prepaid expenses and other current assets	55,518	151,268	151,268	278,153	267,278	451,196
Cash and cash equivalents	140,350	673,170	673,170	74,405	1,040,166	246,468
Notes Receivable	-	-	-	-	1,180,061	-
Restricted cash	-	-	-	-	-	-
Total current assets	195,868	6,824,438	6,824,438	407,709	13,472,946	2,590,498
TOTAL ASSETS	15,025,113	41,047,823	29,042,827	37,224,026	47,033,659	16,847,585
Stockholders' equity	9,742,085	37,218,389	25,213,393	33,393,866	43,813,027	13,691,933
Minority interest	235,161	993	993	1,184	1,186	1,170
Deferred tax liability	-	-	-	2,176,322	-	2,176,322
Accounts Payable	557,890	1,398,632	1,726,132	688,437	392,852	665,893
Capital lease obligations	-	-	-	-	-	-
Taxation	18,514	267,404	267,404	275,804	2,000,990	209,589
Accrued expenses and other current liabilities	4,471,463	2,162,405	1,834,905	688,413	825,604	102,678
Total current liabilities	5,047,867	3,828,441	3,828,441	1,652,654	3,219,446	978,160
Total Liabilities And Stockholders' Equity	15,025,113	41,047,823	29,042,827	37,224,026	47,033,659	16,847,585

RISK FACTORS

Investors should carefully read and consider the following risk factors together with the other information contained in this Prospectus. The occurrence of one or more of these risks could have significant adverse effects on the Enlarged Group's financial condition and results of operations. The occurrence of any of these risks could cause a significant drop in the price of the Shares, and investors could lose all or a part of their investment. The risks described below are not the only risks that the Enlarged Group faces. Other risks and uncertainties that are presently unknown to the Enlarged Group, or that Directors currently consider immaterial, could also impair the business operations of the Enlarged Group and have a material adverse effect on its financial condition and results of operations. The order in which the following risks are presented is not indication of the probability of their occurrence.

Risk Factors related to the IFEX Group

Risks Related to the Insolvency of some of the Company's Former Subsidiaries

LetsBuyIt.com Sverige AB, Sweden, a former 100% subsidiary of the Company, filed for insolvency on February 4, 2002. Despite the fact that all subsidiary companies, except LetsBuyIt B.V., have been transferred to the acquirer ("Acquirer") under the MBO transaction, the Company may still be subject to liabilities resulting from the legal status as former sole shareholder in LetsBuyIt.com Sverige, from agreements or from other transactions between the Company and the subsidiary companies. The liquidators of LetsBuyIt.com Sverige AB have not filed any claims against the Company and the Company has no reason to believe that such liabilities will arise out of the insolvency. However, it cannot be excluded that such liabilities will arise from the insolvency of the subsidiary.

The entire operation, with all assets and liabilities prior to the MBO ("Former Business") were transferred from the Company to the Acquirer. However, the legal relationships with all rights and obligations between the Company and third parties cannot be transferred to the Acquirer without the consent of the respective third party. Therefore, the Company remains legally liable for any obligations under any existing legal relationship between the Company and any third party despite the obligation of the Acquirer to accept and assume all liabilities of the Company under then existing agreements, contracts or any other legal relationship between the Company and any third party, except for those pertaining to the admission of the Shares, the underlying investment of the subscribers and the costs and liabilities associated with the MBO. In the Fairness Opinion of the evaluation of the Company's assets dated February 21, 2002, provided by Ernst & Young, liabilities in the amount of approximately €6.7 million have been evaluated.

Despite the transfer of the entire operations with all assets and liabilities relating to the Former Business, the Company may still be subject to any future claims not known by the Company relating to the Former Business by any third party, including, but not limited to former employees, former contractual partners or former customers. The Company has no reason to believe that such liabilities will arise and no such claims have been notified to the Company in the 24 months prior to the date of this document but the Company cannot exclude that such liabilities will occur.

Title to certain IFEX Group investments

In relation to certain historical transactions, the Company (or the relevant IFEX Group company) has agreed to accept shares in certain companies in lieu of cash payment for services provided. In relation to the Bahamas Film Studio project (further described on page 70 of this document), the Company agreed to accept shares to the value of \$1,500,000 in a company to be quoted on a US-based over the counter bulletin board once such company achieves this listing. As at the date of this document no such listing has been achieved, although it is understood that an application for Bahamas Film Studio Inc. to be listed on the Pink Sheets is pending. Until such listing is obtained, the Company remains only contingently entitled to such shares and therefore there is a

significant risk that the Company may find it difficult to assert title to such shares until a share certificate in respect of them is received.

Risk Factors related to MCC

Dependency on Investment Advisory Contract with Equus Total Return, Inc.

A substantial portion of MCC's revenue is generated through Moore Clayton Capital Advisers, Inc., ("MCCA") a wholly owned subsidiary of MCC. MCCA is the investment adviser for Equus Total Return, Inc. ("Equus") in accordance with the United States Investment Advisers Act of 1940. Equus is the only company advised by MCCA. Pursuant to the investment advisory agreement between MCCA and Equus, either party may cancel the advisory contract upon giving 60 days notice to the other party. The term of the agreement commenced on June 30, 2005 and continues until 2007, and runs subsequently for successive periods of one year, which must be approved by (a) a vote of the majority of the directors of Equus, cast in person at a meeting called for that purpose, or by the vote of a majority of the outstanding voting securities of Equus and (b) by the vote of a majority of Equus' independent directors, in accordance with the requirements of the Investment Company Act of 1940. A change of control of Equus would also make it necessary for the board of directors of Equus to resubmit MCCA as its investment adviser to the shareholders of Equus for approval. There is no certainty that the board of directors or the shareholders of Equus will approve of the continuation of the MCCA investment adviser agreement in the future. In addition, the agreement could terminate automatically if the proposed transaction is regarded as an assignment for the purposes of the Investment Company Act 1940. However, Equus has received legal advice stating that the transaction should not constitute an assignment as defined in the relevant Act. The cancellation of this investment advisory contract would greatly reduce the amount of revenue of the Enlarged Group and have a material adverse effect on the net worth of the Enlarged Group, its financial position, and results of operations.

Risks Associated with the United States Securities and Exchange Commission's Regulation of MCCA

MCCA is registered with the United States Securities and Exchange Commission ("SEC") as an investment adviser in accordance with the United States Investment Advisers Act of 1940. MCCA is dependent upon this registration status to continue to be the investment adviser for Equus. MCCA must continue to be compliant with the all applicable US federal securities and state securities laws governing its operations and investments. Non-compliance will result in the termination of the investment adviser agreement between MCCA and Equus. MCCA receives all of its revenue as the investment adviser for Equus. In the event that MCCA is no longer registered with the SEC, MCCA will lose all of its investment advisory revenue. Since MCCA revenues are a substantial component of the Enlarged Group's total revenues, such a loss would greatly reduce the amount of revenue of the Enlarged Group and have a material adverse effect on the Enlarged Group's net worth, financial position and results of operations.

Growth Management

MCC has experienced rapid development and, as part of the Enlarged Group, is anticipating additional growth that could strain the Company's managerial and other resources. The Company's ability to manage its growth effectively will require it to continue to improve its operating, financial and other internal systems. The Company's inability to manage growth effectively could have a material adverse effect on the Company's business and prospects.

Reliance on regulated subsidiaries

The majority of companies in the MCC Group are not regulated and they therefore rely on the regulated subsidiaries of MCC, namely MCC Securities, Inc. and Moore Clayton & Co (UK) Limited, to carry out any regulated activities (such as fundraising) required by clients. Typically, client

engagements include one of the regulated subsidiaries as a party to the engagement when regulated services are being offered to clients, however, in some instances in the past, client engagements have not include a regulated subsidiary as a party. While, in these circumstances, the non-regulated entity engaging the client may subsequently contract with a regulated subsidiary where regulated services are required, there is a possibility that, in some cases, no formal arrangement is in place between regulated and non-regulated subsidiaries of MCC for the provision of these regulated services and no written records set out the compensation owed to the regulated subsidiaries for such regulated services.

Absence of professional indemnity insurance

Although the MCC Group currently has professional indemnity insurance in the UK, there is currently no professional indemnity insurance in place for the whole of the MCC Group which means that costs arising from any claims against any members of the MCC Group, other than Moore Clayton & Co. (UK) Limited, must be borne by the MCC Group rather than by insurers. It is proposed that professional indemnity insurance will be put in place for the Enlarged Group after Closing.

Potential conflict under the security agreement with Elliott

There is a potential conflict with the Securities Purchase Agreements entered into between Elliott and MCC in connection with the convertible notes issued by MCC to Elliott (described herein at page 83). There is a possibility that a loan agreement (dated January 27, 2006 between International Bank of Commerce (“IBC”) as lender and MCCA as borrower), a promissory note and Security Agreement (dated September 14, 2005 between IBC and MCCA) and a guarantee of MCCA’s obligations under the relevant documents by MCC (which are described herein at page 82) could have been entered into in conflict with the Securities Purchase Agreements between Elliott and MCC. Such conflict could result in a claim of breach of contract, which could further result in Elliott declaring their notes in default and demanding immediate repayment. It is possible that under such circumstances MCC may not be able to immediately repay the Elliott notes. MCC intends to remedy the potential conflict within a reasonable time after Closing by either repaying the smaller loan to IBC or replacing it with a new loan which would not conflict with the terms of the agreements with Elliott. However, it is possible that MCC may not be able to repay the IBC loan or will not be able to replace the IBC loan with a new loan and, therefore, may not be able to remedy the conflict.

Risk Factors related to the Company’s Shares

Dilution from Additional Financing or Future Business Combinations

The Company may require additional capital in the future for expansion, business development, professional services, marketing, overhead, administrative, and other expenses. In addition, there exists the possibility that the Company may engage in merger or acquisition activity with other organizations in the future, the result of which will be dilutive to current and future shareholders. While management intends to seek and negotiate opportunities that have the potential to enhance the Company’s value, it cannot guarantee that the terms of subsequent financing or business combinations will not result in significant dilution to existing Shareholders.

Risk of Dilution and of Raising of New Capital

Significant dilution will occur from the outstanding and future Company options, warrants, stand-alone options and both the existing convertibles of MCC which will be assumed by the Company and the issue of the Placing Convertibles, Placing Shares and Placing Warrants. These events constitute a substantial dilution of the interest in the Company of current shareholders.

The Company may need to raise additional capital for acquisitions, investments, working capital, and expansion. To the extent that the Company obtains additional financing through the issuance of additional equity securities, any such issuance may involve substantial dilution to the

Company's then-existing stockholders. Additionally, to the extent that the Company incurs indebtedness or issues debt securities, the Enlarged Group will be subject to all of the risks associated with incurring substantial indebtedness, including the risks that interest rates may fluctuate and cash flow may be insufficient to pay principal and interest on any such indebtedness. Any inability to obtain additional financing in a timely manner may have a material adverse effect on the Enlarged Group.

Liquidity and Volatility Risks

Although the Company's shares are traded on the Frankfurt Stock Exchange, General Market segment, this should not be taken to mean that there will always be a liquid market in the shares. In addition, the market for shares in smaller public companies is less liquid than for larger companies, which may well be reflected in greater volatility. The market price of the Company's shares has been highly volatile and may be subject to wide fluctuations in response to the release of reports by securities analysts, developments or disputes concerning economic and other external factors as well as period to period fluctuations in the Company's results. In addition, the trading price of the Company's shares could be adversely affected by negative developments in the prices of securities of similar companies and may decline in the long run.

Risks related to Declining Share Price

Because of possible price volatility, investors may not be able to sell their ordinary shares when they desire to do so. The inability to sell shares may substantially increase risk of loss because of such illiquidity.

The price of the Company's ordinary shares that will prevail in the market after Admission may be higher or lower than the price investors may pay in the Placing on an as-converted basis. Certain factors, some of which are beyond the Company's control, that may cause the share price to fluctuate significantly include, but are not limited to, the following:

- Variations in the Company's reported operating results;
- Loss of a key relationship or failure to complete significant transactions;
- Additions or departures of key personnel;
- Fluctuations in stock market price and volume; and
- Market and industry factors.

Risks Related to the Business of the Enlarged Group

Risk of Market Fluctuation

As a strategic investment and advisory business, the Enlarged Group may be materially affected by conditions in worldwide financial markets and economic conditions. Although business and financial markets in the developed world have operated in a favourable environment for several years, such conditions are not expected to continue indefinitely. In the event of a market downturn, the Enlarged Group's business could be adversely affected in many ways. Revenues of the Enlarged Group may decline in such circumstances and, if the Enlarged Group was unable to reduce expenses at the same pace, its profit margins would erode. In particular, fees received from advisory services could be reduced substantially in an economic downturn, due to the size and volume of transactions in which the Enlarged Group is able to participate. Even in the absence of a market downturn, the Enlarged Group is exposed to substantial risk of loss because of the nature of the clientele, a substantial proportion of which are small and emerging technology-oriented companies that are particularly vulnerable to financial failure.

Expansion Risks

The Enlarged Group's growth has been due, in part, to the opening of new markets not previously served by the Enlarged Group. The Enlarged Group's expansion depends substantially

upon (i) the number of competitors in the Enlarged Group's markets, (ii) material changes in its competitors' business strategies, (iii) the Enlarged Group's ability to attract and retain qualified and experienced managers and other personnel for new business units and (iv) the ability of such persons to develop relationships with organizations that would retain its services in the areas in which new business units are located. Although the Company believes that it will attract and retain qualified and experienced personnel as it proceeds with its planned expansion into new markets, there can be no assurance that it will be successful in doing so. The failure of the Enlarged Group to successfully expand could materially adversely affect the ability of the Company to increase its revenues and profits.

Risks Associated with Operating in Multiple Jurisdictions

The Enlarged Group has extensive international operations. There are risks inherent in doing business in international markets, particularly in the securities industry, including but not being limited to the following:

Different regulatory issues in different jurisdictions. Because the Enlarged Group operates in multiple jurisdictions, it needs to adapt its service to local regulations. These regulations may prevent it from providing its services partly or in whole or expanding its services in certain jurisdictions. If the Enlarged Group cannot provide all of its services in a jurisdiction or it cannot expand its operations within a jurisdiction, this may have a material adverse effect on its business, financial condition and results of operations.

Necessity to hire additional people for its international operations. The Enlarged Group may need to hire additional employees in its offices operating in multiple international locations. The Enlarged Group may have difficulty in recruiting qualified personnel, and may not be able to effectively manage its operations. Its inability to hire qualified staff or effectively manage its foreign operations could have a material adverse effect on its business.

Increased costs of complying with multiple tax regimes. Although there is some harmonization of tax legislation among the member countries of the European Union, the complexity of complying with tax regulations in numerous tax jurisdictions may place an increased administrative burden on the Enlarged Group's management and increase its costs. Further, the Enlarged Group may be unable to comply with certain tax regulations. This could limit its growth and expansion in the future which could have a material adverse effect on its business.

Exposure to fluctuations in foreign currency rates. As a multinational business, the Enlarged Group is exposed to fluctuations in rates of the currencies in which it books its revenues and expenses. This exposure may increase if the Enlarged Group expands into additional international markets. The Enlarged Group cannot assure that such fluctuations will not have a material adverse effect on its business and financial condition.

Borrowings by the Enlarged Group

The Enlarged Group may, from time to time, take on a debt facility to facilitate the development of the Enlarged Group. This will result in a requirement to pay interest costs on the amount borrowed and to repay the amount borrowed. The use of debt facilities will increase the operational risks of the Enlarged Group.

Exposure to Risks in Emerging Markets

In conducting business in markets around the world, including North America, Europe, East Asia, Africa, and the Middle East, the Enlarged Group will be subject to political, economic, legal, operational, and other risks that are inherent in operating in other countries. In addition, in many countries, laws and regulations applicable to financial services and the enforcement of certain agreements are uncertain and evolving, and it may be difficult for management to determine or

comply with the precise requirements of local laws in each market. The Enlarged Group's inability to remain compliant with local laws or assert contractual rights in foreign markets could have a significant detrimental effect on its ability to transact business in these markets and could therefore adversely affect its operating results and financial condition.

Limited Influence and Control Over the Operations of Client Companies

The Enlarged Group's revenues are dependent on the success of client companies, in most of which neither MCC nor the Company has a controlling interest. Although the Enlarged Group expects to have active management involvement with these companies, if these companies are unsuccessful in executing their respective business plans and financing objectives, the Enlarged Group's business may be affected in the following ways:

- Client companies may not engage the services of the Enlarged Group;
- Prospective new client companies may not engage the Enlarged Group's services based on the Enlarged Group's experience with other unsuccessful clients;
- Client companies may decide that the Enlarged Group's selection process is faulty; or
- Client companies may stop using the Enlarged Group's services.

In addition, the Enlarged Group receives the right to acquire ownership interests in its client companies as compensation for its services. If these client companies do not succeed, the fair value of the securities held by the Enlarged Group will be reduced, which could reduce revenue. This could seriously harm the Enlarged Group's financial results and cause the Enlarged Group to adjust its revenue model.

Inability of Clients to Perform Obligations

The IFEX Group and MCC are exposed to the risk that clients that owe money, securities, or other assets will not perform their obligations. These parties may default on their obligations due to bankruptcy, lack of liquidity, operational failure, or other reasons. Country, regional, and political risks are components of credit risk, as well as market risk. Economic or political pressures in a country or region, including those arising from local market disruptions, may adversely affect the ability of clients located in such regions to obtain credit and, therefore, to perform their obligations.

Risks related to Loss Exposure from Volatility of Equity Holdings

The IFEX Group and MCC have investment holdings in a variety of companies and often receive securities as partial payment of fees for services rendered to their clients, and over time, can hold large equity positions in these companies that can be highly illiquid, even if the shares of these companies are publicly traded on a securities exchange. In addition, the Enlarged Group may also defer some or the entire monthly cash advisory fee from its client companies that do not possess significant cash resources. Because such fees may be deferred until the occurrence of a material event (usually involving a cash inflow to the client from investors, acquirers, or customers), the Enlarged Group may experience losses from expenses incurred in providing services to these clients for which the Enlarged Group cannot collect because of the non-occurrence of any such material event. The collective effect of large equity positions and deferred fees subjects the Enlarged Group to the significant risk of being unable to realize the value of its services to enterprises that are ultimately unsuccessful. Furthermore, the value of these equity positions can be highly volatile, particularly in the case of publicly-quoted companies where such securities are thinly traded and/or the issuer is at an earlier stage of development.

Growth Management

MCC is currently experiencing rapid growth and, as part of the Enlarged Group, is anticipating additional growth that could strain the Company's managerial and other resources. The Company's ability to manage its growth effectively will require it to continue to improve its

operating, financial and other internal systems. The Company's inability to manage growth effectively could have a material adverse effect on the Company's business and prospects.

Dependence on Key Personnel

The Enlarged Group's performance is substantially dependent on the principal members of its senior management. The loss of their services or the services of Anthony Moore, the Chairman of the Supervisory Board, any of the members of the Management Board or other key employees could have a material adverse effect on the business, results of operations and financial condition of the Enlarged Group. The Enlarged Group's future success also depends on its continuing ability to retain and attract highly qualified financial and managerial personnel. There can be no assurance that the Enlarged Group will be able to retain or attract key managerial and technical personnel or to retain principal members of its senior management. The Company cannot assure that it would be able to find suitable replacements for existing personnel or that such replacements could be obtained for an amount affordable to the Enlarged Group.

Variations in Deal-Flow and Deal Closure; Exits and Risks of Association with Unsuccessful Financings

The Enlarged Group will be dependent for revenue on its numerical and qualitative deal flow. Whilst the IFEX Group and MCC have grown, and continue to, grow their sources of deal identification, there may well be fluctuations both in the number and quality of deals the Enlarged Group is mandated to exploit which could impact on gross revenues. The Enlarged Group will, in most cases, act as an agent for financing and other advisory solutions and therefore, irrespective of either the number or quality of deal proposals, is dependant on its ability to both identify and capture willing providers of finance. An inability to do so would have an adverse effect on gross revenues. To realize the cash value of its securities holdings, the Enlarged Group is dependent on exit possibilities (the sale of security; whether through an outright cash sale through a broker in a public offering or negotiated private transaction, or via merger or acquisition). A lack of such possibilities could have an adverse effect on the Enlarged Group's assets and its liquidity. Although the Company is not responsible either for the decision to invest, or the performance of the investee company thereafter, the Enlarged Group's ability to continue to identify sources of investment could be adversely affected if a disproportionate number of the Enlarged Group's introduced deals proved to be unsuccessful.

Terminable Advisory Contracts

Virtually all of the Enlarged Group's advisory contracts and engagements can be terminated by its clients with little or no notice and without significant penalty. Since a significant portion of the Enlarged Group's costs in providing advisory services to a client are fixed, management may not be able to reduce costs in a timely manner in connection with a substantial revenue loss when a major project is terminated. The failure of a number of large projects or the Enlarged Group's inability to collect a number of large accounts receivable could also result in significant financial loss.

Fixed-Price Contracts

A number of the Enlarged Group's engagements representing a portion of its revenues are performed on a fixed-price or fixed-time basis. In addition, some of the Enlarged Group's engagements obligate it to provide ongoing maintenance and other supporting or ancillary services on a fixed-price basis or with limitations on its ability to increase prices. When making proposals for these types of engagements, MCC or the IFEX Group relied on its estimates of costs and timing for completing the projects. These estimates reflect MCC or the IFEX Group's best judgment regarding the efficiencies of its methodologies and professionals as MCC or the IFEX Group plan to apply them to the projects. Any increased or unexpected costs or unanticipated delays in connection with the performance of fixed-price or fixed-time contracts, including delays caused by factors outside the Enlarged Group's control, could make these contracts less profitable or unprofitable.

Declining Securities Prices and Declining Activity in Public and Private Equity Markets

The Enlarged Group's placement fee revenue is likely to be lower during periods of declining securities prices. The Enlarged Group's business depends particularly on the public and private equity markets for companies in various sectors. The public markets have historically experienced significant volatility not only in the number and size of initial financing transactions, but also in the secondary market trading volume and prices of newly issued securities. The Company believes activity in the private equity markets frequently reflects trends in the public markets. As a result, the Enlarged Group's revenue may be adversely affected during periods of declining prices or inactivity in the public markets to the extent that the Enlarged Group's client companies or the Enlarged Group's prospective client companies are unable or unwilling to procure financing.

Risk of Technology

The Enlarged Group's industry is characterized by rapid technological change, changes in customer requirements, frequent new service and product introductions and enhancements and evolving industry standards. The Enlarged Group's future success will depend on its ability to enhance our existing services and products. The Enlarged Group must also develop new services and products that address the increasingly sophisticated and varied needs of its customers and prospective customers. The Enlarged Group must respond to technological advances and evolving industry standards and practices on a timely and cost-effective basis. The development and enhancement of services and products entails significant technical and financial risks. The Enlarged Group may fail to; use new technologies effectively; adapt services and products to evolving industry standards; or develop, introduce and market service and product enhancements or new services and products. In addition, the Enlarged Group may experience difficulties that could delay or prevent the successful development, introduction or marketing of our services and products, and new service and product enhancements may not achieve market acceptance. If the Enlarged Group encounters these problems, its business, financial condition and operating results may be materially adversely affected.

Risk of Employee or Agent Misconduct

The Enlarged Group runs the risk that employee or agent (being one who has authority to act on behalf of the Company, but who is not an employee) misconduct could occur. Misconduct by employees or agents could bind the Company to transactions that exceed authorized limits or present unacceptable risks, or hide from the Company unauthorized or unsuccessful activities. In either case, this type of conduct could result in unknown and unmanaged risks or losses. Employee or agent misconduct could also involve the improper use of confidential information, which could result in regulatory sanctions and serious reputational harm. It is not always possible to deter employee or agent misconduct, and the precautions the Enlarged Group takes to prevent and detect this activity may not be effective in all cases.

Risk of Failing to Comply with Applicable Securities Laws and Regulations

The securities industry is subject to extensive regulation. Organizations that provide corporate finance services are subject to regulations covering various aspects of the securities business, including:

- Sales and fundraising methods;
- Record keeping;
- Registration of officers and personnel;
- Conduct of directors, officers, and employees; and
- Supervision of employees.

Uncertainty regarding the application of securities laws and other regulations to the Enlarged Group's business may adversely affect the viability and profitability of the business. The Enlarged Group could be censured, fined, issued cease-and-desist orders, or have any of its officers or employees suspended or expelled. The Enlarged Group's ability to comply with all applicable laws

and rules is largely dependent on the establishment and maintenance of a compliance system to ensure such compliance, as well as the Enlarged Group's ability to attract and retain qualified personnel. The Enlarged Group could be subject to disciplinary or other actions due to claimed non-compliance in the future, and the imposition of any material penalties or orders could have a material adverse effect on the Enlarged Group's business, operating results and financial condition. In addition, it is possible that non-compliance could subject the Enlarged Group to future lawsuits, the outcome of which could harm its business.

Risks of Economic or Political Conditions in a Global Market

Country, regional and political risks are components of credit risk, as well as market risk. Economic or political pressures in a country or region, including those arising from local market disruptions or currency crises, may adversely affect the ability of clients or counterparties located in that country or region to obtain foreign exchange or credit and, therefore, to perform their obligations to the Enlarged Group.

Inherent Legal and Regulatory Risks

Substantial legal liability or a significant regulatory action against the Enlarged Group could have a material adverse financial effect or cause significant reputational harm to the Enlarged Group, which in turn could seriously harm the business prospects.

Significant Exposure to Legal Liability

The Enlarged Group faces significant legal risks in its businesses and the volume and amount of damages claimed in litigation against financial intermediaries are increasing. These risks include potential liability under securities or other laws for materially false or misleading statements made in connection with securities and other transactions, potential liability for the "fairness opinions" and other advice provided to investors in corporate transactions and disputes over the terms and conditions of complex trading arrangements. The Enlarged Group also faces the possibility that counterparties in complex or risky trading transactions will claim that the Enlarged Group improperly failed to tell them of the risks or that they were not authorized or permitted to enter into these transactions with the Enlarged Group and that their obligations to the Enlarged Group are not enforceable. During a prolonged market downturn, we would expect these types of claims to increase. The Enlarged Group is also subject to claims arising from disputes with employees for alleged discrimination or harassment, among other things.

These risks often may be difficult to assess or quantify and their existence and magnitude often remain unknown for substantial periods of time. The Enlarged Group could incur significant legal expenses in defending against litigation.

Risk of New Legal Restrictions

New laws or regulations or changes in enforcement of existing laws or regulations applicable to the Enlarged Group's clients may also adversely affect the Enlarged Group's business. For example, changes in antitrust enforcement could affect the level of mergers and acquisitions activity and changes in regulation could restrict the activities of its clients and, therefore, the services it provides on their behalf.

Risk of Sudden Revenue Decline

The Enlarged Group's expense structure is based on historical expense levels and historical and expected levels of demand for services. If demand for the Enlarged Group's services and its resulting revenues should decline suddenly, the Enlarged Group may be unable to adjust its fixed cost base on a timely basis, which could have a material adverse effect on operating results and financial condition.

Risks Associated with Managing Acquisitions Successfully

To achieve its strategic objectives, the Enlarged Group has acquired or invested in, and in the future may seek to acquire or invest in, other companies or businesses. Acquisitions entail numerous risks, including the following:

- difficulties in the assimilation of acquired operations and products;
- diversion of management's attention from other business concerns;
- assumption of unknown material liabilities;
- a failure to integrate successfully any operations, personnel, service or products that the Company acquires;
- failure to achieve financial or operating objectives;
- impairment of certain acquired intangible assets, which would reduce future reported earnings; and
- potential loss of customers or key employees of acquired companies.

Failure to manage the Enlarged Group's acquisitions to avoid these risks could have a material adverse effect on its business, financial condition and operating results.

Risk of Successfully Managing Joint Ventures and Alliances

The Enlarged Group will seek to expand or enhance some of its operations from time to time by forming joint ventures or alliances with various strategic partners throughout the world. Entering into joint ventures and alliances entails risks, including

- difficulties in developing and expanding the business of newly formed joint ventures;
- exercising influence over the activities of joint ventures in which the Enlarged Group does not have a controlling interest; and
- potential conflicts with joint venture or alliance partners.

Unsuccessful joint ventures or alliances could have a material adverse effect on the Enlarged Group's business, financial condition and operating results.

Risk of Fluctuating Quarterly Results

The Enlarged Group may experience significant seasonality in its business. This seasonal trend may continue for the foreseeable future and similar trends may affect the Enlarged Group's business, financial condition and operating results in the future. As a result of this period-to-period comparisons of revenues and operating results are not necessarily meaningful, and the results of any quarter are not necessarily indicative of results for any future period.

GENERAL INFORMATION

Responsibility for the Contents of the Prospectus

The Company, whose registered office address is Herengracht 478, 1017 CB Amsterdam, The Netherlands, is responsible for the information given in this prospectus (the “Prospectus”) and hereby declares that it has exercised all reasonable care to ensure that, to the best of its knowledge, the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect its import.

Glossary

A glossary containing the specialized terms and abbreviations used can be found at the end of the Prospectus.

Forward-looking statements

This Prospectus contains forward-looking statements, i.e. statements which do not refer to historical facts and occurrences. This applies in particular to statements in this Prospectus about the Enlarged Group’s future financial earnings capacity, plans and expectations related to the Enlarged Group’s business, growth, and profitability, and about the business environment that the Enlarged Group faces. Statements incorporating the words “should,” “may,” “will,” “believes,” presumes,” “expects,” “assumes,” “estimates,” “plans,” “is of the opinion,” “to the knowledge of,” “according to estimates” and similar wording are indicators of such forward-looking statements.

Forward-looking statements are based on current assessments made by the Company using the best information known to it. Forward-looking statements such as these are based on assumptions and present-day factors, and are subject to risks and uncertainties whose occurrence or non-occurrence can result in the actual earnings, financial condition and profitability of the Enlarged Group differing materially or turning out worse than what is expressed or implied in these statements. The sections entitled “*Risk Factors*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, “*Business*” and “*Current Business Developments*” should be read, therefore, as they contain a more extensive discussion of the factors which could affect the Enlarged Group’s business performance and the sector in which the Enlarged Group operates. The same applies to the forward-looking statements and projections from third-party studies reproduced in this Prospectus.

It is noted that the Company does not assume any obligation of updating such forward-looking statements or adjusting them to account for future occurrence or developments. The obligation of the Company to provide updates by supplement in certain circumstances remains unchanged. The prohibition under Article 5:2 of the Act on Financial Supervision (*Wet op het financieel toezicht*) shall apply mutatis mutandis, to an offer of transferable securities the prospectus for which has been approved if, prior to the closing of the offer of transferable securities, a significant new development or inaccuracy arises relating to the information in the prospectus which may affect an informed assessment of the transferable securities offered, unless a document supplementing the prospectus has been approved by the AFM and is made generally available.

Third Party Sources and Information

The information sourced from Horlings Brouwer & Horlings (the audit report of the IFEX Group), Stayner, Bates & Jensen (the audit report of MCC) and Grant Thornton UK LLP (the reporting accounts report) has been accurately reproduced and as far as the Company is aware and is able to ascertain from the information published by Horlings Brouwer & Horlings, Stayner, Bates & Jensen and Grant Thornton UK LLP no facts have been omitted which would render the reproduced information inaccurate or misleading.

Each of Horlings Brouwer & Horlings, Stayner, Bates & Jensen and Grant Thornton UK LLP have given and not withdrawn their written consent to the inclusion of their reports in the Financial Section at the end of the Prospectus and the references herein to their reports and their name in the form and context in which they appear and have authorised the contents of their reports.

Independent Auditor

The independent auditors for the annual and consolidated financial statements of the Company and Moore, Clayton & Co., Inc. are Horlings, Brouwer & Horlings, of Koningslaan 30, 1075 AD Amsterdam, The Netherlands, and Stayner, Bates & Jensen, P.C. at 510 South 200 West, Suite 200, Salt Lake City, Utah 84101, USA, respectively.

The Annual Financial Statements for Moore, Clayton & Co., Inc. were audited in accordance with US Generally Accepted Accounting Principles (GAAP) by Stayner, Bates & Jensen P.C. for the fiscal years ending December 31, 2005, December 31, 2004 and December 31, 2003.

The IFRS Consolidated Interim Financial Statements as of June 30, 2006 of MCC have not been audited.

Mr WJM Smeets who is the auditor responsible for auditing the accounts of the company at Horlings, Brouwer & Horlings is a member of the Dutch Royal Institute of Registeraccountants (NIVRA). Each of the partners at Stayner, Bates & Jensen, P.C. is registered individually with the Utah Association of Certified Public Accountants and the American Institute of Certified Public Accountants.

Reporting Accountant

The reporting accountant for the purposes of the pro-forma financial information is Grant Thornton UK LLP of Grant Thornton House, Melton Street, Euston Square, London NW1 2EP, a member of the Institute of Chartered Accountants in England and Wales.

Inspection of Documents

The following documents referred to in this Prospectus and relating to the Company may be inspected during regular business hours at the premises of the Company at Herengracht 478, 1017 CB Amsterdam, The Netherlands during the period from the date of this Prospectus until Admission:

- Consolidated interim statements (IFRS) of the Company for the time period of January 1, 2006 until June 30, 2006 (unaudited)
- Consolidated financial statements (IFRS) of the Company as of December 31, 2005 (audited)
- Consolidated audited financial statements (IFRS) of the Company as of December 31, 2004 (audited)
- Consolidated financial statements (Dutch GAAP) of the Company as of December 31, 2003 (audited)
- Consolidated interim statements (US-GAAP) of MCC for the time period of January 1, 2006 until June 30, 2006 (unaudited)
- Consolidated financial statements (US-GAAP) of MCC as of December 31, 2005 (audited)
- Consolidated financial statements (US-GAAP) of MCC as of December 31, 2004 (audited)
- Consolidated financial statements (US-GAAP) of MCC as of December 31, 2003 (audited)
- Pro-forma financial information of the IFEX Group and MCC as of June 30, 2006 (unaudited)
- The Articles of Association of the Company
- The SPA
- Constitutional documents of MCC.

Future annual reports and interim reports will also be available during regular business hours at the premises of the Company.

DESCRIPTION OF PLACING AND ADMISSION OF SHARES TO THE GEREGETLER MARKT OF THE FRANKFURT STOCK EXCHANGE

This Prospectus relates to the Admission of up to 1,180,706,194 Shares, with a nominal value of €0.03 per share (aggregate nominal value €35,421,186). Each of the Shares in issue at Admission will have full dividend rights for the fiscal year ending December 31, 2007. Admission is expected to take place in two different tranches. Pursuant to resolutions of the Company's Management Board (approved by the Supervisory Board) which will be passed upon Closing, up to 742,617,648 new Shares will be in issue on Admission and up to a further 695,312,076 Conditional Capital Shares may be issuable, depending on the final ratio of Placing Shares to Placing Convertibles issued as described below.

Up to 742,617,648 Shares, assuming a maximum amount of €30 million raised entirely by issuing Placing Shares, comprised of:

Subscription Shares.....	375,000,000
Management Shares.....	5,000,000
Further Shares.....	8,500,000
VEM Shares.....	up to 1,176,471
Placing Shares.....	up to 352,941,177

are expected to be admitted to trading on the Regulated Market (Geregetler Markt) in the General Standard segment of Frankfurter Börse AG.

Another up to 695,312,076 Shares ("Conditional Capital"), assuming a maximum amount of €30 million raised entirely by issuing Placing Convertibles (in which case the only Placing Warrants would be those issued to an investor as described on page 27), or alternatively, in the event the maximum amount of €30 million is raised entirely by issuing Placing Shares, the number of Shares considered as Conditional Capital would be up to 438,088,546 and would include the up to number of Placing Warrants and in which case there would be no Placing Convertibles, comprised of:

MCC Options.....	up to 135,186,802
Stand-alone Options.....	up to 4,714,047
MCC Warrants.....	up to 50,543,145
MCC Notes.....	up to 143,644,552
Placing Warrants.....	up to 104,000,000
Placing Convertibles.....	up to 352,941,177

are expected to be admitted to trading upon issuance under conversion rights being exercised by the holders.

Based upon a €30 million raise achieved entirely through Placing Shares, the total maximum number of Shares that may be admitted is 1,180,706,194. This maximum number includes the following: Subscription Shares, Management Shares, Further Shares, VEM Shares, Placing Shares, Placing Warrants, MCC Options, Stand-alone Options, MCC Warrants and MCC Notes.

The maximum amounts of Placing Shares and Placing Convertibles are interrelated in such way that the maximum amount of the Placing (considering only Placing Shares and Placing Convertibles but not Placing Warrants) does not exceed 352,941,177 Placing Shares and Placing Convertibles in total, whereby the ratio between Placing Shares and Placing Convertibles is open. Thus, the number of Placing Shares can range from 0 to 352,941,177 and, correspondingly, the number of Placing Convertibles would then range from 352,941,177 to 0.

Placing Warrants in the expected amount of 104,000,000 will be issued in connection with the Placing Shares and pursuant to the terms of an option agreement with an investor described further on page 27.

As of the date of this Prospectus, the Admission Shares – with the exception of the 8,500,000 Further Shares previously being issued – have not been issued. As of the date of this Prospectus the Company has received commitments for €10 million (€7 million for Placing Shares and €3 million for

Placing Convertibles). Because the number of Shares has been calculated using the Placing Price, the exact number of Shares actually issued will be published after their issuance.

Information About the Securities

Subscription Shares. Pursuant to the SPA, the Company will acquire the outstanding MCC Shares for an aggregate purchase price of €60,000,000. MCC Shareholders will also subscribe for an aggregate of 375,000,000 new Shares (“Subscription Shares”) at an issue price of €0.16 per share (representing an aggregate subscription price of €60,000,000). By shareholders’ resolution of May 24, 2006, the Shareholders have approved the issuance of such 375,000,000 Subscription Shares, conditionally upon the Closing. Prior to the Closing, the Management Board with the approval of the Supervisory Board will issue by resolution 375,000,000 Subscription Shares. The purchase price will be settled by means of the Company setting-off its obligation to pay the purchase price against the obligations of the MCC Shareholders to pay the issue price for the respective Subscription Shares issued to them. The issue price compares to the average closing price of €0.136 for the 30 day period prior to the announcement of the Letter of Intent on February 3, 2006. The Subscription Shares shall rank *pari passu* with existing outstanding Shares. Depending on the number of Placing Shares, the MCC Shareholders, collectively, may hold a majority of Shares after the Closing.

Management Shares. The Shareholders have approved the issuance of an aggregate of five million (5,000,000) Shares to the previous management of the Company on the Closing, in lieu of earned but unpaid remuneration as follows:

- Simon Holland – 1,225,000 Shares;
- Derek Harris – 350,000 Shares;
- Niels Reijers – 1,225,000 Shares;
- Ton Willemsen – 1,100,000 Shares;
- Alain Andre – 1,100,000 Shares;

Upon Closing and prior to Admission, the Management Board with the approval of the Supervisory Board will issue by resolution 5,000,000 Management Shares.

Further Shares. The Management Board has resolved to issue 8,500,000 Shares, with the approval of the Supervisory Board, on April 12, 2006 (the “Further Shares”). These Shares have thus been issued but to this date have not been admitted to the Geregelter Markt.

VEM Shares. Following the Closing and prior to Admission, the Management Board with the approval of the Supervisory Board will issue by resolution up to 1,176,471 Shares to VEM at the Placing Price, which will set off costs due to VEM related to the preparation of the Prospectus.

MCC Options. Upon Closing the Company will assume the obligations of MCC with respect to 7,750,710 common stock purchase options under the MCC Stock Option Plan at a weighted average exercise price of \$2.03 per Share. These options were granted to 97 persons who are either employees, directors, or consultants of MCC. Options granted under the MCC Option Plan vest rateably over a three to four year period from the date of grant. Under the terms of the SPA, the number of MCC Shares which would have been issued on exercise of outstanding options under the MCC Option Plan will be multiplied by the Exchange Ratio to determine the number of new Shares which may be issued by the Company on the assumption of MCC’s obligations thereunder and the respective exercise prices will be divided by the Exchange Ratio. Based on the Assumed Exchange Ratio, an assumed exchange rate of 1.2 between US dollars and euro and no prior exercise, following the Closing, the assumption by the Company of options issued under the MCC Option Plan will result in options to subscribe for 135,186,802 new Shares at a weighted average exercise price of €0.097 per Share. If all options under the MCC Option Plan were exercised, the Company would, on this basis, receive approximately €13.1m (which represents €0.063 per Share less than that which would have been received if these options were exercised at the same issue price per Share as under the Acquisition). Following the Closing, no additional options will be granted under the MCC Option

Plan. Instead, future options will be granted under the new share option scheme (which was approved by Shareholders at the AGM on May 24, 2006 and is summarized beginning on page 108 of this document). Upon Closing and prior to Admission, the Management Board with the approval of the Supervisory Board will issue by resolution up to 135,186,802 MCC Option Shares under the condition precedent of the option holders exercising their option rights.

Stand-alone Options. Upon Closing the Company will also assume the obligations of MCC with respect to 270,272 common stock purchase options granted in two stand-alone agreements (“Stand-Alone Options”) to certain persons that are not part of the MCC Option Plan. Under the terms of the SPA, the number of MCC Shares which would have been issued on exercise of the Stand-Alone Options will be multiplied by the Exchange Ratio and the respective exercise prices will be divided by the Exchange Ratio to determine the number of new Shares which may be issued by the Company on the assumption of MCC’s obligations thereunder. Based on the Assumed Exchange Ratio, an assumed exchange rate of 1.2 between US dollars and euro and no prior exercise, following the Closing, the assumption by the Company of Stand Alone Options will result in options to acquire 4,714,047 new Shares at a weighted average exercise price of €0.03 per Share. If all of MCC’s Stand-Alone Options were exercised, the Company would, on this basis, receive approximately €141,406 (which represents €0.13 per Share less than that which would have been received if the Stand-Alone Options were exercised at the same issue price per share as under the Acquisition). Upon Closing and prior to Admission, the Management Board with the approval of the Supervisory Board will issue by resolution up to 4,714,047 Stand-alone Option Shares under the condition precedent of the Stand-alone Option holders exercising their option rights.

MCC Warrants. In connection with various financing transactions and acquisitions, MCC has issued common stock purchase warrants (“MCC Warrants”) to 9 persons (being either employees, advisors or consultants to MCC) to acquire 2,897,807 MCC Shares, at a weighted average exercise price of \$1.75 per MCC Share (using an assumed exchange rate of \$1.81 per Great Britain Pound (GBP) when MCC Warrants were issued with an exercise price based in GBP). Upon Closing the Company will assume the obligations of MCC with respect to the MCC Warrants. Under the terms of the SPA, the number of MCC Shares which would have been issued on exercise of the MCC Warrants will be multiplied by the Exchange Ratio and the respective exercise prices will be divided by the Exchange Ratio to determine the number of new Shares which may be issued by the Company on the assumption of MCC’s obligations thereunder. Based on the Assumed Exchange Ratio, an assumed exchange rate of 1.2 between US dollars and euro and no prior exercise, following the Closing, the assumption by the Company of MCC Warrants will result in warrants to acquire 50,543,145 new Shares at a weighted average exercise price of €0.083 per Share. If all MCC warrants were exercised, the Company would receive, on this basis, approximately €4m (which represents €0.077 per Share less than that which would have been received if the MCC Warrants were exercised at the same issue price per Share as under the Acquisition). Upon Closing and prior to Admission, the Management Board with the approval of the Supervisory Board will issue by resolution up to 50,543,145 Warrant Shares under the condition precedent of the MCC Warrant holders exercising their conversion rights.

MCC Notes. MCC has issued secured and unsecured promissory notes (“MCC Notes”) with a principal value of \$16.7m that are convertible into an aggregate of 8,235,621 MCC Shares to certain investors as more fully described on page 67 of this document. Although the Management Board intends to retire and repay the Convertible Notes prior to any conversion thereof if at all practicable, the SPA provides that the number of MCC Shares which would have been issued on the exercise of the MCC Notes be multiplied by the Exchange Ratio to determine the number of new Shares which may be issued by the Company on the assumption of MCC’s obligations thereunder. Based on the Assumed Exchange Ratio, an assumed exchange rate of 1.2 between US dollars and euro and no prior conversion, following the Closing, the assumption by the Company of the MCC Notes will result in notes which are convertible into an aggregate of 143,644,552 new Shares, which equates to a conversion price of approximately €0.10 per Share (a discount of €0.06 against the issue price per share as under the Acquisition). Upon Closing and prior to Admission, the Management Board with the approval of the Supervisory Board will issue by resolution up to 143,644,552 Shares under the condition precedent of the MCC Note holders exercising their conversion rights.

The Placing

The Company intends to raise funds of at least €10 million (and up to €30 million) through a combination of Placing Shares with detachable warrants and Placing Convertibles (which in some circumstances may include detachable warrants). The Placing consists of placing up to 352,941,177 Placing Shares at the Placing Price, together with up to 104,000,000 detachable warrants as described below, and up to €30,000,000 of Placing Convertibles. The maximum amounts of Placing Shares and Placing Convertibles are interrelated in such way that the Placing (considering only Placing Shares and Placing Convertibles but not Placing Warrants) does not exceed 352,941,177 Placing Shares and Placing Convertibles in total, whereby the ratio between Placing Shares and Placing Convertibles is open and can range from 0 to 352,941,177 Placing Shares, leading to the corresponding figures of 352,941,177 to 0 Placing Convertibles and vice versa. As of the date hereof, the Company has received commitments for €10 million and entered into an option agreement for an additional €18 million (described in further detail below), however the final number of Placing Shares, Placing Warrants and Placing Convertibles has not been determined because such will depend on market conditions and the preferences of investors related to the remainder of the Placing. The proceeds from the Placing are intended to be used for working capital and general corporate purposes.

The Placing will be restricted to non-US jurisdictions. In addition, the Placing will be restricted to high net worth individuals and organizations who meet available exemption criteria for their jurisdiction with respect to applicable prospectus requirements.

Placing Shares

The Company may raise up to €30,000,000 by the issue of the Placing Shares at the Placing Price (either alone or in conjunction with the issue of Placing Convertibles). As of the date of this Prospectus the Company had received commitments for €7 million in exchange for issuing Placing Shares. Upon Closing and prior to Admission, the Management Board with the approval of the Supervisory Board will issue by resolution 82,352,941 Placing Shares, based upon the Placing Price. If additional commitments are received, the Management Board with the approval of the Supervisory Board may issue up to 235,294,118 additional Placing Shares, based upon the Placing Price.

Placing Warrants

The Company will issue detachable warrants over Shares (“Placing Warrants”) to purchasers of Placing Shares or Placing Convertibles with the following terms:

- The number of Placing Warrants to be issued to purchasers of Placing Shares or Placing Convertibles with a total investment of not less than €20 million will be equal to 35.2% of the total of (i) the number of Placing Shares purchased, and (ii) the number of Shares into which a Placing Convertible would convert.
- The number of Placing Warrants to be issued to each purchaser of Placing Shares with a total investment of less than €20 million will be equal to 20% of the number of Placing Shares purchased.
- The Placing Warrants shall expire two years after the date of the Closing.
- The exercise price of each of the Placing Warrants shall be 120% of the value-weighted average trading price for the twenty trading days prior to the date of purchase of Placing Shares.

Upon completion of the Placing and prior to Admission, the Management Board with the approval of the Supervisory Board will authorize by resolution the issuance of 24,752,941 Placing Warrants. If additional commitments are received, the Management Board with the approval of the Supervisory Board may issue additional Placing Warrants as described above. With the exceptions of

security interests already granted and purchase money interests, the Placing Convertibles will rank senior to the Enlarged Group's current and future indebtedness.

Placing Convertibles

The Company may raise up to €30,000,000 through the issuance of senior convertible promissory notes (either alone or in conjunction with the issue of Placing Shares) with an expected intermediate maturity of five years (the "Placing Convertibles"). The Placing Convertibles will be placed with investors by the Company or authorized placement agents of the Company (as at the date of this Prospectus McMahan Securities LP was the only authorized placement agent). As of the date of this Prospectus the Company had received commitments for €3 million in exchange for issuing Placing Convertibles. Upon Closing and prior to Admission, the Management Board with the approval of the Supervisory Board will issue by resolution 35,294,118 Placing Convertibles, based upon the Placing Price. If additional commitments are received, the Management Board with the approval of the Supervisory Board may issue up to 235,294,118 additional Placing Convertibles, based upon the Placing Price. With the exceptions of security interests already granted and purchase money interests, the Placing Convertibles will rank senior to the Enlarged Group's current and future indebtedness.

The terms of the Placing Convertibles include the following:

- Interest will be payable on the Placing Convertibles at a rate of eight percent per annum, payable in either cash or Shares. If interest is paid in Shares, the applicable share price will be 95% of the value-weighted average trading price for the twenty trading days prior to the date payment is due.
- The Placing Convertibles will be convertible into Shares at the option of the note holders, except in one instance (as described in the following paragraph) where conversion will occur automatically at maturity. The conversion price in the one excepted instance (as described in the following paragraph) is €0.085, and in all other instances will be 90% of the value weighted average trading price for the twenty trading days prior to the date of Completion, and all Placing Convertibles will be protected against dilution from future equity raises and dividends during any period in which the Placing Convertibles are outstanding.

Commitments Received and Number of Placing Warrants to be Issued

As of the date of this Prospectus, the Company has received commitments from various institutional investors for €10 million, comprised of €7 million in Placing Shares and €3 million in Placing Convertibles. The Company has also entered into an option agreement with one of the institutional investors, Centuria Holding BV ("Centuria"), whereby Centuria has an option to invest an additional €18 million in Placing Shares until January 31, 2007, in addition to their initial €2 million investment through a 6-month convertible eight percent per annum note, which automatically converts into equity at maturity unless Centuria calls for redemption prior to January 31, 2007, in which case the option expires. Because of the substantial nature of Centuria's investment, the Company has agreed to grant Centuria 35.2% Placing Warrant coverage for all of Centuria's investment. As a result, the number of Placing Warrants that are expected to be issued by the Company is 104,000,000, which takes into account the commitments already received and the effect such commitments would have on the number of Placing Warrants that would otherwise be issuable as described in the preceding paragraphs. In the event Centuria exercises its option to purchase additional Placing Shares it would own in excess of 25% of the Company.

Admission of the Shares

Admission of Shares is expected to occur in two tranches. The first tranche includes Shares issuable from the conversion of MCC Options, MCC Notes, MCC Warrants, Stand-alone Options, and as appropriate, Placing Shares, Placing Warrants, and Placing Convertibles. The second tranche

includes, as appropriate, Shares issuable from the conversion of Placing Shares, Placing Warrants and Placing Convertibles.

First Tranche

A first tranche of Shares are expected to be admitted to listing shortly after publication of this Prospectus. Admission of the first tranche of Shares is expected in February 2007. The first tranche of Shares (including Shares into which Conditional Capital may convert) will consist of the following:

Subscription Shares.....	375,000,000
Management Shares.....	5,000,000
Further Shares.....	8,500,000
VEM Shares.....	up to 1,176,471
MCC Options.....	up to 135,186,802
MCC Notes.....	up to 143,644,552
MCC Warrants.....	up to 50,543,145
Stand-alone Options.....	up to 4,714,047
Placing Shares (first issuance)	82,352,941
Placing Warrants (first issuance)	up to 24,752,941
Placing Convertibles (first issuance)	35,294,118

The number of Placing Shares, Placing Warrants and Placing Convertibles has been calculated based on the Placing Price. The exact number of VEM Shares, Placing Shares, Placing Warrants and Placing Convertibles, as well as Conditional Capital Shares issued will be published after their issuance.

Second Tranche

A second tranche of Shares are expected to be admitted to listing in May 2007. The second tranche of Shares (including Shares into which some Conditional capital may convert) will consist of:

Placing Shares (second issuance).....	up to 235,294,118
Placing Convertibles (second issuance)	up to 23,529,412
Placing Warrants (second issuance).....	up to 79,247,059

As the number of Placing Shares, Placing Warrants and Placing Convertibles has been calculated based on the Placing Price, the exact number of Placing Shares, Placing Warrants and Placing Convertibles issued will be published after their issuance.

Stock Exchange Admission, Delivery and Payment

The Shares are represented by one or more global certificates deposited with Clearstream Banking AG, Neue Börsenstraße 8, D-60487 Frankfurt am Main, Germany. In accordance with a resolution of the Company's Management Board, the Shares being admitted will be represented by one or more global certificates and no certificates will be issued for individual Shares.

Voting rights

Each Share entitles the owner to one vote in the shareholders' meeting of the Company. There are no limitations to the voting right. The Company's major shareholders do not have different voting rights than other shareholders.

Dividend rights

Each Share carries full dividend rights in respect of the financial year ended December 31, 2006.

Rights in the Case of Liquidation

In the event of the Company's liquidation, the remaining proceeds of the liquidation after repayment of all liabilities will be distributed to the Shareholders proportionally in accordance with the size of their shareholdings, subject to liquidation preference rights of holders of preference shares, if any.

Transferability

With the exception of the Shares subject to the restrictions on disposal described in the section "Lock-ups," the Shares of the Company are freely transferable in accordance with the legal requirements for the transfer of bearer shares.

Securities Identification Number, Stock Exchange Symbol

International Securities Identification Number (ISIN) NL0000687705
Bearer Shares Securities Identification Number (WKN)..... A0LFAF
Trading Symbol IFQ1

Notices

The Company will publish public notices concerning its Shares in at least one nationally distributed newspaper in The Netherlands and in at least one national newspaper designated by the rules of the Frankfurt Stock Exchange.

Lock-ups

The holders of Subscription Shares are subject to certain lock-up periods on trading. The Principal MCC Shareholders will be subject to a lock-up period of six months from Admission for one-half of the Subscription Shares received by each of them and one year for the remaining half of their respective Subscription Shares. All other holders of Subscription Shares will be subject to a lock-up period of three months from Admission. Each of the holders of Subscription Shares have agreed not to sell or dispose of, or agree to sell or dispose of any of their Subscription Shares or any interests therein during their respective lock-up periods except in certain permitted circumstances. The Principal MCC Shareholders have agreed to use their reasonable endeavours to procure that holders of options, warrants and convertible promissory notes of MCC will agree to a lock-up on similar terms in respect of Shares they receive if exercised prior to the three-month period following Admission.

Designated Sponsor

The Company has appointed VEM Aktienbank AG, Munich, as sponsor of the Company.

Depository and Paying Agent

The Depository and Paying Agent is DZ Bank AG Deutsche Zentral-Genossenschaftsbank, Frankfurt.

Fees and Expenses

Fees and expenses relating to the admission of the Shares to the *Geregelter Markt (General Standard)* amount to approximately €2.31 million. Included in the fees and expenses of €2.31 million is the total compensation such as commission in the amount of €48,000 payable to persons and companies serving the transaction.

No Underwriter

The issuance of the Placing Shares, the Placing Warrants and the Placing Convertibles is not being underwritten.

Proceeds from the Placing; Costs

The Company expects to receive gross proceeds of at least €10 million from the Placing. The Company estimates that it will pay approximately €2.31 million in costs, including value added tax. Under these assumptions, the net proceeds from the Placing will be approximately €7.69 million.

Reasons for the Placing and Use of Proceeds

The purpose of the Placing is to provide working capital, to retire a proportion (in the discretion of the Management Board) of existing debt instruments of MCC to be assumed by the Company, to pay for expenses in connection with the Acquisition and the Placing, and for other general corporate purposes. In addition, the Company will consider utilising a certain portion of the proceeds of the Placing for selected investments and potential acquisitions following the Closing. No such investments or acquisitions have been identified as at the date of the document.

CAPITAL RESOURCES AND LIQUIDITY

The following table sets out the Company's capitalization as of October 31, 2006 (i) on an actual basis and (ii) on a basis adjusted to reflect the completion of the Capital Increase contemplated by this Prospectus (i.e. the Enlarged Group). For purposes of this table, the proceeds from the Placing are assumed to be €10 million (at a ratio of 75% Placing Shares and 25% Placing Convertibles); offering expenses have not been taken into account. The Company intends to raise the €10 million by way of the Placing, and there are no restrictions on any of the Company's capital. The normal cash flow arises from advisory services, success fees, fundraising and sale of equity. The figures have been sourced from the accounts as of October 31, 2006.

Capital Structure by Maturity

	As of October 31, 2006 prior to the Capital Increase (unaudited)	Adjustments by virtue of the Capital Increase (unaudited)	As of October 31, 2006 subsequent to the completion of the Capital Increase (unaudited)
	€(unless otherwise indicated)		
Financial liabilities	1,078,159	28,008,981	29,087,140
Of which:			
long-term financial liabilities.....			
of which			
secured.....	-	4,732,340	4,732,340
unsecured.....	-	3,859,902	3,859,902
short-term financial liabilities.....			
of which			
secured.....	-	7,098,510	7,098,510
unsecured.....	1,078,159	12,318,229	13,396,388
financial liabilities of group companies secured by the Company.....			
Contingent liabilities			
Group equity			
Subscribed capital.....	9,789,728	11,050,422	20,840,150
Capital reserves.....	33,084,433	20,259,108	53,343,541
Other reserves and accumulated profits as well as amounts directly recorded in equity.....	(12,379,073)	-	(12,379,073)
Interest in equity of shareholders of the Company	30,495,087	31,309,530	61,804,617
Minority interests	1,170	29,517	30,687
Total capitalization	30,496,258	31,339,047	61,835,305
Number of Shares	97,897,280	469,411,765	567,309,045

Net financial indebtedness

		As of October 31, 2006 (in €)
IFEX Group		(unaudited)
Cash and cheques		25,000
Deposits with banks.....		-
Liquidity		25,000
Current bank debt.....		-
Current liabilities from finance leases.....		-
Other current financial debt.....		1,375,784
Current financial debt		1,375,784
Bank loans.....		-
Bonds.....		-
Liabilities from finance leases.....		-
Other non current financial debt.....		-
Non current financial debt		-
Net Financial Indebtedness		1,400,784

The Company is of the opinion that the working capital available to the Enlarged Group is sufficient for its future requirements that is, for at least the twelve months from the date of publication of this document.

		As of October 31, 2006 (\$)
MCC		(unaudited)
Cash and cheques		487,239
Deposits with banks.....		-
Liquidity		487,239
Current bank debt.....		2,443,250
Current liabilities from finance leases.....		37,041
Other current financial debt.....		15,794,859
Current financial debt		18,275,150
Bank loans.....		-
Bonds.....		-
Liabilities from finance leases.....		-
Other current financial debt.....		-
Other non current financial debt.....		8,227,459
Non current financial debt		8,227,459
Net Financial Indebtedness		26,989,484
Preferred Stock		167
Common Stock		20,282
Additional paid in capital		16,686,697
		16,707,146

DILUTION

The Enlarged Group's unaudited book value based on IFRS as of June 30, 2006 amounted to €24.3 million, or €0.051 per share.

For illustrative purposes only, the dilution resulting from the Placing has been calculated based on an assumed Placing Price of €0.085 per share and on the assumption that the Enlarged Group will receive the minimum amount of €10 million from the issuance of the Placing Shares and the Placing Convertibles at a ratio of 75% Placing Shares and 25% Placing Convertibles. As a result, the number of shares used in calculating the per share price is 479,073,751 (comprised of all outstanding Shares including the Further Shares plus Subscription Shares, Management Shares and the maximum number of VEM Shares), and 567,309,045 (comprised of the 479,073,751 Shares plus the Placing Shares).

Assuming successful completion of the Placing at the amount and in the ratio described above, the Enlarged Group's net book value based on IFRS would amount to €30.1 million, or €0.053 per share, after deducting the expenses of the Placing.

The following table illustrates such dilution per share according to IFRS:

	€per share
Assumed Placing Price	0.085
Net book value as of June 30, 2006	0.051
Increase in net book value (from Placing and expenses)	0.002
Net book value after the Placing	0.053
Dilution to new investors	0.032

SELECTED FINANCIAL DATA

The following tables summarize the historical consolidated financial and operational data of the IFEX Group and MCC, as indicated, for the periods presented, including consolidated financial and operational data for the Enlarged Group, assuming Closing occurs. Each of the IFEX Group and MCC has derived the summary consolidated financial and operational data for the period ended June 30, 2006 (unaudited) and the years ended December 31, 2005, 2004 and 2003 from audited consolidated financial statements included elsewhere in this Prospectus.

Please note: For the years 2003, 2004 and 2005 the auditors of the Company have expressed a disclaimer of opinion. Please see copies of such opinions and the reasons for the disclaimers set out in the “Financial Section” at the end of this Prospectus.

The tables below set forth certain statements of operations data expressed as a percentage of revenues for the periods indicated, and include the combined operations data of the Enlarged Group, assuming Closing occurs. The Company’s historical results are not necessarily indicative of the operating results that may be expected of the Enlarged Group in the future.

Except for the entering into of the SPA and related documents, there has been no significant change in the financial or trading position of the IFEX Group since June 30, 2006, the date to which the last unaudited interim results of the Company set out in the “Financial Section” at the back of this Prospectus have been published.

Except for the entering into of the SPA and related documents, there has been no significant change in the financial or trading position of MCC since June 30, 2006, the date to which the last unaudited interim results of MCC set out in the “Financial Section” at the back of this Prospectus have been published.

Consolidated Balance Sheet Data (at period end): IFEX Group

	Dutch GAAP	Dutch GAAP	IFRS	IFRS	IFRS	IFRS
	Audited	Audited	Audited	Audited	Unaudited	Unaudited
	Year ended	Year ended	Year ended	Year ended	Period ended	Period ended
	December 31,	December 31,	December 31,	December 31,	June 30,	June 30,
	<u>2003</u>	<u>2004</u>	<u>2004</u>	<u>2005</u>	<u>2005</u>	<u>2006</u>
	€	€	€	€	€	€
Total fixed assets	14,829,245	34,223,385	22,218,389	36,816,317	33,560,713	14,257,087
Total current assets	195,868	6,824,438	6,824,438	407,709	13,472,946	2,590,498
Total assets	15,025,113	41,047,823	29,042,827	37,224,026	47,033,659	16,847,585
Stockholders’ equity	9,742,085	37,218,389	25,213,393	33,393,866	43,813,027	13,691,933
Minority interest	235,161	993	993	1,184	1,186	1,170
Deferred tax liability	-	-	-	2,176,322	-	2,176,322
Total liabilities	5,047,867	3,828,441	3,828,441	1,652,654	3,219,446	978,160
Total liabilities and shareholders’ equity	15,025,113	41,047,823	29,042,827	37,224,026	47,033,659	16,847,585

Consolidated Balance Sheet Data (at period end):
MCC

	US GAAP Audited Year ended December 31, <u>2003</u> \$	US GAAP Audited Year ended December 31, <u>2004</u> \$	US GAAP Audited Year ended December 31, <u>2005</u> \$	US GAAP Unaudited Period ended June 30, <u>2005</u> \$	US GAAP Unaudited Period ended June 30 <u>2006</u> \$
Total fixed assets	178,948	122,334	484,426	308,088	413,306
Total current assets	3,518,061	2,410,905	24,366,859	17,385,040	25,705,052
Total other assets	2,610,784	2,585,779	20,372,622	8,888,302	20,558,959
Total assets	6,307,793	5,119,018	45,223,907	26,581,430	46,677,317
Stockholders' equity	(20,360)	916,257	7,773,001	7,908,875	12,779,955
Minority interest	89,379	2,480,403	47,693	2,302,270	44,001
Total liabilities	6,238,774	1,722,358	37,403,213	16,370,285	33,853,361
Total liabilities and shareholders' equity	6,307,793	5,119,018	45,223,907	26,581,430	46,677,317

Consolidated Statement of Operations Data (at period end):

IFEX Group	Dutch GAAP Audited Year ended December 31, <u>2003</u> €	Dutch GAAP Audited Year ended December 31, <u>2004</u> €	IFRS Audited Year ended December 31, <u>2004</u> €	IFRS Audited Year ended December 31, <u>2005</u> €	IFRS Unaudited Period ended June 30, <u>2005</u> €	IFRS Unaudited Period ended June 30, <u>2006</u> €
Net revenues	1,520,295	14,510,001	14,510,001	6,172,974	4,974,000	130,138
Cost of net revenues	-	3,500,000	3,500,000	86,476	-	-
Gross margin	1,520,295	11,010,001	11,010,001	6,086,498	4,974,000	130,138
Operating expenses:						
Sales and marketing	1,787	6,174	6,174	41,313	21,886	23,847
Technology and development	70,000	48,696	48,696	27,829	15,970	9,275
Amortization of intangible fixed assets	(34,846)	1,373,085	13,989,902	-	750,926	17,520,451
Depreciation expense on fixed assets	1,242	45,994	45,994	1,345	413	1,015
Restructuring expenses	-	-	-	-	-	-
General and administrative	588,461	3,015,955	3,015,955	1,521,533	621,756	1,306,515
Total operating expenses	626,644	4,489,904	17,106,721	1,592,021	1,410,951	18,861,103
Operating result	893,651	6,520,097	(6,096,720)	4,494,477	3,563,049	(18,730,965)
Valuation change of financial assets at fair value through profit and loss	-	-	(230,047)	(1,308,603)	-	(4,810,474)
Interest income (expense), net	1,670	(7,249)	(7,249)	19,364	9,972	36,986
Gain (loss) on foreign exchange	(39,209)	(16,968)	(16,968)	132,500	(61,301)	(322)
Total other income (expense), net	(37,539)	(24,217)	(254,264)	(1,156,739)	(51,329)	(4,773,810)
Result before income taxes	856,112	6,495,880	(6,350,984)	3,337,738	3,511,720	(23,504,775)
Taxation	(3,129)	57,906	57,906	(1,732,924)	(1,649,866)	1,320,082
Extraordinary gain (loss)	-	-	-	-	-	-
Result subsidiary	-	(230,047)	-	-	-	-
Net profit (loss) after taxation	852,983	6,323,729	(6,293,078)	1,604,814	1,861,854	(22,184,693)
Minority interest	(26,853)	52,638	52,638	55	49	9
Net result	826,130	6,376,377	(6,240,440)	1,604,869	1,861,903	(22,184,684)
Weighted average number of shares outstanding	4,259,055	137,381,520	132,680,410	32,413,820		

**Consolidated Statement of Operations Data (at period end):
MCC**

	US GAAP Audited Year ended December 31, <u>2003</u> \$	US GAAP Audited Year ended December 31, <u>2004</u> \$	US GAAP Audited Year ended December 31, <u>2005</u> \$	US GAAP Unaudited Period ended June 30, <u>2005</u> \$	US GAAP Unaudited Period ended June 30, <u>2006</u> \$
Net revenues	6,884,164	7,065,820	10,396,273	2,035,245	10,088,249
Cost of net revenues	-	-	-	-	-
Gross margin	6,884,164	7,065,820	10,396,273	2,035,245	10,088,249
Operating expenses:					
Salaries, bonuses, contract personnel and commissions	1,888,157	5,760,041	4,580,687	2,172,427	2,756,857
Rent expense	322,325	316,232	413,919	186,222	344,300
Bad debt expense	283,856	269,676	355,843	-	353,250
Depreciation expense on fixed assets	95,731	56,614	120,998	21,572	73,701
Unrealised loss / (gain) on marketable securities	-	2,247	-	(6,372,281)	-
Common stock issued for services	-	2,802,349	60,000	-	-
Selling, general and administrative	1,576,679	2,544,517	4,849,247	1,859,558	2,735,365
Total operating expenses	4,166,748	11,751,676	10,380,694	(2,132,502)	6,263,473
Operating result	2,717,416	(4,685,856)	15,579	4,167,747	3,824,776
Interest expense	(519,315)	(37,074)	(835,126)	(129,748)	(1,021,008)
Gain on forgiveness of debt	-	427,855	-	-	-
Gain (loss) on foreign exchange	-	-	-	-	-
Other income (expense)	37,889	29,670	77,809	77,663	80,830
Interest income	14,801	4,899	10,703	1,625	4,113
Total other income (expense), net	(466,625)	425,350	(746,614)	(50,460)	(936,065)
Result before income taxes	2,250,791	(4,260,506)	(731,035)	4,117,287	2,888,711
Taxation	-	(4,169)	-	-	-
Extraordinary gain (loss)	-	-	-	-	-
Net profit (loss) after taxation	2,250,791	(4,264,675)	(731,035)	4,117,287	2,888,711
Minority interest	621	611,767	12,759	81,832	3,692
Net result	2,251,412	(3,652,908)	(718,276)	4,199,119	2,892,403

Consolidated Statement of Cashflow

IFEX Group	Dutch GAAP Audited Year ended December 31, 2003 €	Dutch GAAP Audited Year ended December 31, 2004 €	IFRS Audited Year ended December 31, 2004 €	IFRS Audited Year ended December 31, 2005 €	IFRS Unaudited Period ended June 30, 2005 €	IFRS Unaudited Period ended June 30, 2006 €
CASH FLOWS						
OPERATING						
ACTIVITIES						
Net Profit	856,112	6,495,880	(6,350,984)	3,337,738	3,511,720	(22,184,684)
Adjustment to reconcile net profit to net cash used in operating activities:						
Depreciation expense of tangible fixed assets	1,242	45,994	45,994	1,345	413	1,015
Goodwill impairment charge	-	-	13,989,902	-	-	17,520,451
Provision against financial assets at fair value through profit and loss	-	-	-	1,699,399	-	4,400,263
Loss (gain) on foreign exchange	-	-	-	(132,500)	-	-
Amortisation of intangible fixed assets	(34,846)	1,373,085	-	-	750,926	-
Changes in assets and liabilities	-	-	-	-	-	-
Accounts receivable, net	-	(6,000,000)	(6,000,000)	5,944,848	(4,985,441)	(87,645)
Other assets	65,006	(95,750)	(95,750)	(126,885)	(116,010)	(173,043)
Accounts payable	(70,971)	840,742	1,168,242	456,120	(1,005,780)	(22,544)
Accrued expenses and other liabilities	1,740,124	(2,309,058)	(2,636,558)	(1,146,491)	(1,336,801)	5,264
Taxation	-	306,796	306,796	(151,068)	83,720	(1,386,297)
Receipts of intangible fixed assets	-	-	(537,758)	(13,857,972)	(84,076)	-
investments						
Purchase of subsidiary undertaking	(3,685,208)	(4,745,559)	(877,894)	-	-	-
Valuation change of financial assets at fair value	-	-	230,047	1,308,603	-	410,202
Minority interest	-	(181,530)	(181,530)	246	242	(5)
Net cash acquired with subsidiary undertaking	260,171	173,546	173,546	77,431	-	-
Purchase of associated undertaking	(1,500,000)	(1)	(1)	-	-	-
Notes Issued				(1,525,276)	(1,180,061)	(224,761)
Net cash used in operating expenses	(2,368,370)	(4,095,855)	(765,948)	(4,114,462)	(4,361,148)	(1,741,784)
CASH FLOWS						
FROM INVESTING						
ACTIVITIES						
Investment property, plant and equipment	-	-	(1,852)	(6,091)	(4,592)	-
Purchase of intangible fixed asset investment	-	(16,469,400)	-	-	-	-
Investment tangible fixed assets	-	(1,852)	-	-	-	-
Net cash provided by (used in) investing activities	-	(16,471,252)	(1,852)	(6,091)	(4,592)	-

**CASH FLOWS
FROM FINANCIAL
ACTIVITIES**

Proceeds from issuance of stock	-	22,022,536	1,773,229	3,470,000	4,963,815	1,190,000
Net of loans payable	500,691	-	-	232,000	-	721,575
Payments of issuance costs	-	(965,278)	(515,278)	(273,052)	(260,799)	-
Net cash provided by financing activities	500,691	21,057,258	1,257,951	3,428,948	4,703,016	1,911,575
Effect of exchange rate on cash	25,681	42,669	42,669	92,841	29,720	2,272
Net increase (decrease) in cash and cash equivalents	(1,841,998)	532,820	532,820	(598,765)	366,996	172,063
Cash and cash equivalents, beginning of period	1,982,348	140,350	140,350	673,170	673,170	74,405
Cash and cash equivalents, end of period	140,350	673,170	673,170	74,405	1,040,166	246,468

Consolidated Statement of Cashflow

MCC	US GAPP Audited Year ended December 31, 2003 \$	US GAAP Audited Year ended December 31, 2004 \$	US GAAP Audited Year ended December 31, 2005 \$	US GAAP Unaudited Period ended June 30, 2005 \$	US GAAP Unaudited Period ended June 30, 2006 \$
CASH FLOWS FROM OPERATING ACTIVITIES					
Net income (loss)	2,251,412	(3,652,908)	(718,276)	4,199,119	2,892,403
Adjustment to reconcile net loss to net cash used in operating activities:					
Depreciation and amortisation expense	95,731	56,614	120,998	21,572	73,701
Bad debt expense	283,856	269,676	355,843	-	353,250
Gain on investment	(3,924,982)	(1,892,013)	(577,695)	-	-
Dividend revenue	-	-	-	-	(4,444,920)
Marketable securities received for advisory securities	-	-	-	-	(5,640,000)
Write off marketable securities	-	-	-	-	100,000
Unrealised (gain) loss on marketable securities	(903,183)	2,247	(4,463,516)	(6,372,281)	2,765,318
Realised gain on marketable securities	(192,865)	(247,163)	(891,704)	371,721	320,754
Gain on forgiveness of debt	-	(427,855)	-	-	-
Marketable securities issued for services rendered	-	2,019,665	-	-	-
Common stock issued for services rendered	-	99,525	60,000	-	-
Common stock of subsidiaries issued to minority shareholders for services rendered	-	2,702,824	918	-	-
Minority interest in loss of former subsidiary prior to conversion to marketable securities	-	-	(43,212)	-	-
Change in operating assets and liabilities:					-
Accounts receivable	(288,002)	(1,785,323)	(1,440,882)	534,796	(1,009,046)
Prepayments and advances	7,805	9,369	(120,821)	(4,484)	(873,951)
Deposits and other assets	(1,554)	-	(36,216)	(77,592)	(137,469)
Accounts payable and accrued expenses	776,730	619,971	3,875,824	(253,210)	1,893,458
Deferred revenue	-	6,800	17,827	(6,800)	111,806
Interest payable	519,187	(1,278,960)	628,525	89,268	(155,255)
Minority interest	(621)	(611,767)	(12,759)	(178,133)	(3,692)
Net cash used in operating activities	(1,376,486)	(4,109,298)	(3,245,146)	(1,676,024)	(3,753,644)
CASH FLOWS FROM INVESTING ACTIVITIES					
Increase in interest receivable	(11,566)	-	-	-	-
Purchase of property and equipment	-	-	(91,161)	(207,327)	-
Purchase of goodwill	-	-	(4,835,308)	(3,425,563)	-
Purchase of investments	-	-	(2,043,114)	(2,776,399)	(6,179)
Cash proceeds from the sale of investments	-	-	872,805	-	-
Increase in notes receivable	-	(7,500)	(339,000)	(23,246)	(25,000)
(Increase) decrease in notes receivable – related parties	-	-	(181,156)	-	188,274
Dividend proceeds	-	-	-	-	4,444,920
Purchase of marketable securities	-	-	(16,373,985)	(9,574,928)	-
Proceeds from the sale of marketable securities	66,673	3,398,281	183,923	-	2,495,974
Net cash provided (used) by investing activities	55,107	3,390,781	(22,806,996)	(16,007,463)	7,097,989

**CASH FLOWS FROM
FINANCING ACTIVITIES**

Proceeds from notes payable	965,000	961,855	24,130,191	14,883,668	100,000
Payments on notes payable	-	(122,272)	(982,824)	(65,000)	(5,822,962)
Payments on earnout payable	-	-	(219,388)	-	(1,409,402)
Net change in line of credit payable	-	-	484,000	-	1,477,250
Payments on capital leases payable	-	-	(17,145)	-	(17,819)
Payment for the repurchase and cancellation of common stock in subsidiary	-	(33)	-	-	-
Cash proceeds from the sale of stock in subsidiaries to minority shareholders	90,000	300,000	1,800	-	-
Series B preferred stock issued for cash	-	-	479,770	-	-
Common stock issued for cash	155,000	90,000	1,916,792	2,793,500	2,114,551
Net cash provided by financing activities	1,210,000	1,229,550	25,793,196	17,612,168	(3,558,382)
Effect of foreign currency translation adjustment	-	-	6,008	-	(3,405)
Increase (decrease) in cash and cash equivalents	(111,379)	511,033	(252,938)	(71,319)	(217,442)
Cash and cash equivalents beginning of year	220,491	109,112	620,145	620,145	367,207
Cash and cash equivalents end of year	109,112	620,145	367,207	548,826	149,765

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with the rest of this Prospectus, including the "Selected Financial Data" section, the consolidated financial statements, and related notes and information included elsewhere in this Prospectus. The following discussion is based on the un-audited, consolidated financial statements for the six months ended June 30, 2006 compared to June 30, 2005 and audited consolidated financial statements as of and for the year ended December 31, 2005 including comparative figures for the years ended December 31, 2004 and, prepared in accordance with IFRS in respect of the financial statements of the Company, and US GAAP in respect of the financial statements of MCC. US GAAP differs in certain material respects from IFRS. For a discussion of these differences as they apply to the Company and MCC, see "Differences between IFRS and US GAAP" on page 49.

The results discussed below are not necessarily indicative of the results you should expect in any future periods. The statements in this discussion regarding industry outlook, our expectations regarding the Enlarged Group's future performance, liquidity and capital resources and other non-historical statements are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described in the "Risk Factors" and "Forward-Looking Statements" sections of this Prospectus. Actual results may differ materially from those contained in or implied by any forward-looking statements.

Overview

IFEX Group

The IFEX Group has two primary divisions, Innovation Finance and Interim Capital. The objectives of the Innovation Finance division are to assist entrepreneurs at each stage of their companies' growth – from seed capital through to potential initial public offering, thus being a one-stop shop for a wide range of services, including feasibility studies, business plan development, fundraising preparation, identification of potential investors, negotiations and deal structuring. Innovation Finance aims to create its deal-flow from offices in Sophia Antipolis, where the Company has entered into a co-operation agreement with CICOM Organization to provide office space and introductions to additional business opportunities in the Advanced International Communication Centre, a science and technology focused business park. The role of the Interim Capital division is to provide financing solutions and/or co-investment opportunities for private and public small companies on the basis of a short-term exit strategy. Historically, the Company has taken the majority of its fees in equity of its client companies.

During the first 6 months of 2006, the Company has further developed its Innovation Finance division. The division is currently working on 8 potential projects. For the six months ended June 30, 2006, the Company received net revenues of €130,138 and incurred a net loss of €22,184,684 (see page 68 for additional information).

Historically, most of the Company's revenues have been generated from profits and capital gains derived from actively investing and trading in suitable deal opportunities with short-term secured exit strategies. The Company expects that any revenues generated will fluctuate from quarter to quarter depending on, among other things, the level of revenues earned from ongoing development efforts, and the number and negotiated terms of new organizational contracts. The planned acquisition of MCC has absorbed much of the Company's previous management team's time for which reason no new major Interim Capital projects could be taken on.

MCC

MCC's revenue model is based on five separate income streams:

- Retainer and advisory fees that are intended to cover fixed costs and contribute to base profitability (these fees are forecast as monthly revenue and cash flow);
- Incentive fees or transaction-based fees in particular financings of client companies that represent periodic fee income that may be difficult to accurately predict in the short term, but are core components of revenue (these fees are forecast as quarterly revenue and cash flow);
- Equity participation and ownership in client companies, which provides the opportunity for longer-term increased profit opportunities; (these are represented as fee income when received as compensation and as unrealized gains when held in publicly held companies);
- Business development fees through assisting its clients in generating sales/revenues, thereby enhancing the likelihood of raising financing and the associated valuation; and
- Mergers & acquisitions transactions and, in particular, taking advantage of consolidation or roll-up possibilities that result in the potential for value enhancement and may increase investment attractiveness.

The Enlarged Group

The Enlarged Group (assuming the Closing occurs) will receive fees from advisory services offered by MCC to both emerging and established organizations in various industry sectors, and from MCC's role as the investment advisor to Equus, a NYSE listed closed end fund.

The Enlarged Group expects to continue to receive revenues from the existing businesses of the IFEX Group and MCC, and also to generate additional revenues through expanding its services to different regions. In addition to potentially expanding its presence globally, the Enlarged Group anticipates acquisition opportunities should occur in Europe and North America. Furthermore, the Directors consider that the Enlarged Group has the potential to achieve additional revenues from its micro-cap development division which has been successful with structuring listing on the smaller public markets in the United States and the United Kingdom. The Enlarged Group expects that any revenues generated will fluctuate from quarter to quarter depending on, among other things, the level of revenues earned from ongoing development efforts, then number and negotiated terms of new organizational contracts entered into, and the fees received from the Enlarged Group's services.

Selected Consolidated Financial and Operating Data

The following tables summarize the historical consolidated financial and operational data of each Enlarged Group company for the periods presented, including consolidated financial and operational data for the Enlarged Group, assuming Closing occurs. Each Enlarged Group company has derived the summary consolidated financial and operational data for the period ended June 30, 2006 from unaudited consolidated financial statements and the years ended December 31, 2005, 2004 and 2003 from audited consolidated financial statements, all of which are included elsewhere in this Prospectus.

The tables below set forth certain statements of operations data expressed as a percentage of revenues for the periods indicated, and include the combined operations data of the Enlarged Group. The Company's historical results are not necessarily indicative of the operating results that may be expected of the Enlarged Group in the future.

Results of Operations

IFEX Group

Consolidated Statement of Operations Data (at period end):

IFEX Group	Dutch GAAP	Dutch GAAP	IFRS	IFRS	IFRS	IFRS
	Audited	Audited	Audited	Audited	Unaudited	Unaudited
	Year ended	Year ended	Year ended	Year ended	Period ended	Period ended
	December 31,	December 31,	December 31,	December 31,	June 30,	June 30,
	<u>2003</u>	<u>2004</u>	<u>2004</u>	<u>2005</u>	<u>2005</u>	<u>2006</u>
	€	€	€	€	€	€
Net revenues	1,520,295	14,510,001	14,510,001	6,172,974	4,974,000	130,138
Cost of net revenues	-	3,500,000	3,500,000	86,476	-	-
Gross margin	1,520,295	11,010,001	11,010,001	6,086,498	4,974,000	130,138
Operating expenses:						
Sales and marketing	1,787	6,174	6,174	41,313	21,886	23,847
Technology and development	70,000	48,696	48,696	27,829	15,970	9,275
Amortization of intangible fixed assets	(34,846)	1,373,085	13,989,902	-	750,926	17,520,451
Depreciation expense on fixed assets	1,242	45,994	45,994	1,345	413	1,015
Restructuring expenses	-	-	-	-	-	-
General and administrative	588,461	3,015,955	3,015,955	1,521,533	621,756	1,306,515
Total operating expenses	626,644	4,489,904	17,106,721	1,592,021	1,410,951	18,861,103
Operating result	893,651	6,520,097	(6,096,720)	4,494,477	3,563,049	(18,730,965)
Valuation change of financial assets at fair value through profit and loss	-	-	(230,047)	(1,308,603)	-	(4,810,474)
Interest income (expense), net	1,670	(7,249)	(7,249)	19,364	9,972	36,986
Gain (loss) on foreign exchange	(39,209)	(16,968)	(16,968)	132,500	(61,301)	(322)
Total other income (expense), net	(37,539)	(24,217)	(254,264)	(1,156,739)	(51,329)	(4,773,810)
Result before income taxes	856,112	6,495,880	(6,350,984)	3,337,738	3,511,720	(23,504,775)
Taxation	(3,129)	57,906	57,906	(1,732,924)	(1,649,866)	1,320,082
Extraordinary gain (loss)	-	-	-	-	-	-
Results subsidiary	-	(230,057)	-	-	-	-
Net profit (loss) after taxation	852,983	6,323,729	(6,293,078)	1,604,814	1,861,854	(22,184,693)
Minority interest	(26,853)	52,638	52,638	55	49	9
Net result	826,130	6,376,377	(6,240,440)	1,604,869	1,861,903	(22,184,684)
Weighted average number of shares outstanding	4,259,055	137,381,520	132,680,410	32,413,820		

Twelve Months Ended December 31, 2005 Compared to the Twelve Months Ended December 31, 2004 and December 31, 2003.

Revenue analysis by category of activity

	Audited Year ended December 31, 2003 €	Audited Year ended December 31, 2004 €	Audited Year ended December 31, 2005 €	Unaudited Period ended June 30, 2005 €	Unaudited Period ended June 30, 2006 €
Service fees	1,520,295	14,510,001	6,172,974	4,974,000	130,138
Total	1,520,295	14,510,001	6,172,974	4,974,000	130,138

Revenue analysis by geographic market

	Audited Year ended December 31, 2003 €	Audited Year ended December 31, 2004 €	Audited Year ended December 31, 2005 €	Unaudited Period ended June 30, 2005 €	Unaudited Period ended June 30, 2006 €
USA	1,500,000	6,000,000	6,158,573	4,974,000	130,138
Belgium	-	5,000,000	-	-	-
The Netherlands	20,295	2,810,000	-	-	-
UK	-	700,000	3,831	-	-
France	-	-	10,570	-	-
British Virgin Islands	-	1	-	-	-
Total	1,520,295	14,510,001	6,172,974	4,974,000	130,138

Revenues. The Company recognizes revenue when earned and received or realizable under its contracts with organizations, including upfront and continuing fees, milestone payments, and portions of equity and/ or securities from contracted client organizations. In 2005 the Company earned €6,172,974 of revenues (€8,337,027 (43%) lower than in 2004 and €4,652,679 (406%) higher than in 2003). In the first half of 2005 a major project was carried out in assisting LTV networks which resulted in a fee of \$6 million, this level of fees were not repeated in 2006. The nature of the Company's business is project-based and, therefore, it is possible that revenues can fluctuate by considerable amounts from year to year depending on the number of transactions the Company undertakes.

Gross Margin. Gross margin fluctuated with the fluctuations in revenue over the years.

Total Operating Expenses From 2003 to 2004 there was a significant increase in costs reported under Dutch GAAP, from €626,644 to €4,489,904. This was heavily linked to the increase in turnover and related in part to a large increase in general and administrative costs due to transaction commission and fees paid as well as to amortisation of goodwill, which was a normal review performed by the management. When converting to IFRS an additional approximately €14 million was taken in amortization of intangible fixed assets in 2004. This writedown relates to the revaluation of the investment value of IFEX Ltd, which management authorized during the financial year 2005. Despite earlier hopes of growth in this business which had resulted in the original goodwill, the actual results were very much below expectations. In part this was caused by a shortage of staff to grow the business and also difficulties in building the client base, and thus it was decided that an adjustment was necessary to reflect its current value. With the benefit of hindsight it was accepted by management that the value placed on these assets was too high at the time of purchase and thus a writedown of goodwill was justified. During 2005 the operating expenses were reduced to approximately €1.6 million with no further charge for amortization. In the first 6 months of 2006 operating expenses increased to €18.7 million including further amortisation of intangible fixed assets of €17.5 million. The higher costs of operating expenses in the first half of 2006 compared to 2005 were caused by increases in professional fees related to accounting, legal advice and audit (related to the conversion to IFRS and to the MCC Acquisition) amounting to €117,131, fees of €137,736 related to fundraising, and €77,734 of fees related to the listing and registration of Shares and Designated Sponsor costs, and further writedowns of intangible fixed assets relating to Goodwill carried for IFEX Ltd, written down by €13,105,450, a "brokerage platform" written down by €2,894,600, and the

goodwill associated with the acquisition of GIS of €1,519,851, totalling €17,520,450. The writedown was made because in further review of the trading positions, results and fair value of these assets it was decided that this adjustment was necessary. This latest writedown was deemed appropriate due to the change in management and corporate strategy. Specifically, the MCC Group already has an FSA regulated business in the UK. Consequently, there is no need to have two FSA regulated businesses and, since GIS is not necessary to the MCC Group's business, IFEX has sold it. In addition, the MCC Group does not intend to build the brokerage platform as originally contemplated by the former management of IFEX. Previously it was intended that traditional corporate finance activities would be combined with the brokerage platform on the internet; however, current management does not believe such combination will provide positive returns. Therefore, the brokerage platform and the IFEX Ltd business model will not be implemented.

Total Other Income (Expense) Net. The Company incurred net interest/other expense of €1,156,739 in the financial year 2005, €254,264 in the financial year 2004, €37,539 in the financial year 2003 and €4,773,810 in the first six months of 2006. Net interest/other expense in these periods consists primarily of the valuation change of financial assets at fair value and gain (these amounts are shown in the financial statements as "valuation change of financial assets at fair value") or losses on foreign exchange. In 2003 the cost related almost entirely to foreign exchange differences, there was no writedown in the carrying value of financial assets. In 2004 almost the entire expense was due to the adjustment of €230,047 relating to the result of Fundus Plc, the balance being foreign exchange movements. In 2005 another writedown of €1,308,603 resulted from a further adjustment of €299,573 in Fundus and a provision of €1,009,030 taken for the illiquidity related to certain thinly traded shares. This adjustment was considered prudent due to the fact the investments have low trading volumes or the shares are restricted and thus the realisable fair value needed to reflect this. In addition there was a foreign exchange gain of €132,500. In the first six months of 2006, further adjustments to carrying value of investments amounted to €4,810,474, including the following: Fundus (€1,551,764), Bahamas Film Studio (€251,939), Mobiclear (€1,463,919), and LTV (€1,542,852). The Management Board determined that the carrying value needed to be adjusted again to more accurately reflect the fair value of the underlying assets. This decrease was taken after a study of the performance of the companies' operating results and their respective share prices which were marked to market value (which had not previously taken place) with an additional adjustment made to reflect 1) the low volume of trading of the shares in general, and 2) the fact that the shares held by the Company are restricted. In addition, with the benefit of further review it was accepted that the original value placed on these assets was higher than justified and the writedowns are appropriate.

Result Before Taxes. The Company recorded net profits of €3,337,738 in 2005, (€9,687,722 higher than in 2004 and €4,193,850 higher than in 2003). During the first 6 months of 2006 a net loss was recorded due to a lower transaction volume, a write down of goodwill and the valuation of assets.

MCC

Consolidated Statement of Operations Data (at period end):

MCC	US GAAP	US GAAP	US GAAP	US GAAP	US GAAP
	Audited	Audited	Audited	Unaudited	Unaudited
	Year ended December 31, <u>2003</u>	Year ended December 31, <u>2004</u>	Year ended December 31, <u>2005</u>	Period ended June 30, <u>2005</u>	Period ended June 30, <u>2006</u>
	\$	\$	\$	\$	\$
Net revenues	6,884,164	7,065,820	10,396,273	2,035,245	10,088,249
Cost of net revenues	-	-	-	-	-
Gross margin	6,884,164	7,065,820	10,396,273	2,035,245	10,088,249
Operating expenses:					
Salaries, bonuses, contract personnel and commissions	1,888,157	5,760,041	4,580,687	2,172,427	2,756,857
Rent expense	322,325	316,232	413,919	186,222	344,300
Bad debt expense	283,856	269,676	355,843	-	353,250
Depreciation expense on fixed assets	95,731	56,614	120,998	21,572	73,701
Unrealised (loss) / gain on marketable securities	-	2,247	-	(6,372,281)	-
Common stock issued for services	-	2,802,349	60,000	-	-
Selling, general and administrative	1,576,679	2,544,517	4,849,247	1,859,558	2,735,365
Total operating expenses	4,166,748	11,751,676	10,380,694	(2,132,502)	6,263,473
Operating result	2,717,416	(4,685,856)	15,579	4,167,747	3,824,776
Interest expense	(519,315)	(37,074)	(835,126)	(129,748)	(1,021,008)
Gain on forgiveness of debt	-	427,855	-	-	-
Gain (loss) on foreign exchange	-	-	-	-	-
Other income (expense)	37,889	29,670	77,809	77,663	80,830
Interest income	14,801	4,899	10,703	1,625	4,113
Total other income (expense), net	(466,625)	425,350	(746,614)	(50,460)	(936,065)
Result before income taxes	2,250,791	(4,260,506)	(731,035)	(4,117,287)	2,888,711
Taxation	-	(4,169)	-	-	-
Extraordinary gain (loss)	-	-	-	-	-
Net profit (loss) after taxation	2,250,791	(4,264,675)	(731,035)	4,117,287	2,888,711
Minority interest	621	611,767	12,759	81,832	3,692
Net result	2,251,412	(3,652,908)	(718,276)	4,199,119	2,892,403

Twelve Months Ended December 31, 2005 Compared to the Twelve Months Ended December 31, 2004 and December 31, 2003.

Revenue analysis by category of activity

	Audited	Audited	Audited	Unaudited	Unaudited
	Year ended	Year ended	Year ended	Period ended	Period ended
	December 31,	December 31,	December 31,	June 30,	June 30,
	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2005</u>	<u>2006</u>
	\$	\$	\$	\$	\$
Consulting and advisory income	1,863,134	4,926,644	2,645,961	1,265,980	6,590,250
Fund management income	-	-	1,817,398	406,732	2,239,150
Unrealised gain (loss) on marketable securities	903,183	-	4,463,516	219,749	(2,818,499)
Realised gain (loss) on marketable securities	192,865	247,163	891,704	-	(367,574)
Gain on investment	3,924,982	1,892,013	577,694	142,784	-
Dividend income	-	-	-	-	4,444,922
Total Revenues	6,884,164	7,065,820	10,396,273	2,035,245	10,088,249

Revenue analysis by geographic market

	Audited	Audited	Audited	Unaudited	Unaudited
	Year ended	Year ended	Year ended	Period ended	Period ended
	December 31,	December 31,	December 31,	June 30,	June 30,
	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2005</u>	<u>2006</u>
	\$	\$	\$	\$	\$
EMEA	5,021,030	2,139,176	4,925,944	407,049	165,444
US	1,863,134	4,926,644	5,470,329	1,628,196	9,922,805
Rest of the world	-	-	-	-	-
Total Revenues	6,884,164	7,065,820	10,396,273	2,035,245	10,088,249

Revenues. Advisory, consulting and fund management income is recorded as earned based on the performance requirements of the related agreements. Non-refundable fees for which no further performance obligations exist are recognized when the payments are received or when collection is assured. Revenue generally includes upfront and continuing fees, milestone payments, and portions of equity and/ or securities from contracted client organizations. MCC generated net revenues of \$10,396,273 during the year ended December 31, 2005, which represents a 47% increase over \$7,065,820 in 2004. This increase was primarily due to the flotation of Tersus Energy Plc, a former controlled subsidiary of MCC, and the acquisition by MCC of the fund manager for Equus. Due to the acquisition and creation of several new businesses by MCC in 2005, management of MCC expect that revenues for 2006 will be more broadly diversified across the five revenue streams described above. There was a net revenue increase of \$221,655 or 3% in 2004 from \$6,884,165 in 2003.

Advisory Revenues. Total revenue generated by the advisory group of businesses in 2005 was \$2,645,961 compared with \$4,926,644 in 2004, a decrease of 46%. This decrease is in part explained by the flotation of Tersus Energy Plc in February 2005 (where the financial results in Tersus Energy Plc were no longer consolidated with the results of MCC) and in part explained by re-organisation of the other two major advisory subsidiaries (MCC Healthcare Group and MCC Media Group) during 2005. In addition, a number of new advisory businesses were created and/or acquired during 2005, including MCC02, Inc. (a small business development incubator), MCC Hospitality & Lifestyle Group, Inc., MCC Education Group, Inc., and MCC Natural Resources Group, Inc. In early 2006 further advisory companies were created in Sports & Leisure, Real Estate, Fashion & Beauty, and geographically-oriented advisory businesses are in the course of development in Australasia and France.

Fund Management Revenues. On June 30, 2005, MCCA, a wholly-owned subsidiary of MCC, became the investment adviser to Equus, a closed-end fund traded on the New York Stock Exchange as a "Business Development Company" as defined under the US Investment Company Act of 1940. MCCA's management agreement, which is terminable by either party on 60 days' notice,

entitles MCCA to a management fee of 2% of Equus' net asset value and an incentive fee of 20% on the realization of securities holdings of Equus above the value stated by Equus as at December 31, 2005 and that exceed an 8% annual hurdle rate. In addition, Equus Capital Administration Company Inc., a wholly-owned subsidiary of MCC, is further entitled to a reimbursement charge of \$450,000 per annum for various administrative fees incurred in connection with Equus. During the six month period ended December 31, 2005, MCC earned \$917,355, \$675,041, and \$225,000 in management, incentive and administrative reimbursement fees respectively.

Portfolio Securities Revenues. With respect to quoted securities, MCC adheres to mark-to-market accounting for determining the gain or loss on such securities during the year. MCC's two most significant quoted holdings consist of 6,881,996 shares of Tersus Energy Plc (fair market value of \$4,865,390 as at December 31, 2005) and 1,777,968 shares of Equus (fair market value of \$15,869,218 as at December 31, 2005). During the year ended December 31, 2005, MCC received \$5,932,915 in net revenues from gains on its marketable securities, compared with \$2,139,176 in such gains during 2004, an increase of 177%. In addition, on March 23, 2006, MCC received a cash dividend of \$4,444,920 in connection with its holdings of Equus. MCC has subsequently sold 315,000 of its Equus shares for \$2,229,413 in cash.

Deferred Revenue. MCC had received payments or billed customers for \$136,433 in the six month period to June 30, 2006, \$24,628 in 2005, \$6,800 in 2004 and \$0 in 2003. The deferred revenue consists primarily of payments for services that were unearned at the end of the respective year. The balances are shown as deferred revenue on the consolidated balance sheet.

Salaries and Consulting Expenses. Salaries and consulting expenses for the year ended December 31, 2005 were \$4,580,686, a 20% decrease from \$5,760,041 during the year 2004 and an increase of 205% from \$1,888,157 in 2003. This decrease was due to lower advisory revenues, and the fact that MCC's compensation plan is largely based upon collection of advisory fees, the increase between 2003 and 2004 was mainly due to stock based payment made prior to the flotation of Tersus Energy Plc in 2005. In the latter half of 2005 staff numbers began to increase due to the creation and acquisition of several new businesses (including the fund manager for Equus) which are expected to continue through 2006. MCC also issued common stock purchase options in 2005, some of which were issued below market value, resulting in an expense of \$60,000.

General Administrative Expenses. MCC accrued expenses of \$10,259,696 in 2005, \$11,695,064 in 2004 and \$4,071,017 in 2003. General administrative expenses consist primarily of professional services rendered in relation to consultancy, accounting, auditing and legal, travel and travel related expenses of staff conducting company business and costs related to engaging and retaining clients and investors.

Total Other Income (Expense) Net. MCC accrued net interest expense of \$746,614 in 2005 compared to net other income of \$425,350 in 2004 and net interest expense of \$466,625 in 2003. The change was primarily attributable to a gain arising from the forgiveness of debt during 2004, while in 2005 expenses were incurred due to the assumption of debt, in the form of long term promissory notes, to purchase the Equus fund manager, wherein interest expense of \$835,125 was incurred.

Income/(Loss) from Operations. Income from operations for the twelve months ended December 31, 2005 was \$15,579, compared to an operating loss of (\$4,685,858) for the twelve months ended December 31, 2004. Excluding share issuance costs, operating income for the twelve month periods ended December 31, 2005 and 2004 was \$75,579 and (\$1,883,509), respectively, an increase in operational profit of \$1,959,088. The decrease in loss was principally attributable to the flotation of Tersus Energy Plc, the increase in market value of MCC's publicly quoted securities holdings, and earnings in connection with the management of Equus. As with revenues, management of MCC expect that sources of profits in 2006 will be more broadly diversified across different business units and areas within during MCC as compared to 2005.

Significant factors influencing operating results

The nature of the MCC business is transactional, the major fund flows from the business are one-off fees such as success fees for fund raising or listing a client company. As such the biggest factor influencing results is the timing, frequency and closing of these assignments as the fees raised on them can be significant but the timing unpredictable and determined only at closing.

Differences between IFRS and US GAAP

There are a number of changes which have been required in converting MCC's US GAAP financial statements into IFRS.

Firstly the presentation and disclosure requirements are different. In addition the treatment of a number of financial instruments under International accounting standard 39 (Financial Instruments: measurement and recognition) following the introduction of IFRS has had a major impact on the recording of costs and future liabilities, this is most significant for MCC in the area of share warrants, loan notes and preferred stock. Also after the introduction of IFRS 2 (Share Based Payments) the treatment of employee stock options is different. Under US GAAP a minimum value is applied, while under IFRS a fair value is used.

Financial condition

Consolidated Balance Sheet Data (at period end): IFEX Group

	Dutch GAAP	Dutch GAAP	IFRS	IFRS	IFRS	IFRS
	Audited	Audited	Audited	Audited	Unaudited	Unaudited
	Year ended	Year ended	Year ended	Year ended	Period ended	Period ended
	December 31,	December 31,	December 31,	December 31,	June 30,	June 30,
	<u>2003</u>	<u>2004</u>	<u>2004</u>	<u>2005</u>	<u>2005</u>	<u>2006</u>
	€	€	€	€	€	€
Total fixed assets	14,829,245	34,223,385	22,218,389	36,816,317	33,560,713	14,257,087
Total current assets	195,868	6,824,438	6,824,438	407,709	13,472,946	2,590,498
Total assets	15,025,113	41,047,823	29,042,827	37,224,026	47,033,659	16,847,585
Stockholders' equity	9,742,085	37,218,389	25,213,393	33,393,866	43,813,027	13,691,933
Minority interest	235,161	993	993	1,184	1,186	1,170
Deferred tax liability	-	-	-	2,176,322	-	2,176,322
Total liabilities	5,047,867	3,828,441	3,828,441	1,652,654	3,219,446	978,160
Total liabilities and shareholders' equity	15,025,113	41,047,823	29,042,827	37,224,026	47,033,659	16,847,585

Consolidated Balance Sheet Data (at period end):

MCC	US GAAP Audited Year ended December 31, <u>2003</u> \$	US GAAP Audited Year ended December 31, <u>2004</u> \$	US GAAP Audited Year ended December 31, <u>2005</u> \$	US GAAP Unaudited Period ended June 30, <u>2005</u> \$	US GAAP Unaudited Period ended June 30, <u>2006</u> \$
Total fixed assets	178,948	122,334	484,426	308,088	413,306
Total current assets	3,518,061	2,410,905	24,366,859	17,385,040	25,705,052
Total other assets	2,610,784	2,585,779	20,372,622	8,888,302	20,558,959
Total assets	6,307,793	5,119,018	45,223,907	26,581,430	46,677,317
Stockholders' equity	(20,360)	916,257	7,773,001	7,908,875	12,779,955
Minority interest	89,379	2,480,403	47,693	2,302,270	44,001
Total liabilities	6,238,774	1,722,358	37,403,213	16,370,285	33,853,361
Total liabilities and shareholders' equity	6,307,793	5,119,018	45,223,907	26,581,430	46,677,317

Net income (loss) per Share: the Company

Year/Period	Consolidated Basic net income (loss) per Share in €
2003 – Dutch GAAP	0.05
2004 – IFRS	(0.10)
2005 - IFRS	0.0197

Net income (loss) per MCC Share: MCC

Year/Period	Consolidated Basic net income (loss) per MCC Share in \$
2003 – US GAAP	0.15
2004 – US GAAP	(0.27)
2005 – US GAAP	(0.02)

THE ENLARGED GROUP

The Directors
IFEX Innovation Finance & Equity Exchange N.V.
Herengracht 478
1017 CB Amsterdam
The Netherlands

27 February 2007

Dear Sirs:

IFEX Innovation Finance & Equity Exchange N.V.

We report on the unaudited pro forma financial information (the "Pro forma financial information") set out in Part (A) within the Section The Enlarged Group of the prospectus dated 27 February 2007 ("the Prospectus"), which has been prepared on the basis described in note 1, for illustrative purposes only, to provide information about how the transaction might have affected the financial information presented on the basis of the accounting policies to be adopted by IFEX Innovation Finance & Equity Exchange N.V. in preparing the financial statements for the period ending 31 December 2006.

RESPONSIBILITIES

This report is required as agreed between us in writing and is given for the purpose of complying with that requirement and for no other purpose.

Save for any responsibility that we have expressly agreed in writing to assume, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report, required by and given solely for the purposes of complying with, 20.2 of Annex 1 to the Prospectus Regulation or consenting to its inclusion in the Prospectus.

It is the responsibility of the Directors of IFEX Innovation Finance & Equity Exchange N.V. to prepare the pro forma financial information as though it had been prepared in accordance with paragraph 20.2 of Annex I of the Prospectus Regulation.

It is our responsibility to form an opinion as though it had been required by paragraph 7 of Annex II of the Prospectus Regulation as to the proper compilation of the Pro forma financial information and to report that opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro forma financial information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

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. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro forma financial information with the directors of IFEX Innovation Finance & Equity Exchange N.V.

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 reasonable assurance that the Pro forma financial

information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of IFEX Innovation Finance & Equity Exchange N.V.

Our work has not been carried out in accordance with auditing standards generally accepted in the United States of America or other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

OPINION

In our opinion:

- a) the Pro forma financial information has been properly compiled on the basis stated; and
- b) such basis is consistent with the accounting policies of IFEX Innovation Finance & Equity Exchange N.V.

DECLARATION

For the purposes of the Prospectus Regulation 809/2004 of 29 April 2004, Annex I, Paragraph 20.2 and Annex II we are responsible for this report as part of the Prospectus 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 is included in the Prospectus in compliance with the Prospectus Regulation 809/2004 of 29 April 2004, Annex I, Paragraph 20.2 and Annex II.

Yours faithfully

GRANT THORNTON UK LLP

A. Unaudited Pro-Forma Financial Information

The following unaudited pro-forma financial information has been prepared to show the effect of the completed acquisition of MCC, the issuance of the Subscription Shares to the MCC Shareholders, the issuance of new Shares to the previous management of the Company, the reduction in the nominal value of the Company's share capital and the issuance of new Shares, warrants and convertible bonds pursuant to the Placing.

The unaudited pro-forma financial information has been prepared as of and for the six month period ended June 30, 2006 assuming, for balance sheet purposes, that the Transaction had taken place on June 30, 2006 and, for the purpose of the statement of operations, that the Transaction had taken place at the beginning of the period presented using the same terms for the Transaction.

The pro-forma adjustments are based upon available information and certain assumptions that management believes are reasonable. The pro-forma financial information and accompanying notes should be read in conjunction with the unaudited historical financial statements of the IFEX Group and MCC for the six month period ended June 30, 2006, and the other information contained within this document.

The unaudited pro-forma income statement does not reflect any adjustments for synergies that management expects to realise as a result of the Acquisition. No assurances can be made as to the amount of cost savings or revenue enhancements, if any, that actually will be realised.

The unaudited pro-forma financial information is presented for illustrative purposes only. By its very nature, the pro-forma financial information is not necessarily indicative of the results of operations or financial position that would have been achieved had the Transaction reflected therein

taken place as of the dates indicated, or of the results of operations or financial position for any future periods.

IFEX Group and MCC Unaudited pro-forma Statement of Operations												Pro-forma combined
June 30, 2006												IFEX Group and MCC
	IFEX Group	MCC	A	B	C	D	E	F	G	H	I	
	€	\$	\$ to €	€	€	€	€	€	€	€	€	€
	Note 1	Note 1										
Revenues												
Advisory Income	130,138	6,590,250	(1,225,193)									5,495,195
Fund management Income	-	2,239,151	(416,281)									1,822,870
Investment Income	-	1,258,848	(234,032)	(4,810,474)								(3,785,658)
Gross margin	130,138	10,088,249	(1,875,506)	(4,810,474)								3,532,407
Operating expenses:												
Sales and marketing	(23,847)	-		23,847								-
Technology and development	(9,275)	-		9,275								-
Salaries, bonus, contract personnel and commissions	-	(2,756,857)	512,527	(744,979)		(660,882)			(179,205)			(3,829,396)
Rent Expense	-	(344,300)	64,009	280,291								
Bad debt expense	-	(353,250)	65,673	287,577								-
Depreciation charge and goodwill impairment	(17,521,466)	(73,701)	13,702	61,014								(17,520,451)
General and administrative	(1,306,515)	(2,735,365)	508,532	82,975							(191,249)	(3,641,622)
Total operating expenses	(18,861,103)	(6,263,473)	1,164,442	-		(660,882)			(179,205)		(191,249)	(24,991,470)
Operating results	(18,730,965)	3,824,776	(711,064)	(4,810,474)		(660,882)			(179,205)		(191,249)	(21,459,063)
Valuation change of financial assets at fair value through profit and loss	(4,810,474)			4,810,474								
Interest (expense) / income	36,986	(1,016,895)	189,051					(75,091)				(865,949)
Other income	-	80,830	(15,027)	(322)								65,481
Gains (loss) on foreign exchange	(322)	-		322								-
Total other income	(4,773,810)	(936,065)	174,024	4,810,474				(75,091)				(800,468)
Results before income taxes	(23,504,775)	2,888,711	(537,040)			(660,882)		(75,091)	(179,205)		(191,249)	(22,259,531)
Taxation	1,320,082	-										1,320,082
Net profit (loss) after taxation	(22,184,693)	2,888,711	(537,040)			(660,882)		(75,091)	(179,205)		(191,249)	(20,939,450)
Minority interest	9	3,692	(686)									3,015
Net result	(22,184,684)	2,892,403	(537,727)			(660,882)		(75,091)	(179,205)		(191,249)	(20,936,435)

IFEX Group and MCC Unaudited pro-forma balance sheet												Pro-forma combined
June 30, 2006	IFEX Group	MCC	A	B	C	D	E	F	G	H	I	IFEX Group and MCC
	€	\$	\$ to €	€	€	€	€	€	€	€	€	€
Assets												
<i>Non current assets</i>												
Intangible fixed assets		12,218,581	(2,481,594)	(9,736,987)								-
Investments	-	7,502,385	(1,523,734)	(5,978,651)								-
Property, plant and equipment	3,731	413,306	(83,942)									333,095
Goodwill	-	-		9,736,987					2,256,005			11,992,992
Available for sale investments	-	-		5,978,651								5,978,651
Deferred tax assets	1,796,153	-		397,528								2,193,681
Deposits and other assets	-	527,129	(107,060)	(420,069)								-
Loan fees, net	-	136,438	(27,711)	(108,727)								-
Notes receivable, net	-	57,499	(11,678)	(45,821)								-
Notes receivable, related parties	-	116,927	(23,748)	(93,179)								-
Loans and other receivables	-	-		161,541								161,541
Financial assets at fair value through profit and loss	12,457,203	-		4,494,516								16,951,719
	14,257,087	20,972,265	(4,259,467)	4,385,789						2,256,005		37,611,679
<i>Current assets</i>												
Trade receivable	60,117	3,364,233	(683,276)									2,741,074
Loans and receivable	1,750,038	152,500	(30,973)									1,871,565
Interest receivable	82,679	-		(82,679)								-
Prepaid expenses and other current assets	451,196	-		876,263								1,327,459
Deferred expenses and advances	-	995,839	(202,255)	(793,584)								-
Marketable securities	-	21,042,715	(4,273,775)	(16,768,940)								-
Financial assets at fair value through profit and loss	-	-		12,274,424								12,274,424
Cash and cash equivalents	246,468	149,765	(30,417)								3,688,000	4,053,816
	2,590,498	25,705,052	(5,220,696)	(4,494,516)							3,688,000	22,268,338
Total assets	16,847,585	46,677,317	(9,480,163)	(108,727)						2,256,005	3,688,000	59,880,017

IFEX Group and MCC												Pro-forma combined
Unaudited pro-forma balance sheet												IFEX Group and MCC
June 30, 2006	IFEX Group	MCC	A	B	C	D	E	F	G	H	I	
	€	\$	\$ to €	€	€	€	€	€	€	€	€	€
Liabilities and group equity												
<i>Current liabilities</i>												
Trade payables	530,130	7,189,519	(1,460,191)	(2,287,684)								3,971,774
Current tax liabilities	209,589			399,788								609,377
Capital leases payable, current portion		37,041	(7,523)									29,518
Payables to management and supervisory board	135,763			(135,763)								-
Deferred revenues		136,433	(27,710)	(108,723)								-
Interest payable		505,488	(102,664)	(402,823)								-
Earnout payable		1,871,210	(380,043)	(1,491,167)								-
Line of credit payable		1,961,250	(398,330)									1,562,920
Notes payable, current portion		13,823,649	(2,807,583)					75,091			(4,000,000)	7,091,157
Accrued expenses and other current liabilities	102,678			4,026,372								4,129,050
	978,160	25,524,589	(5,184,044)	-				75,091			(4,000,000)	17,393,796
<i>Non current liabilities</i>												
Deferred tax liabilities	2,176,322											2,176,322
Capital leases payable		101,281	(20,570)									80,711
Preferred stock – Series B							382,329					382,329
Notes payable		8,227,491	(1,671,003)	(108,727)							2,500,000	8,947,761
	2,176,322	8,328,772	(1,691,574)	(108,727)			382,329				2,500,000	11,587,123
Minority interest		44,001	(8,874)	(35,127)								-
<i>Equity</i>												
Share capital	9,789,727	20,304	(4,124)		(6,852,809)	185,294				12,826,895	2,102,804	18,068,092
Preferred stock – Series B		167	(34)				(133)					-
Share premium	35,573,779	15,936,096	(3,236,621)			475,588	(382,196)			(36,049,367)	3,085,196	15,402,476
Share warrants and options									1,284,005		191,249	1,475,254
Cumulative translation adjustment	141,367	6,008	(51,003)							(141,367)		(44,995)
Stock subscription receivable		(326)	66									(260)
Results for the period	(22,184,684)	2,892,403	(537,727)			(660,882)		(75,091)	(179,205)		(191,249)	(20,936,435)
Retained earnings	(9,628,256)	(6,074,697)	1,233,771		6,852,809				(1,104,800)	25,621,014		16,899,840
	13,691,933	12,779,955	(2,595,672)	-	-	-	(382,329)	(75,091)	-	2,257,175	5,188,000	30,863,972
Minority interest	1,170			35,127						1,170		35,127
	13,693,103	12,823,956	(2,604,545)	-	-	-	(382,329)	(75,091)	-	2,256,005	5,188,000	30,899,099
Total liabilities and shareholders' equity	16,847,585	46,677,317	(9,480,163)	(108,727)	-	-	-	-	-	2,256,005	3,688,000	59,880,017

Notes to the unaudited pro-forma financial information

1. Basis of preparation

The unaudited pro-forma financial information is based upon the unaudited historical financial statements of the IFEX Group and MCC for the six month period ended June 30, 2006. The balance sheets as of June 30, 2006 and the statement of operations for the six month period then ended have been extracted without material adjustment from those unaudited historic financial statements.

The acquisition of MCC has been accounted for using the reverse acquisition method of accounting. Accordingly, the IFEX Group's assets acquired and liabilities assumed have been recorded at their estimated fair values, which are subject to further adjustment. Management does not expect that the final allocation of the purchase price for the acquisition of MCC will differ materially from the allocations set forth in the unaudited pro-forma financial information presented herein.

MCC's unaudited historical financial statements for the six month period ended June 30, 2006 have been prepared under US GAAP, whilst those of the IFEX Group for that period have been prepared under IFRS, as adopted by the EU. As required for the purposes of the unaudited pro-forma financial information it has therefore been necessary to conform MCC's accounting policies with the expected future policies of the combined entity under IFRS, as adopted by the EU. Pro-forma adjustments have therefore been made to both the IFEX Group's and MCC's unaudited balance sheets as of June 30, 2006 and its unaudited statement of operations for the six month period then ended to reflect this transition.

MCC's unaudited historical financial statements for the six month period ended June 30, 2006 have been prepared and presented in US dollars, whilst those of the IFEX Group for that period have been prepared and presented in euros. As required for the purposes of the unaudited pro-forma financial information it has been necessary to translate MCC's published unaudited balance sheet as of June 30, 2006 and its unaudited statement of operations for the six month period then ended to also be presented in Euros. A pro-forma adjustment has been made to translate MCC's assets and liabilities at the Interbank exchange rate as of June 30, 2006. MCC's statement of operations for the six month period ended June 30, 2006 has been translated at the daily average Interbank exchange rate for the period.

2. Pro-forma adjustments

A Translation of MCC's assets and liabilities at the Interbank exchange rate of 0.79690 as of June 30, 2006 and its statement of operations for the six month period then ended at 0.81409, the daily Interbank average exchange rate for the period. The resulting difference is shown as a separate component of equity within cumulative translation adjustment, with the minority element netted off against that balance.

B Reclassification adjustment to align reporting on statement of operations and balance sheet in line with expected future reporting for the combined entity.

C Reduction in the nominal value of the Company's share capital at June 30, 2006 from €0.10 to €0.03 per Share, with the credit to retained earnings, totalling €6,782,809.

D Shares issued at €0.107, being the fair value of each Share at 30 June 2006 in respect of the following:

- 5,000,000 Shares issued to the previous management of the Company in respect of remuneration earned but not paid, totalling €535,000
- 1,176,571 Shares issued to VEM Bank in respect of services rendered but not paid, totalling €125,882

E Reclassification of MCC's Preferred Stock - Series B from equity to liabilities under IFRS.

F Charge arising in respect of the Elliot loan notes as a result of using amortised cost using effective interest rate for subsequent measurement under IFRS.

G Charge arising under IFRS in respect of share options and warrants in MCC.

H Reverse acquisition accounting in accordance with IFRS to reflect the acquisition of MCC by the Company by the issuance of 375,000,000 Shares by the Company to the shareholders of MCC. Goodwill arising on the reverse acquisition is calculated as follows:

	€
Cost of business combination	15,949,108
Less: fair value of net assets of IFEX Group reverse acquired	<u>(13,693,103)</u>
Goodwill arising	<u>2,256,005</u>

The cost of the business combination above has been calculated in accordance with IFRS. Under IFRS, reverse acquisition accounting determines the allocation of the cost of the business combination as at the acquisition date and does not apply to transactions after the combination. The cost of the business combination is deemed to have been incurred by the legal subsidiary (i.e. MCC, the acquirer for accounting purposes) in the form of equity instruments issued to the owners of the legal parent (i.e. the Company, the acquiree for accounting purposes). The following calculation has been made to determine the number of equity instruments MCC would have had to issue to provide the same percentage ownership interest of the combined entity to the Shareholders as they have in the combined entity as a result of the reverse acquisition based on a valuation of €60 million for the entire shareholding in MCC prior to the combination.

	No.	%
Number of Company shares at June 30, 2006	97,897,280	20.70%
Add: subscription shares to be issued to MCC shareholders	<u>375,000,000</u>	79.30%
Total number of Company shares immediately following business combination	<u>472,897,280</u>	100.00%
Number of MCC shares in issue immediately prior to the business combination	20,304,000	79.30%
Number of shares to be issued by MCC for the same ratio of ownership interest in the combined entity	<u>5,300,550</u>	20.70%
Total number of shares	<u>25,604,550</u>	100.00%
Number of shares to be issued by MCC for the same ratio of ownership interest in the combined entity	5,300,550	
Fair value of each MCC share based on a total value of €60 million	€ 3.01	
Cost of business combination	<u>€ 15,949,108</u>	

I Assumed issuance of new convertible bonds and equity, totalling €10,000,000 and use of proceeds as follows:

	€
Listing related fees, netted off against funds raised	2,312,000
Notes repayment	<u>4,000,000</u>
	6,312,000
Balance to cash and cash equivalents	<u>3,688,000</u>
Total funds raised	<u>10,000,000</u>

Net funds raised:	
Total funds raised	10,000,000
Less: listing related fees	<u>(2,312,000)</u>
	<u>7,688,000</u>
Being:	
25% convertible bonds	2,500,000
75% ordinary shares issued at €0.107 per share (par value of €0.03 per share)	7,500,000
Less: listing related fees charged against the share premium account	<u>(2,312,000)</u>
	<u>7,688,000</u>

It is assumed that the convertible bonds will be classified as a financial liability under IFRS, with no element classified as equity.

The charge arising from the issue of Placing Warrants on the ordinary shares under IFRS is based on raising 75% of the funds as ordinary shares.

B. Accounting Policies

The principle accounting policies adopted in preparing the financial statements of the Enlarged Group are as follows:

General The financial statements are prepared in accordance with IFRS formulated by the International Accounting Standards Board as adopted by the European Union.

Reporting Currency The financial statements are prepared and presented in Euros, which is the functional currency of the Group.

Basis of presentation The consolidated annual accounts will be prepared under the historical cost convention, unless otherwise stated. Assets and liabilities are stated at their nominal value except in those cases where a different basis of valuation is disclosed in the notes.

Principles of consolidation The consolidated annual accounts of the Enlarged Group included the Company, and the subsidiaries over which management control is effectively exercised. This management control is normally evidenced when the Group owns, either directly or indirectly, more than 50% of the voting rights of a company's share capital and is able to effectively govern the financial and operating policies of an enterprise so as to benefit from its activities.

The purchase method of accounting is used for acquired subsidiaries. Companies acquired or disposed of during the year are included in the consolidated financial statements from the date of obtaining or disposing effective management control. The consolidated results include only post acquisition revenues and expenses where appropriate.

All other investments held on a long term basis are valued at cost less any impairment in value, and are included in other non-current assets.

Inter-company balances and transactions, including inter-company profits and unrealised profits and losses are eliminated. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The acquisition of MCC by the Company has been accounted for under the reverse acquisition rules as set out in IFRS 3.

Translation of foreign currencies For the purpose of preparing these consolidated annual accounts, the company selected the euro as its reporting currency. The Company has determined that the functional currency of each operation is the respective local currency. Assets and liabilities denominated in foreign currencies at the year-end are translated at the average exchange rate for each period.

Cumulative transaction gains and losses are shown as accumulated other comprehensive income (loss) in shareholders' equity. The Company records foreign currency transaction gain and losses as a component of other income (expense).

Use of estimates The preparation of the annual accounts in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the annual accounts and the reported amounts of revenues and expenses during the reporting period. These estimates involve judgements with respect to, among other things, various future economic factors that are difficult to predict and are beyond the control of the Company. Therefore, actual amounts could differ from these estimates.

Intangible fixed assets – Goodwill and Know How Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary, or jointly controlled entity at the date of acquisition.

Goodwill arising on acquisitions before the date of transition to IFRS has been retained at the previous Dutch GAAP amounts, subject to being tested for impairment at that date.

The combined group of companies has material synergies between the individual operating activities. As well the operating activities are interdependent. For this reason, the impairment testing is completed for the operations of the Group in total. Therefore, smallest generating cash unit is the Group consolidated.

Property, plant and equipment Tangible fixed assets are incorporated at actual cost, less accumulated depreciation and accumulated impairment loss. Depreciation expenses is calculated to write off the cost of all tangible fixed assets over their expected useful lives. The main category of the Group's tangible fixed assets is Furniture Fittings and Computer Equipment.

The rate generally applied is 25% straight line for furniture and fittings, and 33.3% for computer equipment.

Financial fixed assets

Loans and receivables Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after balance sheet date. These are classified as financial fixed assets.

Financial assets at fair values through profit and loss A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by the management. Gains or losses arising from changes in the fair value of these assets are presented in the income statement within other losses/gains in the period in which they arise.

Where management believes an asset being held for sale, or financial assets at fair value through profit and loss, may be affected by limited trading or other potential items affecting its realised value, a provision is provided against the asset.

Financial assets held for sale Financial assets held for sale are available-for-sale investments. Gains and losses arising from changes in fair value are recognised directly in equity, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously recognised in equity is included in the net profit or loss for the period. Purchases and sales are accounted for on the trade date.

Share capital Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown as equity deduction, net of tax, from the proceeds.

Equity Instruments Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. When the Company issues shares in settlement of debt the equity instruments are recorded at the values of the debt settled.

Revenue recognition Revenue consists of revenue from rendering services and advisory, consulting and fund management income. This is recorded as earned based on the performance requirements of the related agreements. Non refundable fees for which no further performance obligations exist are recognised when the payments are received or when collection is assured.

Sales of services are recognised in the accounting period in which the services are rendered, by reference to the stage of completion when this can be measured reliably. The stage of completion is determined based on surveys of work performed.

Sales are recognised when the following conditions have been satisfied:

- a. The Group has transferred to the buyer the significant risk in respect of the services rendered
- b. The amount of revenue can be measured reliably
- c. It is probable that the economic benefits associated with the transaction will flow to the entity
- d. The costs incurred or to be incurred in respect of the transaction can be measured reliably
- e. The stage of completion of the transaction at the balance sheet date can be measured reliably

Foreign currency transaction Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. Exchange rate differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the periods are recognised in the income statement in the period in which they arise.

The Company operates internationally, giving rise to significant exposure to market risks from change in foreign exchange rates. The Company nets its exposure in foreign currencies periodically and does not use separate derivative financial instruments to mitigate those risks.

Foreign exchange positions are translated at exchange rates prevailing at the end of the reporting period.

The Company does not enter into foreign exchange forward contracts to hedge its net investment in foreign subsidiaries. Changes in foreign currencies that affect the net equity value in euros are reported in the Currency translation differences as part of shareholders' equity.

Foreign entities The foreign consolidated subsidiaries are regarded as foreign entities since they are financially, economically and organisationally autonomous. Their reporting currencies are the respective local currencies. Financial statements of foreign consolidated subsidiaries are translated at year-end exchange rate with respect to the balance sheet and at average exchange rates for the period with respect to the income statement. All resulting translation differences are included in the Currency Translation reserve in equity.

Income taxes The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profits for the year. Taxable profits differs from net profits as reported in the income statement because it excluded items of income or expenses that are taxable or deductible in other years and it further excluded items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been exacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profits, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised for all taxable temporary differences and deferred taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amounts of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Impairment of Assets At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amounts of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amounts of the cash-generating unit to which the assets belongs. An intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired.

Recoverable amounts is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flow are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the assets for which the estimates of future cash flows have not been adjusted.

If the recoverable amounts of an asset is estimated to be less then its carrying amount, the carrying amount of the assets is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Should an impairment loss subsequently reverse, the carrying amount of the asset is not modified.

Provisions A provision is recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

BUSINESS

History of the Business of the Company

Former Business

The former business of the Company was launched in Sweden in April 1999 as a co-buying online business with the name LetsBuyIt.com Sverige AB with a full retail infrastructure. The Company was incorporated on October 29, 1999 with the name LetsBuyIt.com N.V. and acquired the entire issued share capital of LetsBuyIt.com Sverige AB upon its incorporation in consideration for the issue of new shares in the Company to the pre-existing shareholders of LetsBuyIt.com Sverige AB. The Company continued as a European online shopping service until September 30, 2002, when it had a website presence in Germany, the United Kingdom, Sweden and France.

On December 29, 2000, the Company filed a petition with the District Court in Amsterdam to be granted a suspension of payments (*surseance van betaling*) from its creditors, which was granted (the “Moratorium”). This Moratorium was lifted in February 21, 2001. After the Moratorium was lifted, the Company changed its business concept to an agency business model pursuant to which the Company functioned as an online “shop window” for wholesalers and retailers (collectively “Vendors”) who chose to use the web-sites to display and sell their products and services. The Company operated solely as agents for the Vendors, and was paid a commission on an average of 10% of each sale. The agency model was significantly more streamlined than traditional retail models in that the Company acted only as agents of the Vendors.

The Company enabled consumers in markets served by its web-sites to conveniently and securely buy merchandise and services over the Internet, generally, at prices below prevailing retail prices. The Company afforded groups of consumers the opportunity to aggregate demand and influence the price of a product or service in a real-time process over the Internet. The service was based on the innovative, consumer-driven business model, which the Company referred to as “co-buying”. A broad selection of consumer products and services was available through the co-buying service.

Management Buy Out (MBO)

On August 29, 2002 the Company’s shareholders’ meeting authorized the Management Board - following the proposal of the Supervisory Board to that effect - to enter into a transaction pursuant to which the Company would transfer all its assets and liabilities to LBI Holdings Limited, a company incorporated in the British Virgin Islands and controlled by the then management of the Company (“MBO”). Subsequently, on October 11, 2002 the Company entered into the MBO-sale and purchase agreement, as amended. As a consequence, the former business of the Company was transferred to LBI Holdings Limited beneficially effective as of September 30, 2002. The former business operations of the Company comprised of the LetsBuyIt.com online retail business owned and operated by the Company itself and through its subsidiaries, and any and all assets of the Company used for the operation of such former business, including any obligations and liabilities associated therewith or arising there under. Participations in the Company’s former subsidiaries (except for LetsBuyIt.com Netherlands B.V.) were also transferred as part of the former business.

Subsequent History

On December 3, 2002, Mediator Underwriting Limited, Tortola, British Virgin Islands, subscribed for 1,000,000,000 Shares and thereafter owned approximately 65.69% of the Company. In order to accelerate the development of a pan-European network and enhance deal-flow capability, the former CEO John Palmer negotiated to acquire a substantial stake (41%) in IFEX B.V. IFEX B.V. was establishing pan-European networks orientated on deal-flow generation and delivery of services related to innovation finance and brokerage services to entrepreneurial Small and Medium Sized Enterprises (“SMEs”) across Europe.

On May 26, 2003, the Company, with the approval by the extraordinary meeting of shareholders on the same day, entered into an agreement whereby it would acquire the remaining shares in IFEX B.V. against an issuance of new shares in the Company. In addition the Company's name was changed from "LetsBuyIt.com N.V." to "IFEX Innovation Finance & Equity Exchange N.V."

The acquisition of the remaining shares in IFEX B.V. remained conditional and in the absence of fulfilment was subsequently cancelled by Resolution of the Management Board on September 23, 2003. The Company's original investment in shares of IFEX B.V. was economically replaced by a holding of shares in IFEX Innovation Finance & Equity Exchange Limited ("IFEX Ltd"), a UK operational company. Upon completion of this, the Company held 22.5 % of the issued share capital of IFEX Ltd.

On July 29, 2004, the Company and several IFEX Ltd shareholders entered into an agreement relating to the sale and transfer of certain shares in IFEX Ltd pursuant to which the Company's shareholding in IFEX Ltd increased to 99.96% (the "IFEX Ltd Share Purchase Agreement"). This agreement replaced all earlier arrangements between the parties concerning the subject matter. Under this agreement the Company issued 41,026,331 Shares to the selling IFEX Ltd shareholders. Following consummation of the Acquisition, management does not expect the activities of IFEX Ltd to be significant with respect to the overall activities of the Enlarged Group.

Acquisition of MCC and Related Transactions

Summary of the Transaction

On February 3, 2006, the Company announced that it had entered into a non-binding letter of intent with MCC and the Principal MCC Shareholders to acquire all of the outstanding MCC Shares. Subsequent to execution of the letter of intent, MCC and the Company jointly prepared the SPA which represents the definitive terms and conditions of the Acquisition. Further to the letter of intent, on May 24, 2006, management of the Company convened the AGM, where Shareholders, in addition to approving annual accounts and the reappointment of the Company's auditors and approving the SPA, approved the following items:

Management Changes

Election of New Management Directors. At the AGM, the Shareholders elected a new Management Board consisting of Sharon Clayton – Chairman, Kenneth Denos – Chief Executive Officer, and Richard Meek – Chief Financial Officer. Biographical summaries of these directors are included in this Prospectus.

Election of New Supervisory Directors. At the AGM, the Shareholders also elected a new Supervisory Board consisting of Anthony Moore – Chairman, Charles Balfour, George Warren, and Andrew Milne. The terms of appointment of the Supervisory Directors are included beginning on page 115 of this Prospectus. Prior to their appointment as Supervisory Directors of the Company, Messrs. Balfour, Warren, and Milne were not affiliated with MCC or the Company and are consequently collectively referred to herein as the "Independent Supervisory Directors". Biographical summaries of the Supervisory Directors are included in this Prospectus.

Reduction in the Nominal Value of Share Capital. At the AGM, the Shareholders voted in favour of a reduction in the nominal value of the Company's share capital from €0.10 to €0.03 per ordinary share and the addition of the released capital to the Company's freely distributable reserves, conditional upon compliance with certain statutory procedures, including the statutory two (2) month notice period to give creditors an opportunity to contest the reduction. This period expired on August 2, 2006.

Increase in the Company's Authorised Share Capital. At the AGM the Shareholders voted in favour of an increase in the Company's authorized share capital from €29,243,211 to

€69,000,000 and new authority to the Management Board to issue shares up to the level of the new authorized capital to cover (inter alia) the issue of shares pursuant to the SPA described below.

General Terms of the SPA

Acquisition and Subscription. Under the SPA which was approved by the Shareholders at the AGM and entered into on August 22, 2006, the Company has agreed to acquire the entire outstanding share capital of MCC at an aggregate purchase price of €60,000,000. MCC Shareholders will also subscribe for an aggregate of 375,000,000 Subscription Shares at an issue price of €0.16 per Subscription Share (representing an aggregate subscription price of €60,000,000). The purchase price will be settled by means of the Company setting-off its obligation to pay the purchase price against the obligations of the MCC Shareholders to pay the issue price for the respective Subscription Shares issued to them. The issue price compares to the average closing price of €0.136 for the 30 day period prior to the announcement of the letter of intent on February 3, 2006. The Subscription Shares shall rank *pari passu* with existing outstanding Shares. Consequently, the MCC Shareholders, collectively, will hold a majority of Shares after the Closing. The ratio of MCC Shares outstanding at the Closing to the number of Subscription Shares will be used to determine the number of Shares that each MCC Shareholder will receive in exchange for his MCC Shares. The actual number of MCC Shares outstanding may be greater at the Closing due to issuance of MCC Shares from share subscriptions or the exercise of conversion rights over new MCC Shares between the date of this Prospectus and the Closing. Such increase, however, will not affect the total number of Subscription Shares to be issued, and therefore the Exchange Ratio may decrease accordingly.

Lock-Up. The Subscription Shares to be issued to the MCC Shareholders will be subject to certain lock-up periods on trading. The Principal MCC Shareholders will be subject to a lock-up period of six months from the Closing for one-half of the Subscription Shares received by each of them and one year for the remaining half of their respective Subscription Shares. All other MCC Shareholders will be subject to a lock-up period of three months from the Closing. Each of the MCC Shareholders has agreed not to sell or dispose of, or agree to sell or dispose of any of their Subscription Shares or any interests therein during their respective lock-up periods except in certain permitted circumstances. The above-mentioned Principal Shareholders have agreed to use their reasonable endeavours to procure that holders of options, warrants convertible promissory notes of MCC will agree to a lock-up on similar terms in respect of Shares they receive if exercised prior to the three-month period following the Closing.

Closing and Issuance of Shares. The Closing of the SPA and the completion of the transaction contemplated therein, including the issuance of the new Shares will be as follows:

Following publication of this Prospectus, an application for listing of the Shares will be submitted to Frankfurt Stock Exchange, these new Shares consisting of (i) 375,000,000 Subscription Shares, (ii) 5,000,000 Management Shares, (iii) up to 352,941,177 Placing Shares, (iv) 8,500,000 Further Shares, (v) up to 1,176,471 VEM Shares and (vi) up to a further 695,312,076 Shares (as Conditional Capital) to be issued upon conversion of assumed MCC Options, MCC Warrants, MCC Notes, Stand-alone Options, the Placing Warrants and the Placing Convertibles. This calculation of Conditional Capital is based upon the following:

334,088,546 Shares (the sum of MCC Options, MCC Notes, MCC Warrants and Stand alone options, upon conversion), plus
8,282,353 Placing Warrants (issued to Centuria for their €2 million convertible note purchase at the Placing Price, as described on page 27), plus
352,941,177 Placing Convertibles (based on the assumption that the EUR 30 million is raised entirely via Placing Convertibles at the Placing Price).

In the event the raise is not done entirely via Placing Convertibles, then the number of Placing Convertibles decreases but the number of Placing Shares increases (up to 352,941,177). The sum of Placing Convertibles and Placing Shares will not exceed 352,941,177, based on the Placing Price. In

the event the raise is done entirely via Placing Shares, the Conditional Capital would not include any Placing Convertibles, but would include additional Placing Warrants as described in this Prospectus.

A precondition for the Closing of the SPA is the approval and publication of this Prospectus. At Closing all the conditions of the SPA will be satisfied or waived. Further, the executed transfers in respect of the MCC Shares will be delivered; the notarial deed amending the Company's Articles of Association, changing the name to "MCC Global N.V." and increasing the authorized share capital will be executed; both the Management Board and the Supervisory Board will approve by board resolution the transactions contemplated by the SPA. Finally at Closing the Subscription Shares, the Management Shares, the VEM Shares, and such number of the Placing Shares, the Placing Warrants and the Placing Convertibles as are to be issued in the first tranche as described herein, will be issued.

MCC Options. Upon Closing, the Company will assume the obligations of MCC with respect to 7,750,710 common stock purchase options under the MCC Stock Option Plan at a weighted average exercise price of \$2.03 per Share. These options were granted to 97 persons who are either employees, directors, or consultants of MCC. Options granted under the MCC Option Plan vest rateably over a three to four year period from the date of grant. Under the terms of the SPA, the number of MCC Shares which would have been issued on exercise of outstanding options under the MCC Option Plan will be multiplied by the Exchange Ratio to determine the number of new Shares which may be issued by the Company on the assumption of MCC's obligations thereunder and the respective exercise prices will be divided by the Exchange Ratio. Based on the Assumed Exchange Ratio, an assumed exchange rate of 1.2 between US dollars and euro and no prior exercise, following the Closing, the assumption by the Company of options issued under the MCC Option Plan will result in options to subscribe for 135,186,802 new Shares at a weighted average exercise price of €0.097 per Share. If all options under the MCC Option Plan were exercised, the Company would, on this basis, receive approximately €13.1m (which represents €0.063 per Share less than that which would have been received if these options were exercised at the same issue price per Share as under the Acquisition). Following the Closing, no additional options will be granted under the MCC Option Plan. Instead, only future grants of share options to employees, directors, and consultants of the Enlarged Group will be issued under the IFEX Share Option Plan approved by the Shareholders at the AGM.

The Company will also assume the obligations of MCC with respect to 270,272 common stock purchase options granted in stand-alone agreements ("Stand-Alone Options") that are not part of the MCC Option Plan. Under the terms of the SPA, the number of MCC Shares which would have been issued on exercise of the Stand-Alone Options will be multiplied by the Exchange Ratio and the respective exercise prices will be divided by the Exchange Ratio to determine the number of new Shares which may be issued by the Company on the assumption of MCC's obligations thereunder. Based on the Assumed Exchange Ratio, an assumed exchange rate of 1.2 between US dollars and euro and no prior exercise, following the Closing, the assumption by the Company of Stand Alone Options will result in options to acquire 4,714,047 new Shares at a weighted average exercise price of €0.03 per Share. If all of MCC's Stand-Alone Options were exercised, the Company would, on this basis, receive approximately €141,406 (which represents €0.13 per Share less than that which would have been received if the Stand-Alone Options were exercised at the same issue price per Share as under the Acquisition).

MCC Warrants. In connection with various financing transactions and acquisitions, MCC has issued MCC Warrants to certain persons to acquire 2,897,807 MCC Shares, at a weighted average exercise price of \$1.75 per share. Under the SPA, the Company will assume the obligations of MCC with respect to the MCC Warrants. Under the terms of the SPA, the number of MCC Shares which would have been issued on exercise of the MCC Warrants will be multiplied by the Exchange Ratio and the respective exercise prices will be divided by the Exchange Ratio to determine the number of new Shares which may be issued by the Company on the assumption of MCC's obligations thereunder. Based on the Assumed Exchange Ratio, an assumed exchange rate of 1.2 between US dollars and euro and no prior exercise, following the Closing, the assumption by the Company of MCC Warrants will result in warrants to acquire 50,543,145 new Shares at a weighted average exercise price of €0.083 per Share. If all MCC warrants were exercised, the Company would receive,

on this basis, approximately €4m (which represents €0.077 per Share less than that which would have been received if the MCC Warrants were exercised at the same issue price per Share as under the Acquisition).

MCC Notes. MCC has issued MCC Notes with a principal value of \$16.7m that are convertible into an aggregate of 8,235,621 MCC Shares. Although the Management Board intends to retire and repay the MCC Notes prior to any conversion thereof, the SPA provides that the number of MCC Shares which would have been issued on the exercise of the MCC Notes be multiplied by the Exchange Ratio to determine the number of new Shares which may be issued by the Company on the assumption of MCC's obligations thereunder. Based on the Assumed Exchange Ratio, an assumed exchange rate of 1.2 between US dollars and euro and no prior conversion, following the Closing, the assumption by the Company of the MCC Notes will result in notes which are convertible into an aggregate of 143,644,552 new Shares, which equates to a conversion price of approximately €0.10 per Share (a discount of €0.06 against the issue price per Share as under the Acquisition).

Warranties and Indemnity. Under the SPA, the Company has given certain warranties relating to the business, constitution, and financial position of the Company to the MCC Shareholders as at the date of the SPA and at Closing. The Company has also given an indemnity to the MCC Shareholders relating to (inter alia) regulatory breaches (if any) and transactions relating to the investments held by the Company. The Principal MCC Shareholders have given warranties under the SPA relating to the business, constitution, and financial position of MCC as at the date of the SPA and at Closing. The other MCC Shareholders have given very limited warranties as to title and authority. The above-mentioned warranties and indemnity are subject to certain financial and other limitations, including a requirement to provide notification of any claims within a period of 2 years from Closing (save in the case of taxation warranties where there is a 7 year period from Closing).

Principal Conditions

The Closing is subject to, amongst other things, compliance with certain statutory procedures relating to the proposed reduction in nominal value of the Company's share capital and the following events:

No Material Adverse Change. The Closing is conditional upon no material adverse change having occurred in relation to the business (including financial position) and prospects of the Company and its subsidiaries.

No Objection. The Closing is conditional upon no application being made to the Enterprise section of the Amsterdam court of appeal by Shareholders holding 10% or more of the Shares.

Regulatory and Third Party Approvals. The Closing is conditional upon the approval of the United Kingdom Financial Services Authority, the United States National Association of Securities Dealers, and the obtaining of all other authorizations, approvals, clearances, permissions, and waivers of regulatory bodies or third parties to enable the implementation of the Acquisition.

No Termination Event Having Occurred. The MCC Shareholders may terminate the SPA where any termination events have occurred. The SPA defines termination events as any breach by the Company of any of its warranties made in the SPA, failure by the Company to complete certain obligations as outlined in the SPA prior to Closing, circumstances which could reasonably give rise to a claim under the indemnity given by the Company described above, any material litigation or investigation concerning the IFEX Group or any business carried out by the IFEX Group, or any litigation or dispute by any Shareholder relating to the subject matter of the SPA.

Placing. The Closing is conditional upon the Company raising not less than €10,000,000.

Possible Waiver. Pursuant to the SPA, the MCC Shareholders and, in certain limited circumstances, the Company, may agree to waive some or all of the conditions in whole or in part. Closing of the Acquisition may therefore occur despite the non-fulfilment of a condition noted above.

The Current IFEX Group Business

Overview

The Company operates through the following core business divisions:

Innovation Finance (IF) – A primary capital raising and pre-IPO deal-flow generation network;

Interim Capital - An investment vehicle providing financing solutions and or co-investment opportunities for both quoted and unquoted companies on the basis of a relatively short-term exit strategy.

With its headquarters in Amsterdam, the IFEX Group has offices in Amsterdam and in Sophia Antipolis Science Park (France). The IFEX Group has access to other markets through its historic business relationships and strategic alliances. The business activities of the Company are executed by the Company and IFEX Ltd, a subsidiary of the Company. The Company initially booked the acquisition of IFEX Ltd at a value of €29.9 million. As IFEX Ltd has not generated sufficient turnover and earnings to justify the initial acquisition value, in 2006, the Company wrote down the value of IFEX Ltd to €0. Following consummation of the Acquisition, management does not expect the activities of IFEX Ltd to be significant with respect to the overall activities of the Enlarged Group.

The Company was built on the idea of assisting entrepreneurs in developing successful companies. The Company aims to assist innovative companies throughout their growth stages and to address their differing financial requirements; which includes initial seed capital investment through to listings on primary and secondary markets in Europe and the US.

Interim Capital:

Interim Capital's operations started in 2004. During that year several projects were handled within Interim Capital. In 2005 two more projects were added which are discussed below. Due to the work related with the planned acquisition of MCC and the involvement of the key executives within the Group, in 2006 so far no new projects have been mandated.

In 2005, an agreement was reached concerning advisory services and mezzanine finance related to the listing of LTV which is further described on page 70 of this Prospectus.

In 2005 the Company undertook to facilitate the listing of the Bahamas Film Studios on a suitable stock exchange or quotation medium in Europe or the US. Please see page 70 of this Prospectus for further details.

The listing of both projects turned out to take longer than envisaged. LTV went through a Chapter 11 reorganization proceeding under United States bankruptcy laws. An initial plan for a reverse takeover to effect a listing of LTV failed. In addition, the listing of Bahamas Film Studios took longer than anticipated.

On September 28, 2005 the listing of Fundus (Holdings) Plc ("Fundus") on the UK OFEX market (an independent European public market for securities of small and medium sized enterprises) was realised. The IFEX Group has a shareholding of 31.9 % in Fundus. At December 31, 2006, the shares of Fundus were quoted at £0.19 valuing the IFEX Group's shareholding at €5.6 million.

Innovation Finance

In June 2005, a dedicated operational unit was opened in Sophia Antipolis to administer and manage the Innovation Finance activities. Due to limited free cash flow within the Company in 2005, the development of the Innovation Finance activities was restricted. However, by the end of 2005 the Innovation Finance unit already found and evaluated 110 potential projects from 23 countries looking

for a combined up to €330 million of funding. The IFEX Group signed mandates in 2005 in respect of two of those projects, followed by another 6 mandates in the early months of 2006. These 8 companies are seeking a total of approximately €40 million, thus in the view of the Company forming the necessary basis to enable the further potential expansion of this business line.

Global Investment Strategy UK Ltd. (“GIS”)

In order to be able to offer full financial services to the Company’s clients, it is important to be authorized by the regulators in the jurisdictions in which the Company carries out regulated business. For this purpose IFEX Ltd acquired, subject to FSA approval, 100% of the outstanding shares of GIS. The purchase was paid for with 4,000,000 new Shares. With effect from December 1, 2005, GIS was granted permission under Part IV of the Financial Services and Market Act 2000 (“FSMA”) to act as an authorized person in the UK. Owing to the fact that an FSA-regulated entity already exists within MCC, the Enlarged Group will no longer require an FSA-regulated subsidiary of the Company and as a result the Company has sold GIS.

Review of principal transactions

Presented below is a summary of the principal transactions worked and/or completed over the past several years.

Fundus (Holdings) Plc

The Directors understand that in mid-2003, IFEX Ltd entered into a project agreement with a Belgian company, which entitled IFEX Ltd to receive an arrangement fee in the amount of €6.5m. After the Company acquired IFEX Ltd in December 2003, all rights and obligations relating to the project were transferred to the Company as at December 31, 2003. As payment of the brokerage fee the Company received 1,992,987 shares of Fundus, which has since forward split 10 for 1.

Fundus was listed on September 28, 2005 on the UK OFEX market. The IFEX Group currently holds 31.94 % of the issued share capital of Fundus and is classified as a financial asset at fair value in consideration for its efforts in listing Fundus on the UK OFEX market.

Nanolight International Ltd

During Q1/2004, the Company received an equity-based fee in the form of approximately 15% shareholding in Swiss based Nanolight International Ltd. (“Nanolight”). Nanolight was developing mercury free light sources based on field emission from carbon nanotubes, in close collaboration with The Technical University in Lausanne. The Company understands that in Q4/2004 Nanolight launched a spin-off business unit dedicated to Flat Panel lighting and that Nanolight has ceased to be active due to lack of funds. The Company has written down its shareholding in Nanolight to zero.

Italitred Ltd/ MobiClear Inc

During Q3, 2004, the IFEX Group received a 25% stake in Italitred Ltd as consideration for the IFEX Group’s services in providing introductions to financing partners. On November 24, 2004, the IFEX Group disposed of its 25% shareholding in Italitred Ltd to the Waste to Power Group/Bronson Development Corp Joint Venture. The disposal price was €6.0 million, with the consideration settled in the form of a promissory note.

In March 2006 this note was converted into one million shares in MobiClear, Inc. MobiClear, Inc. was purchased by Bico, Inc. on August 14, 2006. The IFEX Group received 3,771,920 shares of common stock of Bico, Inc. Bico, Inc. subsequently changed its name to Mobiclear, Inc. Mobiclear provides solutions to eliminate credit card fraud. Mobiclear is traded on the NASD over the counter bulletin board under the trading symbol MBIRE.OB with a listed price of \$0.0135 per share as of December 1, 2006, which would value the IFEX Group’s shareholding at approximately €38,165.

Latin Television Inc

During 2004, the IFEX Group originated the Latin Television, Inc. (“LTV”) transaction. Initially founded in 1999 as LTV Networks, Inc., the company was active as a Spanish-language TV channel, broadcasting 24 hours a day, 7 days a week through all major cable networks in the US, except for Time Warner. The network reached more than 12 million households. The activities of LTV Networks, Inc. have been transferred into New LTV Acquisition LLC pursuant to Section 363 of the United States Bankruptcy Code in a Chapter 11 reorganization proceeding. In June 2005 the IFEX Group, together with other US and European financial advisors arranged for mezzanine finance in order to support a listing on the Pink Sheets quotation system. The IFEX Group received \$6 million worth of equity-based remuneration for its participation in facilitating the transaction of bringing investors to LTV. In August 2005 the IFEX Group agreed to provide New LTV Acquisition LLC with additional mezzanine finance resulting in an additional fee worth \$2 million in shares in LTV, bringing the total to \$8 million worth in shares (approximately 15% of LTV’s issued and outstanding shares) in LTV. The listing took longer than expected but was eventually realised on February 10, 2006 through a merger between New LTV Acquisition, LLC and Mega Mania Interactive, Inc., which resulted in the creation of LTV. LTV trades on Pink Sheets under the Symbol LTVI. As of December 1, 2006 LTV was quoted at \$1.00 which would value the IFEX Group’s shareholding of 4,638,518 shares of LTV common stock at approximately €3.5 million.

Gold Rock Creek Enterprises /Bahamas Film Studios

In 2005, an agreement was made between the IFEX Group and Finpac Ltd in regard to the Bahamas Film Studios project. The IFEX Group undertook to facilitate the preparation of the business for listing on a suitable stock exchange or quotation medium in Europe or United States and would in return for its consultancy services receive an equity-based remuneration. In July the shareholders of Gold Rock Creek Enterprises (GRCE) – the owners of the Bahamas Film Studios Project – agreed to transfer the assets of GRCE into Bahamas Film Studios, Inc., a company to be quoted on the Pink Sheets. The IFEX Group was entitled to receive a fee of \$1.5 million. In 2006 the IFEX Group agreed that this fee be converted into 1 million restricted shares in Bahamas Film Studios, Inc. and currently those shares are in the process of being transferred to the Company. The listing of this company has taken longer than expected, however as of this report date, the company has received a Cusip Number (056739105) and its Symbol – BHMF – and are currently in the process of the final filings. The Company intends to write down to zero all Bahamas Film Studio items.

Intended Business of the Enlarged Group Following Closing

Following the Closing, the business of MCC will predominate within the Enlarged Group and the various projects, investments, and initiatives of the current business of the IFEX Group will be subsumed within certain divisions and operating subsidiaries of MCC. Consequently, a description of the intended principal business of the Enlarged Group following Closing is a description of the business of MCC.

Overview

MCC is an international advisory and investment firm offering strategic, operating, financial advisory, and investment assistance to client companies in a variety of industry sectors. These services were originally offered through separate divisions of MCC, but are now offered through controlled or wholly-owned subsidiaries, some of which have been recently established and others which have been operating since 2001. Established in 1999, MCC provides a range of advisory and investment services to both emerging and established companies that seek to capitalize on opportunities created from the convergence of traditional industries with new technologies that have the potential to effect substantial change. MCC’s advisory personnel offer in-depth sector knowledge, as well as access to international financial markets. MCC also provides strategic opportunities for clients through its global network of professionals, financial intermediaries, and senior executive level

corporate access. Working closely with its clients, MCC's advisory professionals explore the risks and rewards of a variety of strategic development and transactional alternatives such as international agreements and negotiations, joint ventures, mergers and acquisitions, consolidations, divestitures, privatizations, and recapitalizations. MCC also advises clients on capital structures and helps develop solutions designed to unlock value and capitalize on opportunities.

In addition to advisory services for client companies, MCC also offers developmental assistance to private and public capital funds. During 2005, Moore Clayton Capital Advisors, Inc., a wholly-owned subsidiary of MCC, became the sole investment adviser to Equus Total Return, Inc. ("Equus"), a closed-end fund trading on the New York Stock Exchange as a business development company. The net asset value of Equus as at September 30, 2006 was \$92.9 million. MCC is also seeking to raise capital for one or more private equity funds that may invest in MCC client companies or other opportunities.

MCC and its subsidiaries have an active portfolio of client companies diversified by geography, industry and stage of development with the objective of maintaining a diversified portfolio capable of generating significant cash fees from multiple revenue sources and capital appreciation returns over time. Because MCC works with a number of growing companies, it operates in a high risk/high reward environment, although the MCC business model seeks to alleviate as much risk as possible.

Strategy

MCC targets industries where intersecting technologies and the introduction of innovative product and service offerings have the potential to enhance overall valuation and industry growth. MCC has experience in twelve particular industries (Healthcare, Media/Communications, Sports & Leisure, Real Estate, Hospitality & Lifestyle, Financial Services, Energy, Education, Corporate Venturing, Fund Management, Natural Resources, and Fashion & Beauty) from both an operational and strategic consulting perspective. In addition, the substantial size of these industries and their growth over time, as well as the range of new investment opportunities, provides MCC with the potential for a balanced portfolio and the opportunity to capitalize on the industry knowledge resident at MCC.

Deal selection

MCC reviews business plans and management teams for their potential as client companies and as strategic investments. MCC then selects a small percentage of the most promising plans/teams for presentation to MCC's corporate partners.

In reviewing business plans, MCC looks for five key characteristics:

- a globally scalable business model;
- seasoned and successful management;
- a large, addressable market opportunity;
- a defined competitive advantage; and
- high growth potential in both revenue and profit.

MCC typically requires a satisfactory due diligence examination (e.g. domain experience, relationships, customer base, distribution channels, brand recognition).

MCC does not charge separately for each service provided to its portfolio of clients. Instead, MCC prefers to offer integrated services and solutions. In exchange for its bundle of services, MCC charges cash retainers, merger and acquisitions fees, and cash placement fees based on the amount of proceeds the portfolio client raises or the value of a transaction in which MCC assists. Additionally, certain of MCC's clients grant MCC equity ownership in conjunction with MCC's advisory engagement.

Deal development

MCC's deal development process contains the following elements:

Strategic Guidance. MCC assesses the client's business and financial model, competitive positioning and overall market opportunity. MCC's experienced team provides a range of training and strategic guidance to its portfolio of clients. These services include business model review/development, and assistance with operational decision making, company and product positioning, competitive analyses and financial structuring and planning.

Business Development and Strategic Partnerships. MCC introduces its clients to prospective business partners and potential customers. MCC leverages its network of advisors, investors and sponsors to assist its clients in developing new and international sources of revenue for their businesses.

Valuation and Negotiation Techniques. MCC assists its clients in building a valuation model that the marketplace will accept and provides information on past investment valuations of comparable companies. MCC educates its clients about the financing process and counsels them in negotiating investment terms.

Capital Raising. MCC assists its clients in the development of an effective investor presentation. MCC then facilitates access to a range of appropriate financing sources.

Revenue model

MCC's revenue model is based on five separate income streams:

- Retainer and advisory fees that are intended to cover fixed costs and contribute to base profitability (these fees are forecast as monthly revenue and cash flow);
- Incentive fees or transaction-based fees in particular financings of client companies that represent periodic fee income that may be difficult to accurately predict in the short term, but are core components of revenue (these fees are forecast as quarterly revenue and cash flow);
- Equity participation and ownership in client companies, which provides the opportunity for longer-term increased profit opportunities; (these are represented as fee income when received as compensation and as unrealized gains when held in publicly held companies);
- Business development fees through assisting its clients in generating sales/revenues, thereby enhancing the likelihood of raising financing and the associated valuation; and
- Mergers & acquisitions transactions and, in particular, taking advantage of consolidation or roll-up possibilities that result in the potential for value enhancement and may increase investment attractiveness.

Compensation plan

All executives and professional staff receive basic remuneration at a level perceived by MCC management to be below market value. Accordingly, MCC has adopted a group compensation plan ("Compensation Plan") with an objective to provide fair compensation to employees and contract personnel ("Plan Participants") in general, and reward and incentivize those Plan Participants who assist MCC in generating cash generative transactions.

The Compensation Plan allows for up to 50% of the net cash received by MCC on a transaction (after taking into account of the payment of various related expenses to third parties and basic remuneration) to be paid in compensation to those Plan Participants who had an active role in the transaction, provided that those Plan Participants have met certain minimum criteria.

Industry specialization

MCC's hands-on approach to clients/deals is facilitated by MCC's executives, most of whom have occupied senior level positions at established companies in MCC's targeted traditional industries, as well as having had experience with high-growth companies.

MCC's advisory personnel typically handle no more than three portfolio clients simultaneously during the critical deal development process, since this phase requires an intensive hands-on approach.

In order to bring additional strategic advisory and other value-added services to clients, MCC has developed eight⁽¹⁾ subsidiary operating companies which focus solely on one industry each. Executives of these subsidiaries and their teams have an interest in certain of these operating companies, with MCC's ownership percentage noted here:

• Healthcare (80%)	• Hospitality & Lifestyle (92%)
• Media/Communications (64%)	• Sports & Leisure (73%)
• Real Estate (100%)	• Fashion & Beauty (88%)
• Education (51%)	• Natural Resources (100%)

- (1) MCC intends to create an energy advisory subsidiary in the future. Previously, in February 2005, Tersus Energy Plc, a former controlled subsidiary of MCC that provided advisory services in the energy industry, was listed on the AIM market of the London Stock Exchange. Because Tersus Energy Plc is now focusing principally on investments and controlling positions in target companies as an owner-operator, MCC management believe that future energy advisory services within MCC will not be competitive with the activities of Tersus Energy Plc.

These MCC subsidiary companies were organized as stand-alone businesses that focus on particular industries and disciplines. Responsibility for all aspects of operations, including service delivery, client acceptance and distribution is borne by these MCC industry-based companies.

Transaction support

MCC supports its industry-based companies with other majority-owned subsidiaries and captive business divisions that provide a variety of administrative, execution, and developmental assistance for MCC client companies.

MCCO2, Inc. is a controlled subsidiary organized in 2005 with the objective of enhancing the business development activities for MCC's client companies across the globe. MCCO2's management team has experience in sales process, sales forecasting, sales management, and revenue enhancement.

MCC Financial Services Advisors, Inc. is a wholly-owned subsidiary formed in 2004, providing investor relations and public relations services to MCC's client companies who are listed on exchanges or quotation media in the United States and the United Kingdom.

In-House Services. In addition to retaining external advisors from time to time, MCC employs its own legal, accounting, information technology, and administrative staff who also assist with client projects from time to time.

Geographic focus

In addition to industry-specific and transaction support subsidiaries, MCC has partnered with teams in the Netherlands, the south-eastern United States, the Middle East, and Africa to focus on

strategic advisory opportunities across multiple industries within their geographic areas. These enterprises are structured as partnerships, joint ventures, or as controlled subsidiaries. They are primarily responsible for sourcing advisory opportunities, local execution assistance to industry-specific MCC group companies, and local distribution intelligence and contacts.

MCC Pleiad (pty) Ltd./MCC South Africa is a controlled subsidiary based in South Africa and responsible for MCC's operations (deal sourcing, distribution, advisory, and capital development) on the African continent. MCC currently holds 74% of MCC South Africa, with Wisdom Keys, MCC's Black Empowerment Partner, holding a 26% interest. MCC South Africa is led by a team of professionals based in offices in Johannesburg and Cape Town.

MCC-Semones & Fields, LLC is a contractual joint venture between MCC and Semones & Fields, LLC, an Orlando-based corporate finance advisory firm, to provide strategic advisory services to companies in the south-eastern United States. MCC holds 51% of the voting and economic interest in this joint venture. MCC-Semones & Fields, LLC specializes in public and private finance for middle stage enterprises, and engages the services of 4 persons on a full or part-time basis. The principals of MCC-Semones & Fields, LLC are Bob Semones, a founder of the Archipelago trading system, and Randall K. Fields, a prominent entrepreneur and securities attorney with over 30 years experience in corporate finance.

MCC MENA, LLC is a newly-formed controlled subsidiary that holds MCC's interests in geographically-oriented advisory activities in the Middle East and North Africa. Currently, MCC MENA is developing controlled advisory subsidiaries and negotiating client agreements in Qatar, Kuwait, Bahrain, and the United Arab Emirates.

Regulated Subsidiaries

There are currently three regulated subsidiaries within the MCC Group, namely: MCC Securities, Inc. Moore Clayton Capital Advisors, Inc. and Moore Clayton & Co (UK) Limited. Moore Clayton Capital Advisors, Inc. is a wholly owned subsidiary of MCC and the sole investment advisor to Equus. MCC Securities, Inc. and Moore Clayton & Co (UK) Limited regularly carry out regulated activities (such as fundraising) required by client companies.

Trends

There are no known trends, uncertainties, demands, commitments or events that are reasonably likely, in the opinion of the Directors and so far as they are aware, to have a material effect on the prospects of the Enlarged Group for at least the current financial year.

Strategic relationships

In addition to the formal partnerships noted above, MCC has developed working relationships with various corporate industry leaders, venture firms, legal and accounting firms, investment banks, and management advisory practices covering North America, Western Europe, the Middle East, South Africa, East Asia, and Australasia to enhance reach, access to capital, deal flow, and deal distribution. The purpose of these relationships is to endeavour to put people and opportunities together in order to enhance business associations, facilitate deal discussions and execution, and leverage an international network.

Competition

The Company believes that in recent years there has been substantial consolidation in the financial services industry. In particular, the Company believes a number of large commercial banks, insurance companies, and other firms have established or acquired substantial corporate financial advisory capabilities as a central component to their operations. As a result, the Company believes that many of these firms now offer a wide range of corporate finance services in-house to complement their advisory services, such as direct loans, lines of credit, bridge financing, and public underwriting.

In addition, the Company believes industry consolidations have increased the ability of these firms to extend their presence overseas. Finally, in the Company's experience, many of these firms have also begun to emphasize earlier stage enterprises in order to capture higher returns from the development of infant technologies. As a result of these developments within the financial services industry, the Company believes the risk that the Enlarged Group will not be able to successfully compete over the long term with larger, better capitalized competitors has increased.

Notwithstanding the Company's beliefs regarding the competitive risks associated with the Enlarged Group, the Directors believe that the combination of strategic advice, access to funding from both strategic and financial sources, strong interpersonal relationships and the ability and capacity to convert these elements into successful transactions as found within the Enlarged Group is rarely found outside the largest investment banks and major consulting firms. Consequently, the Directors believe that the Enlarged Group is positioned to capitalize on the need for small and medium sized firms to have access to personalized and sophisticated financial advisory services.

General Business Information

Intellectual Property Rights, Trademarks and Domains

The Company owns licenses with regard to the development and instalment of its website, including a central online management application and certain software. MCC is registered as the owner of the domain name mccglobal.com and is not aware of any competing claims in relation to such domain. The Company is registered as the owner of the domain name ifexgroup.com and is not aware of any competing claims in relation to such domain. Additionally, MCCO2, Inc., a subsidiary of MCC, has acquired a proprietary piece of software known as Synapsis. This software provides real time data regarding certain revenue and expense streams of business development clients of MCCO2, Inc. This software relies upon industry standard databases, but uses additional proprietary code to provide immediate and relevant feedback. MCCO2, Inc. relies upon Synapsis to develop the business of its clients. There are no other known intellectual property rights in the Enlarged Group upon which the Enlarged Group is or may be dependent.

Material commercial contracts

The business of the Enlarged Group is or may be dependent on the following commercial contracts:

IFEX Group

CICOM Technology Incubator. An important agreement is a Marketing Co-operation Agreement between CICOM, Sophia Antipolis Science Park, Valbonne, France, and the Company dated December 9, 2003. This agreement is outlined in the section "Business Transactions and Legal Relationships with Related Parties" on page 120.

MCC

Equus Fund Advisory. On June 30, 2005, Moore Clayton Capital Advisors, Inc. ("MCCA"), a wholly-owned subsidiary of MCC, became the investment adviser to Equus Total Return, Inc. ("Equus"), a closed-end fund traded on the New York Stock Exchange as a "Business Development Company" as defined under the US Investment Company Act of 1940. MCCA's management agreement dated June 30, 2005, which is terminable by either party on 60 days' notice, entitles MCCA to a management fee of 2% of Equus' net asset value and an incentive fee of 20% on the realization of securities holdings of Equus above the value stated by Equus as at March 31, 2005 and that exceed an 8% annual hurdle rate. In addition, Equus Capital Administration Company, a wholly-owned subsidiary of MCC, is further entitled to a reimbursement charge of \$450,000 per annum for various administrative fees incurred in connection with Equus.

Ability Resources, Inc. MCC Healthcare Group, Inc., a controlled subsidiary of MCC, and MCC Securities, Inc., a wholly-owned subsidiary of MCC, have been engaged by Ability Resources, Inc. (“ARI”), a long term care and disability reinsurance provider, to provide various advisory services including a \$300 million capital raise.. The agreement dated January 2005, entitles the MCC Group to receive the following:

- Initial monthly retainer of \$10,000; and
- A Success Fee in cash equal to 1% of funds raised.

Other Advisory Agreements. Advisory agreements with client companies constitute a substantial majority of the active agreements that entitle MCC to receive remuneration. Other than MCC’s agreement with Ability Resources, Inc. (described above), no single advisory agreement represents a material amount of the actual or anticipated revenue of MCC. Taken as a whole, however, MCC’s advisory agreements are viewed by MCC management as fundamental to its business. MCC’s standard advisory terms which are negotiated with each client and can therefore vary among its various engagements, contain the following:

- Cash retainer;
- Success Fee (typically a combination of cash and equity) based upon a successful raise of debt or equity capital for the client;
- Success Fee (typically a combination of cash and equity) based upon a successful merger, acquisition, or asset sale or purchase involving the client;
- Business development fee (expressed as a percentage of revenues) associated with securing new customers or clients for the client company;
- Reimbursement of expenses incurred in connection with the engagement; and
- Reciprocal confidentiality and indemnification obligations.

Investments

IFEX Group. As far as the Management is aware, there are as of June 30, 2006 no investments held by the IFEX Group other than disclosed in this Prospectus. The SPA is considered as a foreign investment in progress, financed internally by the Company. Since June 30, 2006, there have been no other future investment commitments made by the Company.

MCC. MCC held the following investments as of June 30, 2006:

<u>Name and Description</u>	<u>Cost (or quoted price if listed)</u>
Access Devices, Inc. (common stock)	\$187,500
Angelbourse Group plc (ordinary shares)	\$743,283
Bear Faced Productions, Inc. (common stock)	\$53,027
Broadband Network Systems Ltd. (ordinary shares)	\$138,000
Centurion Gold Holdings, Inc. (common stock)	\$4,210
Cronos Therapeutics Ltd. (ordinary shares)	\$349,185
Cytak	\$900
DDD Group Plc	\$19,626
DigitalML USA, Inc.	\$765
Direct Response Financial Services, Inc.	\$585
Education 20/20, Inc. (common stock)	\$2,418,000
Ensop PTE Ltd. (ordinary shares)	\$100,000
Equus Total Return, Inc. (common stock)	\$10,504,110
Extessy AG (common stock)	\$202,548
Global Network, Inc. (common stock)	\$100,000
Healthcare Enterprise Group PLC (ordinary shares)	\$1,960
Investment in Partnerships	\$4,514
Morphogenesis, Inc. (common stock)	\$103,875

NexiaSoft, Inc. (common stock)	\$5,640,000
NicheMusic.com, Inc. (common stock)	\$200,000
OneLink4Travel, Inc. (common stock)	\$69,667
Onslow Limited (ordinary shares)	\$2,536,802
SportsNuts, Inc.	\$4,821
Starium, Ltd. (common stock)	\$200,000
Synthean, Inc. (common stock)	\$150,000
Tersus Energy Plc (ordinary shares)	\$4,697,736
Wheatstone Energy Group, Inc. (common stock)	\$113,986

Employees

IFEX Group Employees by function

Function	December 31, 2003	December 31, 2004	December 31, 2005	June 30, 2006
Professional/Consultant/Executive	9	3	3	4
Administration	3	0	0	0
Total	12	3	3	4

IFEX Group Employees per Region

Region	December 31, 2003	December 31, 2004	December 31, 2005	June 30, 2006
UK	0	0	0	1
Rest of Europe	12	3	3	3
Total	12	3	3	4

In the figures of the IFEX Group employees are also consultants included who work on service contracts regularly and under direction of the Company, being legally regarded as employed by the IFEX Group despite the legal form of their employment agreement.

MCC Employees by function

Function	December 31, 2003	December 31, 2004	December 31, 2005	June 30, 2006
Professional/Consultant/Executive	28	48	52	56
Administration	4	9	12	10
Total	32	57	64	66

MCC Employees per Region

Region	December 31, 2003	December 31, 2004	December 31, 2005	June 30, 2006
North America	18	37	46	44
UK	12	15	12	15
Rest of Europe	2	2	0	0
Other	0	3	6	7
Total	32	57	64	66

Due to internal fluctuations and assignments the allocation of employees to a certain geographical region can vary and change from time to time, also during the referenced time periods. Therefore, the numbers stated above can only be estimates.

Pension obligations

IFEX Group

Other than statutory obligations for pension contributions relating to its employees under local employment laws, the IFEX Group does not have a separate pension plan or other “employee benefit plan” as defined under the US Employee Retirement Income Security Act of 1974.

MCC

Other than statutory obligations for pension contributions relating to its employees under local employment laws, MCC does not have a separate pension plan or other “employee benefit plan” as defined under the US Employee Retirement Income Security Act of 1974

Properties

IFEX Group. The registered office of the Company is located at Herengracht 478, 1017 CB, Amsterdam, the Netherlands. Besides the office in Amsterdam, the Netherlands, the IFEX Group leases an office in Sophia Antipolis Science Park, Valbonne, France. The IFEX Group does not own property or real estate. The rental agreement for the Amsterdam office (€1,000 per month) is verbal with a notice period of 1 month. The agreement for the office in Sophia Antipolis (€700 per month) has a notice period of 6 months.

MCC. MCC operates from offices in London, New York, San Francisco, Los Angeles, Salt Lake City, Houston, Sophia Antipolis and Johannesburg. Following Closing of the Acquisition, MCC

intends to develop additional representation in mainland Europe, the Gulf States, Australasia, and the Asia-Pacific region.

London lease - 14 Hays Mews - Moore Clayton & Co (UK) Limited and MCC as guarantor have entered into a lease dated February 28, 2006 with Whitehead Mann Limited in relation to the premises located on the ground first and mezzanine floors of 14 Hays Mews, London W1. The permitted use for the premises is as high class offices. The lease provides for the term to commence on February 28, 2006 and expires on October 1, 2009, with an initial rent of £150,000 per annum. The lease is governed by English law.

San Francisco - 444 De Haro - A sublease agreement dated September 1, 2004 has been entered into by Mice Displayworks, Inc. as sublandlord and 02 Venture Partners LLC as subtenant, in relation to the premises situated at 444 De Haro Street, San Francisco, California. The sublease refers to a master lease dated April 2, 2002. The term of the sublease commenced on October 1, 2004 and is due to expire on April 30, 2007. The rent payable under the sublease is \$5,486.26 per month for months 2 to 12 of the sublease term, \$6,063.75 per month for months 13 to 24 of the sublease term and \$6,554.63 per month for the remaining sublease term. Payments under the lease have been taken over by MCCO2 which acquired certain entities owned by the OwensMessina Group pursuant to an agreement and plan of merger dated October 2005. The sublease is governed by the laws of the State of California.

Houston - 2727 Allen Parkway - Equus Capital Management Company has entered into a lease dated October 5, 2003 with American General Life Insurance Company, in relation to the premises located at 2727 Allen Parkway, Houston, Texas. The lease was amended by a first addendum dated February 11, 2004 between the parties under which additional premises were also leased. The permitted use of the premises is as a general office space. The lease commenced on October 5, 2003 and is due to expire on October 31, 2011. The rent for the premises is \$11,023.50 per month from October 5, 2003 to March 31, 2004 and \$12,738.33 per month for the remaining term of the lease. The lease is governed by the laws of the State of Texas.

Salt Lake City - 10757 South River Front Parkway - MCC have entered into a sublease agreement dated May 2005 with Acadia Properties LLC, a subsidiary of Kenneth I Denos, P.C., as tenant in relation to the premises located at 10757 South River Front Parkway, Suite 125, South Jordan Utah. The permitted use for the premises is for general office purposes only. The lease is a related party agreement as Acadia Properties LLC is a Utah limited liability company owned and controlled by Kenneth Denos, who has personally guaranteed the master lease for the premises. The sublease commenced on March 1, 2006 and will expire on March 31, 2011 with a rent of \$6,000 per month, plus an allocation for telecommunications usage and office supplies based on the usage of such services and products relative to other subtenants in the office. The lease is governed by the laws of the State of Utah.

New York - 575 Madison Avenue - RGG Capital Corporation (now MCC Securities, Inc) has entered into an identity plan agreement dated October 7, 1996 with World-Wide Business Centres Inc. Under the agreement MCC Securities, Inc. have agreed to pay \$275 per month, in addition to a \$500 deposit upon signing of the agreement, in consideration for various services including receptionist services, reception of mail at 575 Madison Avenue, New York and eight hours per month free use of a furnished office or small conference room. The agreement has a minimum term of 2 months; however it is automatically renewed on a monthly basis.

Johannesburg - The Oval Office Park - MCC Pleiad (Pty) Ltd. has entered into a sublease agreement dated August 15, 2005 with Wisdom Keys Group (Pty) Ltd in relation to the premises located at The Oval, Willowmore Park Building, Corner Sloane and Meadowbrooke Streets. The permitted use of the premises is solely for business purposes. The term of the sublease is for a period of six months commencing on August 15, 2005 and expiring on February 15, 2006, with a monthly rent of SAR3400. The lease has now expired, but the property continues to be used by MCC Pleiad (Pty) Ltd. on a month to month basis. The lease is governed by South African law.

Los Angeles - 2425 Olympic Boulevard - MCC has entered into a lease dated July 1, 2003 with Water Garden Company L.L.C in relation to the premises located at 2425 West Olympic Boulevard, Santa Monica, California. The premises may only be used for general office purposes. The lease commenced on August 1, 2003 for 3 years, unless the MCC exercises the right to renew for one period of 2 years. The rent payable by MCC is \$57,971.40 for the first year, \$59,721.48 for the second year and \$61,471.56 for the final year of the lease. The lease is governed in accordance with the laws of the State of California.

MCC have entered into a lease in relation to a property located in Sophia Antipolis, France. This lease is due to expire on February 1, 2007, with an option to renew for further one year periods.

Environmental Issues

In the opinion of the Directors, neither the IFEX Group nor MCC own any real property where liability for latent environmental issues might exist. The work product of the Enlarged Group poses no environmental issue.

Litigation and other legal issues

IFEX Group. From time to time the IFEX Group may be involved in legal proceedings incidental to the ordinary course of business. During the twelve months preceding the date of this prospectus, neither the Company nor any of its subsidiaries has been engaged in, nor is currently engaged in, any governmental, legal or arbitrational proceedings which has or may have a significant effect on the financial position of the Company or its subsidiaries and, so far as the Company is aware there are no such proceedings pending or threatened against the Company or its subsidiaries.

MCC. On April 7, 2006, Adam Berk, an individual residing in New York, filed a complaint against MCC and its wholly-owned subsidiary, MCC Financial Services, Inc. ("MCCFS"), a company which drafts press releases and provides other public relations/investor relations services. MCC and MCCFS filed a motion to dismiss, whereupon Mr. Berk filed an amended complaint. The complaint alleges that certain press releases drafted by MCCFS personnel for Centurion Gold Holdings, Inc. ("Centurion"), an OTC-listed mining concern, contained false and misleading information. The complaint specifies four separate causes of action, requesting damages of not less than \$600,000 and punitive damages of \$2,000,000. MCC and MCCFS have filed a motion to dismiss the amended complaint, as management of MCC believe that the claim is without merit and that MCC will ultimately prevail in the matter. In addition, the engagement agreement between MCCFS and Centurion contains a provision requiring Centurion to indemnify MCCFS in connection with matters within the scope of the engagement and MCCFS intends to pursue any and all rights thereto.

MCC Securities, Inc., a wholly-owned subsidiary of MCC, is currently pursuing litigation with INYX, Inc. to collect approximately \$480,000 in fees which it believes are due pursuant to an advisory agreement with INYX. In connection with this proceeding, MCC Securities, Inc. is also pursuing collections against OTC Financial, an unlicensed broker which may have wrongly received some or all of the fee being sought.

Save as disclosed above, no member of the MCC Group is engaged in, or as far as MCC is aware, has pending or threatened, any governmental, legal or arbitrational proceedings, during the period covering at least the previous 12 months prior to the date of this document, which may have, or have had in the recent past a significant effect on MCC and /or the MCC Group's financial position or profitability.

Material corporate contracts

IFEX Group The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the IFEX Group within two years prior to the date of this document and are or may be material:

The SPA dated August 22, 2006 between the Company, the MCC Shareholders, Anthony Moore, Sharon Clayton and Kenneth Denos, under which the Company agrees to acquire the outstanding MCC Shares for an aggregate purchase price of €60,000. Under the SPA the MCC Shareholders will also subscribe for an aggregate of 375,000,000 new Shares at an issue price of €0.16 per share. As a result, depending on the number of Placing Shares to be issued, the MCC Shareholders collectively may hold a majority of Shares after the Closing. A detailed description of the SPA is set out starting on page 65 of this document;

The Company has entered into consultancy agreements with Mr. A.J.M. Willemsen, Fascinating Stones B.V. (a company wholly-owned by Mr. Niels Reijers, a former member of the Management Board), Mr. D. Harris, a former member of the Supervisory Board, and Mr. S. Holland, a former member of the Supervisory Board. Such agreements are described in more detail in the section “Business Transactions and Legal Relationship with Related Parties” on page 120.

The Company has entered into service agreements with each Member of the Supervisory Board and each Member of the Management Board. Such agreements are described in more detail in the section “Business Transactions and Legal Relationship with Related Parties” on page 120.

The Company and IFEX Ltd entered into a share purchase agreement dated August 8, 2005 with John Gunn as seller to purchase 100% of the outstanding share capital of GIS. Under the agreement, the Company purchased, on behalf of and for the benefit of IFEX Ltd, one ordinary share of £1 in GIS with full title guarantee and free from all encumbrances. In consideration for the purchase of the share capital, John Gunn received 4 million registered shares in the Company. John Gunn was also required to remain as director of GIS for a period of two years from the completion date. Under the agreement completion is defined as the date of the agreement or a mutually agreed date no more than 28 days after the date on which completion would otherwise have taken place. At completion 2 million of the shares in the Company to be given as consideration were deposited with VEM (for the account of John Gunn) for a period of 3 months subject to the satisfaction of various conditions, with the remaining 2 million shares being transferred directly to John Gunn. The conditions to be satisfied within 3 months of the completion date included; John Gunn taking all reasonably required steps to assist the Company in listing the Bahamas Film Studio and LTV on a US-based quotation system (e.g. Pink Sheets quotation system or over the counter bulletin board); and GIS applying for registration to perform controlled functions under the approved persons regime with the Financial Services Authority. Upon satisfaction of each condition, 16.66% of the consideration shares were to be released, following written confirmation from both parties. The agreement includes a share claw-back provision, entitling the IFEX Group to claw-back 16.66% of the shares given as consideration within 30 days in the event of any of the above mentioned conditions not being satisfied. With effect from December 1, 2005, GIS was granted permission under Part IV of the Financial Services and Market Act 2000 to act as an authorized person in the UK. At completion John Gunn entered into a 2 year service agreement with the Company. The share purchase agreement is governed by English law. The Company has sold its interest in GIS because the Enlarged Group will include a FSA regulated entity in the form of MCC UK and will no longer require GIS to perform this function.

MCC The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the MCC Group within two years prior to the date of this document and are or may be material:

Convertible notes issued by MCC with a principal value of \$19.7 million that are convertible into an aggregate of 7,996,158 MCC Shares. These are comprised of two rounds of fixed rate convertible notes issued by MCC to Manchester Securities Corp., a subsidiary of Elliot & Associates, the first of which was issued on June 30, 2005 in relation to which the principal amount of \$13,000,000, the second of which was issued on December 30, 2005 in relation to which the principal amount of \$6,700,000, is outstanding both have a conversion price of 80% of the lower of (A) \$2.61 per share at the prevailing exchange rate (80% of approximately £34.5m in June 2005) and subject to adjustment with respect to anti-dilution provisions) and (B) the reference price (both to be translated into US dollars at the rate prevailing at the appropriate time). The reference price is the lowest of:

- i. The initial issue price of the ordinary shares at the time of admission to AIM (the market of that name operated by London Stock Exchange plc)
- ii. The volume weighted average price of the ordinary shares on AIM for the first 30 trading days following admission to AIM if there is no qualifying IPO (as defined in the notes)
- iii. The issue price of the shares for the issue that triggers the qualifying IPO (as defined in the notes) criteria if there is a qualifying IPO.

The conversion price will not be adjusted retrospectively for Notes that have previously been converted.

Alpine Atlantic Asset Management Limited was issued four rounds of fixed rate convertible notes at a conversion price of \$2.61 the first and the second of which were issued on August 1, 2005 in relation to which the total principal amount of \$1,645,000 is outstanding with a maturity date of 2008. The third round of notes was issued on October 25, 2005 for \$300,000 with a maturity date of October 25, 2008. The fourth round of notes was issued to Dynacap Global Performance Ltd., an associate of Alpine Atlantic Asset Management Limited on October 25, 2005 for \$500,000. In connection with the Acquisition and pursuant to the SPA, the Company has assumed MCC's obligations in respect of these notes;

Various common stock purchase warrants issued by MCC to certain people to acquire 2,897,807 MCC Shares, at a weighted average exercise price of \$1.75 per MCC Share. Under the SPA, the Company will assume the obligations of MCC with respect to these warrants;

Common stock purchase options over 7,750,710 MCC Shares, granted by MCC under the MCC Stock Option Plan at a weighted average exercise price of \$2.03 per Share. These options were granted to 97 persons who are either employees, directors, or consultants of MCC. Options granted under the MCC Option Plan vest rateably over a three to four year period from the date of grant. Under the terms of the SPA, the Company will assume the obligations of MCC with respect to the common stock purchase options. The number of MCC Shares which would have been issued on exercise of outstanding options under the MCC Option Plan will be multiplied by the Exchange Ratio in order to determine the number of new Shares which may be issued by the Company on the assumption of MCC obligations thereunder;

A further 270,272 common stock purchase options granted by MCC under stand-alone agreements dated February 1, 2005 to certain persons at an exercise price of \$0.63 per share. Under the terms of the SPA, the Company will assume the obligations of MCC in respect of the stand-alone agreements.

Anthony Moore and Kenneth Denos, the Chairman of the Supervisory Board and Chief Executive Officer of the Enlarged Group respectively, each hold 10 shares of Series A Preferred Stock of MCCA (the "Preferred Stock"). Each share of Preferred Stock is entitled to 100 shareholder votes. In the aggregate, Mr. Denos and Mr. Moore have 2,000 shareholder votes which combined is two-thirds of the total shareholder votes of MCCA. The Preferred Stock is not convertible into common stock of MCCA. The holders of Preferred Stock are not eligible for dividends or for distributions in the event of liquidation, dissolution, or winding-up of MCCA. MCCA shall redeem the Preferred Stock for an aggregate of \$1.00 in the event of death or discontinuation of service of the Preferred Stock holders.

A loan agreement dated January 27, 2006 entered into between the International Bank of Commerce ("IBC") and MCCA (the "IBC Loan Agreement"), which subsumed a loan agreement dated September 14, 2005 between IBC and MCCA. Under the IBC Loan Agreement, MCCA will be entitled to borrow under a revolving line of credit up to \$2,000,000. The principal amount advanced and owing under the IBC Loan Agreement shall be repayable in accordance with the terms of the agreement, and in any event by January 14, 2007.

A security agreement dated September 14, 2005 entered into between IBC and MCCA. Under the security agreement, MCCA have granted IBC a first and exclusive lien and security interest over the personal property of MCCA and all accounts receivable to secure the obligations of MCCA under the IBC Loan Agreement. Under the security agreement MCCA have given various warranties including not to lend or dispose of any of the pledged property and accounts receivable and to keep the same free from unpaid charges, liens and security interests. The lien, security interest and warranties are reflected in the consolidated accounts of MCC for 2005.

A guarantee agreement dated September 14, 2005 entered into between IBC and MCC (the “IBC Parent Guarantee”). Under the IBC Parent Guarantee, MCC agrees to guarantee all liabilities and obligations of MCCA due to IBC under the IBC Loan Agreement and to ensure the performance and discharge of all obligations of MCCA under the IBC Loan Agreement and related security agreement. The agreement will remain in force until the guaranteed indebtedness has been repaid to IBC in full.

A securities purchase agreement dated June 21, 2005 entered into between Elliott and MCC. Under this agreement MCC agrees to sell and issue to Elliott: (i) an aggregate of \$13 million in principal amount of MCC fixed rate convertible notes; and (ii) under certain circumstances warrants to purchase shares of MCC common stock. Pursuant to this agreement, MCC and Elliott entered into two pledge agreements dated June 30, 2005 in order to secure the full and punctual payment and performance of all liabilities owing by MCC to Elliott in connection with the securities purchase agreement. Under the first pledge agreement, MCC granted Elliott a first priority exclusive security interest in: (i) 750,000 shares of common stock in MCCA; and (ii) 1,000,000 share of common stock in Equus Capital Administration Company owned by MCC. The second pledge agreement was entered into between MCC, Elliott and MCC Europe Ltd, granting the following additional security to Elliott: (i) 250,000 shares of common stock in MCCA and (ii) 825,520 shares of common stock of Equus. Under the terms of both pledge agreements, upon the discharge or payment in full of the secured obligations, the security interest created by the agreements will cease and terminate with the pledged stock being returned to MCC and MCC Europe Ltd. The agreements are governed in accordance with laws of the State of New York.

GENERAL INFORMATION ON THE COMPANY

Company Name, Corporate Domicile, Corporate Objective and Fiscal Year

The Company, which was incorporated on October 29, 1999, is recorded in the Trade Register of the Chamber of Commerce and Industry of Amsterdam under the name “IFEX Innovation Finance & Equity Exchange N.V.” (registration number 34120086). The Company is a public limited liability company (*naamloze vennootschap*), incorporated under Dutch law and in principle subject to Dutch law. The Company is also subject to the Financial Services and Markets Act (2000) (UK), the Securities Act of 1933 (US), the Securities Exchange Act of 1934 (US), the Investment Company Act of 1940 (US), the Investment Advisers Act of 1940 (US), and regulations promulgated under these acts, including those of the National Association of Securities Dealers in the United States. The Company does not have any business operations in Germany, however the Company is listed on the Frankfurt Stock Exchange and is therefore subject to applicable rules and regulations in that regard. Other laws and regulations may also apply, depending on the nature of contemplated transactions involving the Company. The Company’s registered office is Herengracht 478, 1017 CB Amsterdam, The Netherlands and its telephone number is +31 20 428 95 34. Its fiscal year begins on January 1st of each year and ends on December 31st of each year. The objects and purposes of the Company can be found in article 2 of the Articles of Association of the Company.

Following the Closing, the business of the Company will be operated principally through MCC. MCC is an international advisory and investment firm offering strategic, operating, financial advisory, and investment assistance to client companies in a variety of industry sectors. These services were originally offered through separate divisions of MCC, but are now offered through controlled or wholly-owned subsidiaries, some of which have been recently established and others which have been operating since 2001. Established in 1999, MCC provides a range of advisory and investment services to both emerging and established companies that seek to capitalize on opportunities created from the convergence of traditional industries with new technologies that have the potential to effect substantial change. MCC’s advisory personnel offer in-depth sector knowledge, as well as access to international financial markets. MCC also provides strategic opportunities for clients through its global network of professionals, financial intermediaries, and senior executive level corporate access. Working closely with its clients, MCC’s advisory professionals explore the risks and rewards of a variety of strategic development and transactional alternatives such as international agreements and negotiations, joint ventures, mergers and acquisitions, consolidations, divestitures, privatizations, and recapitalizations. MCC also advises clients on capital structures and helps develop solutions designed to unlock value and capitalize on opportunities.

In addition to advisory services for client companies, MCC also offers developmental assistance to private and public capital funds. During 2005, Moore Clayton Capital Advisors, Inc., a wholly-owned subsidiary of MCC, became the sole investment adviser to Equus, a closed-end fund trading on the New York Stock Exchange as a business development company. The net asset value of Equus as at September 30, 2006 was \$92.9 million. MCC is also seeking to raise capital for one or more private equity funds that may invest in MCC client companies or other opportunities.

MCC and its subsidiaries have an active portfolio of client companies diversified by geography, industry and stage of development with the objective of maintaining a diversified portfolio capable of generating significant cash fees from multiple revenue sources and capital appreciation returns over time. Because MCC works with a number of growing companies, it operates in a high risk/high reward environment, although the MCC business model seeks to alleviate as much risk as possible.

Prior to the signing of the SPA, and pursuant to its Articles of Association, the Company’s objects are to develop and offer services over the internet; the incorporation of, the participation in, the finance and the management of other companies, the exercise of all rights connected to those shares, participations, and interest, the management of companies, especially – yet not exclusive – in the field of structured finance, venture capital, and fund raising transactions; to render administrative, technical, financial, economic or managerial services to companies, enterprises or other persons; to

acquire, dispose of, manage and utilize real and personal property, things and rights; to acquire revenues resulting from the disposal or granting of licenses to use copyrights, patent, models, secret processes or formulas, trade marks and other such rights; to acquire royalties, including rents, in respect of films or in respect of the use of industrial, commercial or scientific installations; to borrow and lend moneys, stand surety, guarantee in any other manner, and bind itself jointly and severally or otherwise in addition to or for others; the foregoing whether or not in collaboration with third parties and inclusive of the performance and promotion of all activities which directly or indirectly relate to those objects, all this in the broadest sense of the words.

Duration and Dissolution

Pursuant to Dutch law, the Company is established for an indefinite period. The Company may be dissolved by a resolution of the general shareholders' meeting upon proposal by the supervisory board. Upon dissolution, any assets of the Company remaining after the liabilities have been met and after payment of the costs of dissolution will be distributed first to the holders of preference shares and, if any assets remain to be distributed, these asset will be distributed to the holders of ordinary shares based on their proportional shareholdings, subject to liquidation preference rights of holders of preference shares, if any.

Dividend Policy

The Company has never previously paid or declared any dividends on its shares. The Company currently expects to retain such future earnings that may be required to sustain the growth and development of the Company's business. The Board does intend to pay cash or other dividends, at a future time, when surplus profits may be available after such retention as that described above.

Auditors and Reporting Accountant

The Company's group financial statements and individual financial statements for the year ended December 31, 2003 2004 and 2005 have been audited by Horlings Brouwer & Horlings, Koningslaan 30, 1075 AD Amsterdam, The Netherlands, who issued a disclaimer of opinion in that respect due to a number of factors outlined in the Auditor report (included in this prospectus). Mr WJM Smeets who is the auditor responsible for auditing the accounts of the Company at Horlings Brouwer & Horlings is a member of the Dutch Royal Institute of Registeraccountants (NIVRA). MCC's group financial statements and individual financial statements for the year ended December 31, 2003, 2004, and 2005 have been audited by Stayner, Bates & Jensen, P.C., 510 South 200 West, Suite 200, Salt Lake City, Utah 84101, USA, who issued a qualified opinion in 2005 due to the fact that 1) they had not reviewed the working papers of the third party Auditor of two subsidiaries -- MCCA and Equus Capital Administration Company -- and did not rely on the audits of the other firm in forming their opinion, and 2) they were not able to ascertain the carrying value of the investments due to the lack of readily available market values and the inherent uncertainty of the valuation. The audits of the MCC Group for the years 2003, 2004, and 2005 were not obligatory under the applicable laws of the United States and were carried out only at the request of management. Each of the partners at Stayner, Bates & Jensen, P.C. is registered individually with the Utah Association of Certified Public Accountants and the American Institute of Certified Public Accountants and licensed to audit non-publicly quoted entities.

During the AGM on May 24, 2006, the shareholder's affirmed the appointment Horlings Brouwer & Horlings, Koningslaan 30, 1075 AD Amsterdam, The Netherlands as auditors for fiscal year 2006.

The reporting accountant for the purposes of the pro-forma financial information is Grant Thornton UK LLP of Grant Thornton House, Melton Street, London NW1 2EP, United Kingdom, a member of the Institute of Chartered Accountants in England and Wales.

Notices

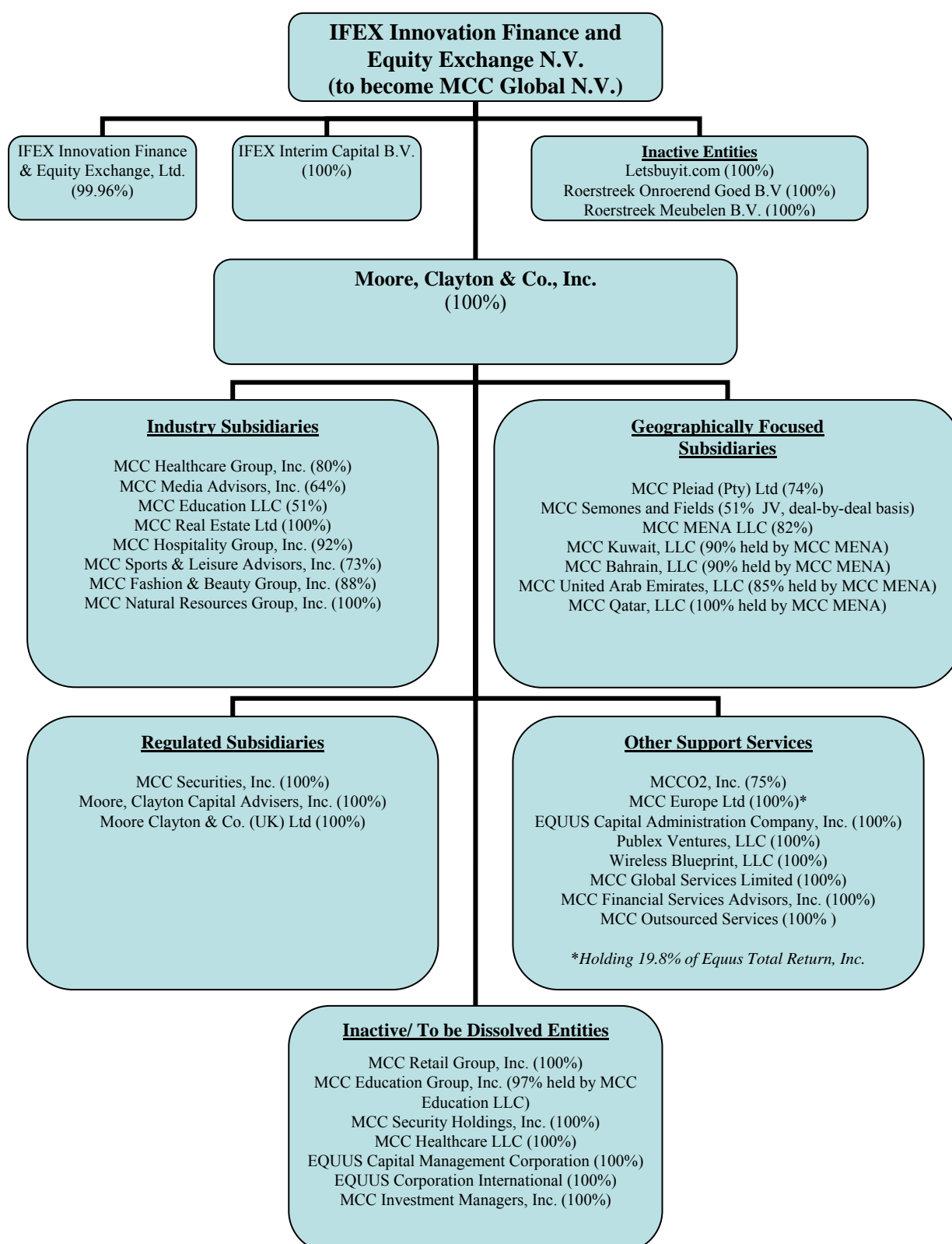
A notice convening a shareholders' meeting shall be given by publication in (i) a daily newspaper with national circulation in the Netherlands and (ii) in a daily newspaper with a national circulation in every country in which the Shares in the capital of the Company are listed (currently and on the Closing, in Germany only). A notice relating to distributions shall be given by publication in a daily newspaper with a national circulation in the Netherlands and in such a manner as considered desirable by the Supervisory Board.

Corporate Governance

During the year 2004, the Dutch Corporate Governance Code became applicable to the Company. The Company does not comply with certain provisions of the Dutch Corporate Governance Code. The annual reports of the Company for 2004 and 2005 do not contain an explanation why the Company does not comply with these provisions. To this date, the Company has not complied with the provisions of the Dutch Corporate Governance Code, as previous management of the Company was under a misapprehension regarding the applicability of the Dutch Corporate Governance Code. The Company is currently investigating compliance with the Dutch Corporate Governance Code.

Group Structure

As a result of the SPA between the Company and the MCC Shareholders, the resulting Company structure as of the Closing of the Acquisition, is illustrated as follows:



IFEX Innovation Finance & Equity Exchange Ltd.

Registered office	Lynton House, 7-12 Tavistock Square , London WC1H 9BQ, United Kingdom
Ownership as of December 31, 2005	99.96%
Share Capital as of December 31, 2005	Authorised 2,500,000 shares at £1.00 - each Issued 1,999,110 shares at £1,999,110 Share Capital including Premium €2,907,453
Business Object	Corporate finance and business consultants
Turnover	2005 - €10,570
Book value of the holding by the Company as of December 31, 2005	€2,958,865
Liabilities vis-à-vis the Company as of December 31, 2005	€2,533,866
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

IFEX Interim Capital B.V.

Registered office	Herengracht 478, 1017 CB Amsterdam , the Netherlands
Ownership as of December 31, 2005	100%
Share Capital as of December 31, 2005	Share Capital (no premium) €19,455
Business Object	Corporate finance and business consultants
Book value of the holding by the Company as of December 31, 2005	€2,990,199
Liabilities vis-à-vis the Company as of December 31, 2005	€867,279
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

Moore, Clayton & Co., Inc. (consolidated)

Registered office	1209 Orange Street, Wilmington, Delaware, 19801, United States
Ownership by the Company as of Closing	100%
Share Capital as of December 31, 2005	\$19,650
Business Object	Corporate finance and business consultants
Turnover	€8,663,561
Retained profit as of December 31, 2005	(€2,682,280)
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Europe Ltd.

Registered office	14 Hay's Mews, London W1J 5PT, United Kingdom
Ownership by the Company as of Closing	100%
Share Capital as of December 31, 2005	£1,000
Business Object	Investment holdings company
Turnover	€0
Retained profit as of December 31, 2005	(€3,479)
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Sports & Leisure Advisors, Inc.

Registered office	1209 Orange Street, Wilmington, Delaware, 19801, United States
Ownership by the Company as of Closing	73%
Share Capital as of December 31, 2005	\$5,000
Business Object	Corporate finance and business consultants for businesses in the sports & leisure sector
Turnover	€0
Retained profit as of December 31, 2005	€0
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Healthcare Group Inc.

Registered office	1209 Orange Street, Wilmington, Delaware, 19801, United States
Ownership by the Company as of Closing	80%
Share Capital as of December 31, 2005	\$2,940
Business Object	Corporate finance and business consultants for businesses in the healthcare sector
Turnover	€275,137
Retained profit as of 31, 2005	(€378,797)
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Media Advisors, Inc.

Registered office	1209 Orange Street, Wilmington, Delaware, 19801, United States
Ownership by the Company as of Closing	64%
Share Capital as of December 31, 2005	\$6,291
Business Object	Corporate finance and business consultants for businesses in the media sector
Turnover	€368,448
Retained profit as of December 31, 2005	(€1,339,508)
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Real Estate Limited

Registered office	14 Hay's Mews, London, W1J 5PT , United Kingdom
Ownership by the Company as of Closing	100%
Share Capital as of December 31, 2005	£1,000
Business Object	Corporate finance and business consultants for the real estate sector
Turnover	€0
Retained profit as of December 31, 2005	€0
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Education, LLC.

Registered office	1209 Orange Street, Wilmington, Delaware, 19801, United States
Ownership by the Company as of Closing	51%
Share Capital as of December 31, 2005	\$5,000
Business Object	Corporate finance and business consultants for the education sector
Turnover	€35,417
Retained profit as of December 31, 2005	(€118,693)
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Hospitality Group, Inc.

Registered office	1209 Orange Street, Wilmington, Delaware, 19801, United States
Ownership by the Company as of Closing	92%
Share Capital as of December 31, 2005	\$5,000
Business Object	Corporate finance and business consultants to hospitality & lifestyle sector businesses
Turnover	€12,864
Retained profit as of December 31, 2005	(€118,016)
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Natural Resources Group, Inc.

Registered office	1209 Orange Street, Wilmington, Delaware, 19801, United States
Ownership by the Company as of Closing	100%
Share Capital as of December 31, 2005	\$4,875
Business Object	Corporate finance and business consultants to natural resources sector businesses
Turnover	€0
Retained profit as of December 31, 2005	(€30,530)
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Fashion & Beauty Group, Inc.

Registered office	1209 Orange Street, Wilmington, Delaware, 19801, United States
Ownership by the Company as of Closing	88%
Share Capital as of December 31, 2005	\$0
Business Object	Corporate finance and business consultants to fashion and beauty related businesses
Turnover	€0
Retained profit as of December 31, 2005	€0
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCCO2, Inc.

Registered office	1209 Orange Street, Wilmington, Delaware, 1980, United States
Ownership by the Company as of Closing	75%
Share Capital as of December 31, 2005	\$2,000
Business Object	Corporate finance, business accelerators and consultants to early stage technology companies
Turnover	€296,443
Retained profit as of December 31, 2005	(€361,887)
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Global Services Ltd.

Registered office	14 Hay's Mews, London, W1J 5PT , United Kingdom
Ownership by the Company as of Closing	100%
Share Capital as of December 31, 2005	£1
Business Object	U.K. internal personnel management company
Turnover	€0
Retained profit as of December 31, 2005	(€106,395)
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Pleiad (Pty) Ltd.

Registered office	17 Twelfth Avenue, Parktown North, Johannesburg 2193, South Africa
Ownership by the Company as of Closing	74%
Share Capital as of December 31, 2005	\$140
Business Object	Corporate finance and business consultants to businesses for sub-Saharan Africa
Turnover	€71,961
Retained profit as of December 31, 2005	(€11,422)
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC MENA, LLC

Registered office	1209 Orange Street, Wilmington, Delaware, 19801, United States
Ownership by the Company as of Closing	82%
Share Capital as of December 31, 2005	€0
Business Object	Corporate finance and business consultants for businesses in the Middle East and Northern Africa, subsidiaries of MCC MENA, LLC include MCC United Arab Emirates, LLC (85%), MCC Kuwait LLC (90%), MCC Bahrain, LLC (90%) and MCC Qatar, LLC (100%)
Turnover	€0
Retained profit as of December 31, 2005	€0
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

Moore, Clayton & Co. (UK) Ltd.

Registered office	14 Hay's Mews, London, England, W1J 5PT, United Kingdom
Ownership by the Company as of Closing	100%
Share Capital as of December 31, 2005	£100
Business Object	FSA regulated company specializing in raising capital for client companies
Turnover	€390,233
Retained profit as of December 31, 2005	€38,418
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

Moore Clayton Capital Advisers, Inc.

Registered office	1209 Orange Street, Wilmington, Delaware, 19801, United States
Ownership by the Company as of Closing	100%
Share Capital as of December 31, 2005	\$5,000
Business Object	SEC approved Investment Adviser to Equus, a NYSE listed investment fund
Turnover	€1,483,247
Retained profit as of December 31, 2005	€714,114
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

Equus Capital Administration Co., Inc.

Registered office	1209 Orange Street, Wilmington, Delaware, 19801, United States
Ownership by the Company as of Closing	100%
Share Capital as of December 31, 2005	\$5,000
Business Object	Administrative support company working with Moore Clayton Capital Advisers, Inc.
Turnover	€31,250
Retained profit as of December 31, 2005	(€365,471)
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Financial Services Advisors, Inc.

Registered office	1209 Orange Street, Wilmington, Delaware, 19801, United States
Ownership by the Company as of Closing	100%
Share Capital as of December 31, 2005	\$5,000
Business Object	Investment relations and public relations providers specifically for public companies
Turnover	€339,604
Retained profit as of December 31, 2005	(€105,003)
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

Publex Ventures, LLC

Registered office	1209 Orange Street, Wilmington, Delaware, 19801, United States
Ownership by the Company as of Closing	100%
Share Capital as of December 31, 2005	\$0
Business Object	Inactive Business
Turnover	€0
Retained profit as of December 31, 2005	€0
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

Wireless Blueprint, LLC

Registered office	1209 Orange Street, Wilmington, Delaware, 19801, United States
Ownership by the Company as of Closing	100%
Share Capital as of December 31, 2005	\$0
Business Object	Inactive Business
Turnover	€0
Retained profit as of December 31, 2005	€0
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Securities, Inc.

Registered office	575 Madison Ave., Ste. 1006, New York, 10022 New York, United States
Ownership by the Company as of Closing	100%
Share Capital as of December 31, 2005	\$20
Business Object	An NASD registered broker-dealer with the object of raising capital in the United States for company clients
Turnover	€61,739
Retained profit as of December 31, 2005	€277,018
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Kuwait, LLC

Registered office	1209 Orange Street, Wilmington, Delaware, 19801 United States
Ownership by the Company as of Closing	90% owned by MCC MENA, LLC
Share Capital as of December 31, 2005	\$5,000
Business Object	Inactive Business
Turnover	€0
Retained profit as of December 31, 2005	€0
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Bahrain, LLC

Registered office	1209 Orange Street, Wilmington, Delaware, 19801 United States
Ownership by the Company as of Closing	90% owned by MCC MENA, LLC
Share Capital as of December 31, 2005	\$5,000
Business Object	Inactive Business
Turnover	€0
Retained profit as of December 31, 2005	€0
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC United Arab Emirates, LLC

Registered office	1209 Orange Street, Wilmington, Delaware, 19801 United States
Ownership by the Company as of Closing	85% owned by MCC MENA, LLC
Share Capital as of December 31, 2005	\$5,000
Business Object	Inactive Business
Turnover	€0
Retained profit as of December 31, 2005	€0
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Qatar, LLC

Registered office	1209 Orange Street, Wilmington, Delaware, 19801 United States
Ownership by the Company as of Closing	100% owned by MCC MENA, LLC
Share Capital as of December 31, 2005	\$5,000
Business Object	Inactive Business
Turnover	€0
Retained profit as of December 31, 2005	€0
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Securities Holdings, Inc.

Registered office	1209 Orange Street, Wilmington, Delaware, 19801 United States
Ownership by the Company as of Closing	100%
Share Capital as of December 31, 2005	\$5,000
Business Object	Holding Company
Turnover	€0
Retained profit as of December 31, 2005	€0
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

MCC Outsourced Services, Inc.

Registered office	1209 Orange Street, Wilmington, Delaware, 19801 United States
Ownership by the Company as of Closing	100%
Share Capital as of December 31, 2005	\$5,000
Business Object	Inactive Business
Turnover	€0
Retained profit as of December 31, 2005	€0
Book value of the holding by the Company as of December 31, 2005	€0
Liabilities vis-à-vis the Company as of December 31, 2005	€0
Accounts receivable vis-à-vis the Company as of December 31, 2005	€0

Certain Shareholders

The following table contains (i) a list of all names of members of the Supervisory Board and members of the Management Board who are beneficial owners of Shares of the Company⁽¹⁾, and (ii) information on Shares held by all members of the Supervisory Board and Management Board as a group on the date of Admission.

Director Name	Shares held prior to Closing	Company Options held prior to Closing	Shares held after Closing (Percentage) ⁽¹⁾	IFEX Options, warrants and other instruments to acquire IFEX Shares held after Closing	Age	Position
Anthony Moore ⁽²⁾	0	0	83,971,089 (14.80 %)	2,325,328	61	Chairman – Supervisory Board
Sharon Clayton	0	0	89,314,024 (15.74 %)	2,325,328	42	Chairman – Management Board
Kenneth Denos	0	0	47,742,366 (8.42 %)	4,069,328	38	Chief Executive Officer – Management Board
Richard Meek	0	0	0	10,084,506	43	Chief Financial Officer – Management Board
Charles Balfour	0	0	0	0	53	Supervisory Board Director
George Warren	0	0	0	0	69	Supervisory Board Director
Andrew Milne	0	0	0	0	54	Supervisory Board Director
Supervisory and Management Board as a Group (7 Persons)	0	0	221,027,479 (38.96 %)	18,804,490		

(1) Based upon 567,309,045 Shares comprised of: 97,897,280 Shares outstanding at the date of this prospectus, plus Subscription Shares, Management Shares, VEM Shares and Placing Shares (assuming a €10 million raise at a ratio of 75% Placing Shares and 25% Placing Convertibles)

(2) Includes 1,419,616 Shares held by or on behalf of members of Anthony Moore's family

The following table shows details of persons (excluding the Directors whose interests are set out above) who directly or indirectly have or will have on Admission an interest of 5 % or more in the Company's capital. Where the holder's interest derived from MCC Shares, the numbers representing Shares and Company Options in these tables have been calculated using an exchange ratio of 17.44 Shares for each converted MCC Share or MCC Option. Though not noted in the table, certain other holders of rights (e.g. convertibles) may, upon conversion, hold in excess of 5% of the Company. Holders of such rights are described in this prospectus beginning on page 66.

Name	Shares held prior to Closing (Percentage)	Shares held after Closing (Percentage)
Mountain Lodge Foundation	Unknown	at least 30,883,171 (6.46 %)

Other than the SPA, the MCC Notes, the issue of the Placing Shares, the exercise of Placing Warrants and the conversion of the Placing Convertibles, the Directors are not aware of any arrangements, the operation of which might result in a change of control of the Issuer.

DESCRIPTION OF SHARE CAPITAL

Set forth below is a complete overview about the share capital of the Company. Furthermore stated below is a summary of certain provisions of the Company's Articles of Association, as amended, and of certain provisions of Dutch law. This summary does not purport to be complete and is qualified in its entirety by reference to the Company's Articles of Association (which are available for inspection during the life of this prospectus at the Company's registered office) and applicable Dutch law. The shares will be issued under Dutch Law.

Ordinary Shares

Ordinary shares are available in bearer form only, subject to the provisions included in the Articles of Association of the Company. Ordinary shares are evidenced by one or more (global) bearer share certificates (the "Global Certificate"), to be kept by an international central institution appointed by the Company's Management Board. The international central institution keeps the Global Certificate in the name of and on behalf of the entitled person(s) in a joint deposit (*verzameldepot*). All shares of the Company referred to in this prospectus are bearer ordinary shares. The shares are freely transferable. Transfer of a share is effected by transferring the respective share certificate or, in the event of shares entered for deposit with a depositary bank (*Wertpapiersammelbank*), as provided by the terms and conditions applied by such depositary bank. All of the Company's bearer ordinary shares are evidenced by the Global Certificate(s) deposited with Clearstream Banking AG, Frankfurt am Main, Neue Börsenstraße 8, D-60487 Frankfurt am Main, Germany. In accordance with a resolution of the Management Board, no shareholder is entitled to receive individual share certificates evidencing the shares held by such shareholder.

Preference Shares

No preference shares have been issued. If issued, preference shares will be issued in registered form only. No share certificates may be issued for preference shares. Preference shares may be issued against partial payment of the nominal value, provided that at least 25% of the par value thereof must be paid upon issuance and that the obligatory part of the nominal value to be paid must be equal for each preference share. The Management Board may, subject to the approval of the Supervisory Board, resolve on which day and up to which amount a further call must be paid on preference shares which have not yet been paid up in full. The preferred dividend rights attached to preference shares are described under "Net Profits and Dividends" below.

Transfer of Preference Shares

The transfer of preference shares or the vesting or transfer of a limited right thereto requires a deed and a pronouncement (*betekening*) of this deed to the company or a written acknowledgment of this transfer by submitting this deed to the company.

Pre-emptive Rights

Holders of ordinary shares have pre-emptive rights with respect to future issuances of ordinary shares, in proportion to the number of ordinary shares held by them, unless limited or excluded as described below. Holders of ordinary shares shall not have pre-emptive rights in respect of any future issuances of preference shares. Holders of preference shares shall not have pre-emptive rights in respect of any future issuances of share capital. Pre-emptive rights do not apply with respect to ordinary shares issued against contributions other than in cash or ordinary shares issued to the employees of the Company or a member of its group. Under the Articles of Association of the Company, the pre-emptive right can, in accordance with the applicable articles of the Dutch Civil Code, be restricted or excluded for each issue, by the authorized company body. In the case where the Management Board is the authorized company body, for such a resolution the approval of the Supervisory Board, is required. Pursuant to the amended Articles of Association, the Management Board has been granted such authority, subject to the approval of the Supervisory Board, until September 13, 2010. The authority of the Management Board to limit or exclude pre-emptive rights

can only be exercised if at that time the authority to issue shares is in full force and effect. The authority to limit or exclude pre-emptive rights may be extended in the same manner as the authority to issue ordinary shares. If there is no designation of the Management Board to limit or exclude pre-emptive rights in force, the General Meeting has the authority to limit or exclude such pre-emptive rights, but only upon the proposal of the Supervisory Board.

Resolutions of the General Meeting (i) to limit or exclude pre-emptive rights or (ii) to designate the Management Board as the corporate body that has authority to limit or exclude pre-emptive rights, require a majority of at least two-thirds of the votes cast in a meeting of shareholders if less than 50% of the issued share capital is present or represented. Furthermore, a resolution to limit or exclude pre-emptive rights shall only be valid if such resolution has been proposed to the General Meeting by the Supervisory Board.

Acquisition by the Company of its Own Securities

The Company may acquire its own securities (including the ordinary shares and preference shares), subject to certain provisions of Dutch law and the Articles of Association, if (i) shareholders' equity less the payment required to make the acquisition does not fall below the sum of paid-up and called up capital and any reserves required by Dutch law or the Articles of Association and (ii) the Company and its subsidiaries would not thereafter hold securities with an aggregate nominal value exceeding one-tenth of the issued share capital of the Company. Any shares held by the Company in its own capital or those held by any of the subsidiaries of the Company may not be voted. An acquisition by the Company of any of its own securities may be effected by the Management Board, subject to the approval of the Supervisory Board. Acquisition by the Company of its own securities may only take place if the General Meeting has granted to the Management Board the authority to effect such acquisitions. Such authority may apply for a maximum period of 18 months and must specify the number of securities that may be acquired, the manner in which they may be acquired and the price limits within which they may be acquired.

The Company currently does not hold any of its own securities. None of the Company's subsidiaries currently hold securities of the Company.

Capital Reduction

Subject to the provisions of Dutch law and the Articles of Association, the General Meeting may, upon the proposal of the Management Board, as approved by the Supervisory Board, resolve to reduce the issued share capital by (i) cancelling shares or (ii) reducing the nominal value of shares through an amendment of the Articles of Association. Cancellation with repayment of shares in partial repayment on shares or release from the obligation to pay up may also be made or given exclusively with respect to ordinary shares or Preference Shares.

Annual Accounts

The Company has a calendar fiscal year. Dutch law requires that within five months after the end of the fiscal year, unless the General Meeting has extended this period by a maximum period of six months on account of special circumstances, the Management Board must submit to the shareholders a report with respect to that fiscal year, including the financial statements for such year accompanied by a report of an independent accountant. The annual report is submitted to the annual General Meeting for adoption.

Net Profits and Dividends

Subject to certain exceptions, dividends may be paid only out of profits as shown in the annual financial statements as adopted by the General Meeting. Distributions may not be made if such distributions would reduce shareholders' equity below the sum of the paid-up capital and any reserves required by Dutch law or the Articles of Association. The profits as shown in the adopted annual financial statements must first be used to set up reserves required by law and then set off against any

financial losses not compensated in any other manner. Out of the profits remaining after payment of dividends on any outstanding Preference Shares, in accordance with the Articles of Association, such amounts shall be allocated to reserves as the Management Board may determine, subject to the approval of the Supervisory Board. Profits remaining thereafter are at the disposal of the General Meeting for distribution as dividends or for the creation of and/or addition to any reserve fund.

The Management Board may resolve, subject to the approval of the Supervisory Board, to distribute dividends or reserves, wholly or partially, in the form of shares.

Distributions as described above are payable as from a date determined by the Supervisory Board. Distributions will be made payable at an address or addresses in The Netherlands to be determined by the Supervisory Board, as well as at least one address in each country where the shares are listed or quoted for trading. The Supervisory Board may determine the method of payment of cash distributions, provided that cash distributions with respect to shares will be paid in the currency of the country where the shares are listed, converted at the close of business on a day to be determined for that purpose by the Supervisory Board. Pursuant to the Articles of Association, shareholders forfeit their right to dividends declared by the General Meeting after the expiry of five years and two days after such dividends became due and payable. Forfeited dividends shall accrue to the benefit of the Company.

Subject to applicable Dutch law and the Articles of Association, and with the approval of the Supervisory Board, the Company may distribute interim dividends to the extent that the Company has sufficient earnings to permit such distribution.

Shareholder Meetings and Voting Rights

The annual General Meeting must be held within six months after the end of each fiscal year for the purpose of, among other things, adopting the annual accounts and the filling of any vacancies on the Management and Supervisory Boards.

Extraordinary General Meetings are held as often as deemed necessary by the Management Board or Supervisory Board, or upon the request of one or more shareholders and other persons entitled to attend meetings jointly representing at least 10% of the Company's issued share capital.

General Meetings may be held in Amsterdam, Haarlemmermeer (Schiphol Airport), Rotterdam or The Hague. The notice convening a General Meeting must be given to the shareholders by advertisement in at least one national daily newspaper published in the Netherlands and in a national daily newspaper published in each country where the shares of the Company are listed on a stock exchange no later than the fifteenth day prior to the meeting. The notice must contain or be accompanied by the agenda for the meeting.

The agenda must contain such subjects to be considered at the General Meeting as the persons convening or requesting the meeting shall decide. Under Dutch law, holders of shares, representing at least one percent (1 %) of the issued share capital (or, in case of a listed company shares representing a value of at least €50,000,000), have the right to include extra subjects on the agenda of the annual general meeting of shareholders, provided that (i) these subjects have been reported to the managing board at least sixty days before this meeting, (ii) including the item on the agenda would not be detrimental to the material interests of the Company and that the holders have provided the board with records evidencing the one percent (1 %). No valid resolutions can be adopted at a General Meeting with respect to subjects which are not mentioned in the agenda.

General Meetings are presided over by the chairman of the Supervisory Board or, in his or her absence, by any other person nominated by the Supervisory Board and in his or her absence by anyone appointed at the meeting.

All shareholders and other persons entitled to vote at General Meetings are entitled to attend General Meetings, to address the meeting and to vote. Holders of ordinary shares must send a written

statement of a depositary bank to the Management Board, no later than on the date specified in the notice, to the effect that the number of bearer ordinary shares mentioned in such statement belongs to its joint deposit and that the person mentioned in the statement is a participant entitled to the number of shares stated. Subject to certain exceptions, resolutions may be passed by a simple majority of the votes cast. Each ordinary share entitles the holder thereof to one (1) vote in the Company's General Meeting.

A resolution of the General Meeting to amend the Articles of Association, dissolve the Company, issue shares or grant rights to subscribe for shares or limit or exclude any pre-emptive rights to which shareholders shall be entitled is valid only if proposed to the General Meeting by the Management Board, after the approval of the Supervisory Board.

A resolution to amend the Articles of Association of the Company to change the rights attached to the shares of a specific class requires the approval of the relevant class.

Resolutions of the General Meeting in a meeting that has not been convened by the Management Board and/or the Supervisory Board, or resolutions included on the agenda for the meeting at the request of shareholders, will be valid only if adopted with a majority of two-thirds of votes cast representing more than half the issued share capital.

A resolution of the General Meeting to approve a legal merger or the sale of all or substantially all of the assets of the Company is valid only if adopted by a simple majority of the votes cast in a meeting representing at least two-thirds of the issued share capital, unless proposed by the Supervisory Board, in which case a simple majority of the votes cast is sufficient.

The most relevant provisions of the Company's Articles of Association regarding the Management Board, the Supervisory Board and the General Meeting are described in summary in the section "*Management*" beginning on page 112 of this prospectus.

Liquidation Rights

In the event of the dissolution and liquidation of the Company, the assets remaining after payment of all debts and liquidation expenses will be distributed among holders of the ordinary shares in proportion to the nominal value of their ordinary shares, subject to liquidation preference rights of holders of Preference Shares, if any.

Obligation of Major Shareholders to Disclose Certain Transactions in Securities

Notifications will be disclosed in an online register held by the Authority for the Financial Markets. The Authority for the Financial Markets will also report each notification received immediately to the Company.

Since the Company left the New Market (*Neuer Markt*) and was admitted to the General Standard segment of the Regulated Market at the Frankfurt Stock Exchange, the Dutch Disclosure of Major Holdings in Listed Companies Act 1996 (*Wet Melding Zeggenschap In Ter Beurze Genoteerde Vennootschappen 1996*) is applicable. Disclosure of Major Holdings in Listed Companies Act 1996 provides that any person who, directly or indirectly, acquires or disposes of an interest in the capital and/or the voting rights of a limited liability company incorporated under Dutch law with an official listing on a stock exchange within the European Economic Area must give written notice of such acquisition or disposal if, as a result of such acquisition or disposal, the percentage of capital interest and/or voting rights held by such person falls within another percentage range as compared to the percentage range held by such person prior to such acquisition or disposal. The percentage ranges referred to in the Disclosure of Major Holdings in Listed Companies Act 1996 are 0-5, 5-10, 10-25, 25-50, 50-66²/₃ and over 66²/₃. Notification must be given to the Company and to the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*) upon passing each percentage threshold. The Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*) will disclose the

information to the public by publication in a newspaper distributed throughout those states of the European Economic Area in which our shares are officially listed on a stock exchange.

Non-compliance with the obligation of the Disclosure of Major Holdings in Listed Companies Act 1996 is an offence and may lead to criminal prosecution. In addition, the Dutch Authority for the Financial Markets (Autoriteit Financiële Markten) may impose administrative penalties or a cease-and-desist order under penalty. In addition, a civil court can impose measures against any person who fails to notify or incorrectly notifies the Company and the Dutch Authority for the Financial Markets (Autoriteit Financiële Markten) in accordance with the Disclosure of Major Holdings in Listed Companies Act 1996. A claim requiring that such measures be imposed may be instituted by the Company and/or one or more shareholders who alone or together with others represent at least 5% of the Company's issued share capital.

The measures that the civil court may impose include:

- a court order requiring the person violating the Disclosure of Major Holdings in Listed Companies Act 1996 to make disclosure;
- suspension of voting rights in respect of such person's shares for a period of up to three years as determined by the court;
- nullification of a resolution adopted by the general meeting of our shareholders, if it determined that the resolution would not have been adopted but for the exercise of the voting rights of the person who is obliged to notify, or suspension of a resolution until a decision about such nullification has been made; and
- an order to the person violating the Disclosure of Major Holdings in Listed Companies Act 1996 to refrain, during a period of up to five years as determined by the court, from acquiring shares and/or voting rights in the Company.

The Dutch parliament has passed a legislative bill (substantially) amending the Disclosure of Major Holdings in Listed Companies Act 1996. The amendments came into force on October 1, 2006 and have subsequently (on January 1, 2007) been implemented in the Act on Financial Supervision (Wet op het financieel toezicht). The Act on Financial Supervision contains the following material changes with regard to the notification obligations of shareholders in listed companies.

- Once in every calendar year every holder of a shareholding greater than 5% should renew its notification to reflect changes in the percentage held in the listed company, including changes as a consequence of changes in the total issued share capital,
- the percentage ranges that trigger the obligation of notification will be: 0-5, 5-10, 10-15, 15-20, 20-25, 25-30, 30-40, 40-50, 50-60, 60-75, 75-95, and 95% or more. Notice should be provided of every transaction above 25%.

Share Capital

a.) Number of Shares authorized:

(i) before the intended amendment of the articles of association, by which the nominal value of each Share will be decreased from €0.10 per share into a nominal value of €0.03 per share (the “Amendment”): 292,432,110 Shares.

(ii) after the Amendment: 2,300,000,000 Shares

b.) Number of Shares issued and fully paid and issued before the Amendment: 97,897,280

Number of Shares issued and fully paid after the Amendment (assuming a Placing of €10 million at a ratio of 75% Placing Shares to 25% Placing Convertibles): 567,309,045

Number of Shares after the Amendment (including Conditional Capital and using the Placing Price, assuming a Placing of €10 million at a ratio of 75% Placing Shares to 25% Placing Convertibles with 20% Placing Warrant coverage for Placing Shares): 948,456,415.

c.) Number of Shares outstanding at the end of year 2003: 15,220,909

Number of Shares outstanding at the end of year 2004: 61,417,710

Number of Shares outstanding at the end of year 2005: 81,397,271

Number of Shares at the date of this document (i.e. before the Amendment): 97,897,280.

Prior to the Closing, the Management Board will resolve to grant the right to acquire shares in the capital of the Company to the holders of the Convertibles and Option Rights as described beginning on page 66 of this Prospectus, under the condition precedent of the execution of the Amendment. Prior to the Closing, the Supervisory Board will resolve to approve the resolution of the Management Board in accordance with Article 4 of the Articles of Association of the Company.

Upon exercise by the holder thereof the right to acquire Shares in the capital of the Company as set out above, the Shares in the capital of the Company with respect to which the right is being exercised will be issued without any further action of the Management Board of the Company being required (with the exception of the appropriate instruction to Clearstream Banking AG to issue one or several global certificates).

The Company was incorporated on October 29, 1999 by Håkan Ramsin, 450625 Högbergsgatan 11, 11620 Stockholm, Sweden under the name of “LetsBuyIt.com N.V.” as a limited liability company (*naamloze vennootschap*) organised under and subject to the laws of the Netherlands. Upon incorporation, a cash contribution of €0.01 was made by Håkan Ramsin and all of the then existing shareholders of LetsBuyIt.com Sverige AB, registered in Stockholm, Sweden, registration number 556565-2996 (a group of up to 210 individual shareholders, the “Sverige AB Shareholders”) transferred as contribution in kind all shares of LetsBuyIt.com Sverige AB held by them to the Company. They received for each share of LetsBuyIt.com Sverige AB one registered share of the Company. The Company’s issued and paid-up share capital at formation amounted to €471,511.33, divided into 47,151,133 registered shares, nominal value of €0.01 each.

After incorporation, the main developments to the share capital of the Company are as follows:

On July 10, 2000, all of the Company’s Shares then issued and outstanding were converted from registered to bearer form.

On July 10, 2000, the Management Board, with the approval of the Supervisory Board, increased the share capital of the Company from €711,643.81 to €878,643.81 through the issuance of 16,700,000 new Shares, par value €0.01 out of authorized capital.

On July 20, 2000, the Company completed an initial public offering with the Regulated Market (*Geregelter Markt*) for trading on the Neuer Markt. The Company sold 17,800,000 Shares for a price of €3.50 per Share.

As at December 31, 2000 the share capital of the Company was 91,469,381 Shares.

On March 22, 2001, 9,146,937 Shares were issued to an investor at €0.425 per Share.

Pursuant to the Articles of Association, as amended on April 18, 2001, as at that date, the Company's authorized capital was €5,000,000, divided into 400,000,000 bearer ordinary shares, and 100,000,000 preference shares, nominal value €0.01 per Share. The Management Board was authorized, subject to the prior approval of the Supervisory Board, to increase, on one or more occasions, until July 10, 2005, the Company's share capital through the issuance of shares out of authorized share capital under the exclusion of pre-emptive rights, not exceeding the amount of the authorized share capital.

On December 14, 2001, a resolution was adopted to issue 164,999,760 Shares upon admission to the *Neuer Markt*, pursuant to which such Shares were issued at prices ranging from €0.075 to €3.10 per Share, €0.075, €0.150, €0.190, €0.210, €0.369, €0.425, €3.100 and €7.00 per Share, as applicable.

On December 14, 2001, partly amended by resolution dated January 30, 2002, the Management Board with the approval of the Supervisory Board resolved to issue 60,000,000 Shares as well as 3,400,424 Warrants and 2,564,443 Stock Options to certain persons subject to certain condition precedent at prices ranging from €0.050 to €0.190.

On May 9, 2002, the Management Board with the approval of the Supervisory Board resolved to issue 30,000,000 Shares at an issue price of €0.01 per Share to Eduard Hornstein.

On December 3, 2002, the Management Board with the approval of the Supervisory Board resolved to issue 1,000,000,000 Shares to Mediator Underwriting Limited, Tortola, B.V.I., at an issue price of €0.01 per Share.

On December 3, 2002, the Management Board with the approval of the Supervisory Board resolved to issue 33,358,061 Shares under the condition precedent of admission to the *Geregelter Markt* of the Frankfurt Stock Exchange and 36,641,939 Shares subject to the condition precedent of admission to the *Geregelter Markt* of the Frankfurt Stock Exchange and to the condition precedent of the amendment of the Articles of Association of the Company, as approved by the shareholders' resolution dated August 29, 2002, to Audley Registrars Ltd. at an issue price of €0.01 per Share. These Shares were issued after execution of the deed for the amendment of the Articles of Association and registration of the amendment with the Chamber of Commerce as stated below.

On December 3, 2002, the Management Board with the approval of the Supervisory Board resolved to issue 85,448,942 Shares subject to the condition precedent of admission to the *Geregelter Markt* of the Frankfurt Stock Exchange and to the condition precedent of the amendment of the Articles of Association of the Company, as approved by the shareholders' resolution dated August 29, 2002, to GEM Global Yield Fund Ltd. at an issue price of €0.01 per Share. These Shares were issued after execution of the deed for the amendment of the Articles of Association and registration of the amendment with the Chamber of Commerce as stated below.

On December 3, 2002, the Management Board with the approval of the Supervisory Board resolved to issue 14,665,678 options to acquire Shares, to John Palmer at an issue price of €0.01 per Share. These options were issued subject to the condition precedent of admission to the *Geregelter Markt* of the Frankfurt Stock Exchange and to the condition precedent of the amendment of the Articles of Association of the Company, as approved by the shareholders' resolution dated August 29, 2002 as stated below.

In summary, on December 3, 2002, the Management Board with the approval of the Supervisory Board resolved to issue:

- 1,033,358,061 Shares under the condition precedent of admission to the Geregelter Markt of the Frankfurt Stock Exchange (out of them 1,000,000,000 Shares to Mediator Underwriting Limited, Tortola, B.V.I, and 33,358,061 Shares to Audley Registrars Ltd.);
- 122,090,881 Shares subject to the condition precedent of admission to the Geregelter Markt of the Frankfurt Stock Exchange and to the condition precedent of the amendment of the Articles of Association of the Company (out of them 36,641,939 Shares to Audley Registrars Ltd. and 85,448,942 Shares to GEM Global Yield Fund Ltd.); and
- 14,665,678 options to acquire Shares to John Palmer at an issue price of €0.01 per Share under the condition precedent of the amendment of the Articles of Association of the Company.

As at December 13, 2002 with the issuance of 1,033,358,061 Shares the outstanding and issued capital of the Company was 1,400,000,000 ordinary Shares so that the remaining authorized capital of 1,400,000,000 ordinary Shares and 100,000,000 preferred Shares was completely drawn. Therefore prior to the issuance of additional 122,090,881 Shares the authorized capital had to be increased. For that reason the Company resolved to issue 122,090,881 Shares under the condition precedent of the admission of such Shares to the Neuer Markt of the Frankfurt Stock Exchange and the condition precedent of the amendment of the articles of association of the Company.

The authorized capital was increased according to the resolution of the general meeting on August 29, 2002, to 6,333,209,695 shortly after the admission of the 1,033,358,061 Shares. At the extraordinary General Meeting dated August 29, 2002, the Company's shareholders resolved to amend the Articles of Association leading to an increase of the authorized capital of the Company. Pursuant to the Articles of Association, as amended on August 29, 2002, the Company's authorized capital was at that time €15 million divided into 1,400,000,000 Shares and 100,000,000 preference shares, nominal value €0.01 per share. Furthermore, the Management Board was authorized, subject to the approval of the Supervisory Board, to increase in one or more occasions, until July 10, 2005, the Company's share capital through the issuance of Shares out of the authorized capital under the exclusion of pre-emptive rights, not exceeding the amount of the authorized share capital. The general meeting resolved that after the issuance of 900,000,000 Shares the authorized capital will be increased by amendment of the Article of Association of the Company five times of the then outstanding and issued capital. Therefore, the authorized capital was increased to 6,333,209,695 of which a number of 1,522,090,881 was outstanding following the capital increase. The amendment of the Articles of Association was effectuated on December 17, 2002.

At the Extraordinary General Meeting dated September 4, 2003, the Company's Shareholders resolved to amend the Articles of Association effectuating a consolidation of the shares of the Company and the Capital Decrease and to authorize each member of the Management Board to effectuate the Consolidation and the Capital Decrease described below.

On the basis of the above mentioned authorization the Management Board decided to effectuate a share consolidation of the Shares. In preparation of the consolidation of the Shares and issued capital of the Company the Management Board resolved on December 12, 2003, with the approval of the Supervisory Board of the same day to issue 19 Shares with an issue price of €0.01 to VEM Aktienbank AG against payment in cash of the issuance price. The Shareholders pre-emptive rights relating to such Shares were excluded. At the share consolidation each 100 Shares with a nominal value per share of €0.01 were consolidated into one Share with a nominal value per Share of €1.00 (the "Consolidation"). The Consolidation was effectuated by notarial deed of amendment of the Articles of Association of the Company, dated December 31, 2003.

Furthermore, the Management Board decided to effectuate a capital decrease as provided for in section 2:99 of the Dutch Civil Code of the issued share capital of the Company by which the issued share capital has been decreased by a factor 10 by way of a decrease of the nominal value per share from €1.00 to €0.10 (the “Capital Decrease”). The Capital Decrease was effectuated by notarial deed of amendment of the Articles of Association of the Company, dated December 31, 2003, executed after the Consolidation.

After the Consolidation and the Capital Decrease the Company’s Shares issued and outstanding amounted to 15,220,909 with a nominal value per Share of €0.10, i.e. an issued share capital in the amount of €1,522,090.90.

On March 23, 2004 the Management Board with the approval of the Supervisory Board of the same day resolved the clause 4.9 of the Articles of Association of the Company to issue up to 5,707,840 new Shares in its capital with a nominal value of €0.10 each against contribution in cash. The Company granted its Shareholders one subscription and entitlement for every one Share they held at the close of the trading on March 29, 2004. Every eight subscription entitlements entitled the shareholders to subscribe for three new Shares. The subscription prize for each block of three Shares was €1.08 (that is €0.36 per Share). The new Shares were offered only in those jurisdictions which, and only to those Shareholders to whom granting, offer and sales of the new Shares is legally permitted. On April 27, 2004 the Company issued 2,239,182 new Shares to its Shareholders who agreed to subscribe.

On July 23, 2004 the Management Board with approval of the Supervisory Board of the same day resolved to issue 41,026,331 Shares to the sellers of IFEX Ltd subject to a condition precedent of admission to trading of such Shares on the Frankfurt Stock Exchange.

Subsequently in 2004 an additional 2,930,681 Shares were issued against a cash consideration of €3,470,000.

On October 7, 2004 a prospectus was filed with the German Stock Exchange for the listing of 43,265,513 Shares. During the course of 2005, the Company placed a total of 8,000,000 Shares, raising a total of €3.47 million. A further 11,480,168 million Shares were issued in consideration for converting liabilities and debt and or the acquisition of certain assets that year.

At the end of 2004 the issued capital of the Company totalled 61,417,103 Shares.

In February 2005, the Company concluded a private placement of 2,000,000 Shares with two German based institutional investors at market price through MWB and received cash totalling euro 770,000. In April 2005, the Company concluded a second private placement of 6,000,000 Shares with a number of German based institutional investors at market prices and received cash totalling approximately €2.7 million. A further 5,980,168 shares were also issued in April 2005.

In the last quarter of 2005 an additional 2,000,000 Shares were issued. Also in the last quarter, another 4,000,000 Shares were issued to John Gunn as consideration for the acquisition of GIS.

At the end of 2005 a total of 81,397,271 Shares were outstanding.

In January 2006 the Company issued 8,000,009 Shares. On April 12, 2006 the Company issued a further 8,500,000 Shares. As of the date of this document the issued capital of the Company totalled 97,897,280 Shares.

On May 24, 2006, the Shareholders voted in favour of a reduction in the nominal value of the Company’s share capital from €0.10 to €0.03 per ordinary share and the addition of the released capital to the Company’s freely distributable reserves, and an increase in the Company’s authorized share capital from €29,243,211 to €69,000,000 and new authority to the Management Board to issue shares up to the level of the new authorized capital to cover share distribution pursuant to the SPA.

Upon Closing and prior to Admission, the Management Board with the approval of the Supervisory Board will issue by resolution up to 645,882,353 Admission Shares, comprised of the Subscription Shares, the Management Shares, the VEM Shares and the Placing Shares (presuming a Placement of €30 million consisting of 75% Placing Shares and 25% Placing Convertibles), and up to 475,265,016 further Admission Shares, comprised of MCC Options, Stand-alone Options, MCC Notes, MCC Warrants, Placing Warrants and Placing Convertibles (presuming a Placement of €30 million consisting of 75% Placing Shares and 25% Placing Convertibles, to be listed for trading upon their issuance under conversion rights being exercised by their holders (Conditional Capital).

Share Options

The annual general meeting of Shareholders on July 5, 2004, authorised the Management Board, with the approval of the Supervisory Board, to represent the Company in respect of granting options to members of the Management Board and Supervisory Board. As of the end of 2005 the share option plan had not been formalized, and no options had been granted under the plan.

However, pursuant to the terms of the SPA, the Company has agreed to assume the obligations under the MCC Stock Option Plan which provides options over 135,186,802 Shares, based on the Assumed Exchange Ratio. These options vest under the same terms as they were originally granted, typically over a three to four year period from the original grant, based on the terms of a new share option scheme (described below) which has been adopted by the Shareholders. Pursuant to the terms of the SPA and using the Assumed Exchange Ratio, these options have a weighted average exercise price of €0.097 per ordinary Share.

If all options granted under the MCC Option Plan were exercised, the Company would, on this basis, receive approximately €13.1m (which represents €0.063 per Share less than that which would have been received if these options were exercised at the same issue price per Share as under the Acquisition). Following the Closing, additional options will be granted under a new share option scheme that provides for future grants of share options to employees, directors, and consultants of the Enlarged Group.

The Company has also agreed to assume the obligations of MCC granted in stand-alone agreements granted to previous consultants to MCC ("Stand-Alone Options") that are not part of the MCC Option Plan with respect to 4,714,047 Shares at a weighted average exercise price of €0.03 per Share, based on the Assumed Exchange Ratio. If all of MCC's Stand-Alone Options were exercised, the Company would, on this basis, receive approximately €141,406 (which represents €0.13 per Share less than that which would have been received if the Stand-Alone Options were exercised at the same issue price per Share as under the Acquisition).

Introduction

The Shareholders have adopted a new share option scheme (the "New Share Option Scheme") providing for option grants over ordinary shares to Company personnel, directors, and consultants. The New Share Option Scheme will be administered by the Management Board of the Company. The principal points of the New Share Option Scheme are described below.

Eligibility

Options under the New Share Option Scheme may be granted to any employee or director (including Supervisory Directors) of, or consultant or provider of services to, the Company or any of its subsidiaries as selected by the Management Board at its absolute discretion. No options may be granted more than 5 years after the date on which the New Share Option Scheme is approved by Shareholders.

Grant of options

No payment is required for the grant of an option. Options may be granted at such time as the Management Board may determine.

Exercise price

The Management Board will set the exercise price per Share at the date of grant. Options may be granted at a discount to the market value of a Share at that time.

Exercise of options

The Management Board may apply such vesting schedule as it sees fit on the grant of options, and may accelerate that vesting schedule should it deem it to be appropriate. Options may also be granted subject to specified performance conditions which must be satisfied before an option can be exercised. However, earlier exercise of options is permitted to the extent that the option has vested (with the remainder of the option exercisable at the discretion of the Management Board) if an option holder dies or ceases to be employed by the group by reason of injury, disability, redundancy, retirement, or as a result of the sale of the business or subsidiary by which the option holder is employed. If the option holder ceases to be an employee of the Company for any other reason, his option will lapse unless the Management Board in its absolute discretion decides otherwise.

The rules of the New Share Option Scheme also allow early exercise to the extent that the option has vested (subject to the satisfaction of any performance conditions in respect of the option) in the event of takeover, reconstruction or winding-up of the Company. Alternatively, options may, by agreement with the acquiring company, be rolled over into equivalent options over shares in the acquiring company.

No option may be exercised more than 10 years after its date of grant.

When options granted under the New Share Option Scheme are exercised, if the option holder is an employee, the option holder's employing company will account through the relevant tax withholding system for any income tax and social security contributions due on the option gain. Participants will be required to authorise the employer to sell sufficient Shares to meet such liabilities.

Overall limits

Not more than 10% of the Company's issued share capital may be placed under option under the New Share Option Scheme (or any other share option scheme established by the Company) or issued under any other employee share scheme (which is not a share option scheme) in any ten-year period. Options/awards which have been renounced, surrendered or cancelled without being exercised and options issued under the MCC Option Plan or any replacement plan put in place by the Company thereafter shall be disregarded for the purposes of the above limit.

Voting, dividend and other rights

Option holders will have no voting or dividend rights in respect of the Shares under option until options are exercised. In the event of a reorganisation of the Company's share capital, the number of Shares comprised in an option and the exercise price thereof may be varied in such manner as the Management Board thinks fit. Shares allotted under the New Share Option Scheme will rank pari passu with the existing Shares with the exception of rights attaching by reference to a record date prior to the allotment date. Application will be made to the Frankfurt Stock Exchange for all such Shares to be admitted to trading.

Options are generally non-transferable and may only be transferred with the written consent of the Management Board.

Amendments

The New Share Option Scheme may be amended by the Management Board in any respect except that:

- (a) the scheme limit may not be amended without prior shareholder approval; and
- (b) changes which adversely affect the rights of subsisting option holders may not be made unless the sanction of the relevant option holders has been sought, but minor amendments to benefit the administration of the New Share Option Scheme, to take account of legislation, to obtain or maintain favourable tax, exchange control or regulatory treatment (including by the addition of schedules to the rules of the New Share Option Scheme to facilitate the grant of tax-approved options in any jurisdiction) or to take account of a corporate transaction may be made without either of the above approvals where the amendments do not affect the basic principles of the New Share Option Scheme.

Warrants and Convertible Bonds

MCC Warrants In connection with the Acquisition and pursuant to the SPA, the Company assumed MCC's obligations in respect of MCC Warrants to certain persons over 50,543,145 new Shares at a weighted average exercise price of €0.083 per Share, based on the Assumed Exchange Rate. If all MCC Warrants were exercised, the Company would receive, on this basis, approximately €4 million (which represents €0.077 per Share less than that which would have been received if the MCC Warrants were exercised at the same issue price per Share as under the Acquisition). The relevant terms of each warrant are provided below:

Issue Date	Expiration Date	Number of Warrants	Exercise Price
April 1, 2004	April 1, 2007	250,000	\$0.75
February 1, 2005	March 31, 2008	135,136	£0.74
February 1, 2005	December 31, 2008	135,136	£1.48
February 1, 2005	March 31, 2008	135,136	£2.22
March 1, 2005	February 28, 2008	46,083	£1.085
March 31, 2005	March 31, 2008	60,000	\$0.75
May 10, 2005	May 10, 2007	275,000	\$2.61
June 30, 2005	June 30, 2010	943,487	\$2.09
October 17, 2005	July 31, 2007	31,579	£1.14
October 25, 2005	October 25, 2007	211,250	\$2.61
October 31, 2005	October 31, 2010	500,000	\$1.50
November 10, 2005	November 10, 2007	50,000	\$2.63

MCC Notes. In connection with the Acquisition and pursuant to the SPA, the Company has agreed to assume MCC's obligations in respect of issued secured and unsecured promissory notes ("MCC Notes") with a principal value of approximately \$16.7m that will be convertible, based on the Assumed Exchange Ratio, into an aggregate of 143,644,552 new Shares, which equates to a conversion price of approximately €0.10 per share (a discount of €0.06 against the issue price per share as under the Acquisition).

Elliott was issued MCC Notes in relation to which the principal amount of \$13,000,000 is outstanding at a conversion price (subject to adjustment with respect to anti-dilution provisions) of 80% of the lower of (A) \$2.61 per share, and (B) the reference price (both to be translated into US dollars at the rate prevailing at the appropriate time). The reference price is the lower of:

- i. The initial issue price of the ordinary shares at the time of admission to AIM
- ii. The volume weighted average price of the ordinary shares on AIM for the first 30 trading days following admission to AIM if there is no qualifying IPO (as defined in the notes)
- iii. The issue price of the shares for the issue that triggers the qualifying IPO criteria (as defined in the notes) if there is a qualifying IPO.

The conversion price will not be adjusted retrospectively for Notes that have previously been converted. Such MCC Notes have a maturity date of June 30, 2007.

Elliott was also issued MCC Notes in relation to which the principal amount of \$6,700,000 is outstanding at the same conversion price as described above and with a maturity date of December 31, 2007.

Alpine Atlantic Asset Management Limited and one of its affiliates were issued MCC Notes in four rounds, the first and second of which were issued on August 1, 2005 in an aggregate principal amount of \$1,645,000 at a conversion price of \$2.61, with a maturity date of 2008. The third and fourth rounds of these MCC Notes were issued on October 25, 2005 for amounts of \$300,000 and \$500,000 respectively at a conversion price of \$2.61 with a maturity date of October 25, 2008.

MANAGEMENT

Management Board

The Company is managed by the Management Board under the supervision of the Supervisory Board. Authority to represent the Company is vested in the Management Board. In addition, each member of the Management Board, individually, is authorized to represent the Company. The Articles of Association provide that the Supervisory Board may specify by resolution that certain actions by the Management Board require the prior approval of the Supervisory Board. Actions of the Management Board require the approval of the Shareholders if required by law and the provisions of the Articles of Association.

The Management Board may have one or more members, as determined by the Supervisory Board. Management Board members are appointed by the general meeting of Shareholders (the “General Meeting”). The joint meeting of the Supervisory Board and the Management Board (the “Joint Meeting”) may make a binding nomination to fill each vacancy on the Management Board. The General Meeting may at all times overrule the binding nature of a nomination by resolution adopted with a majority of at least two-thirds of the votes cast, if such majority represents more than half the issued share capital.

Subject to the Articles of Association, the Supervisory Board may adopt rules governing the internal organisation of the Management Board. The Supervisory Board may in addition divide the duties among the members of the Management Board. The Supervisory Board may appoint one of the members of the Management Board as the Chairman and one of the members of the Management Board as the Chief Executive Officer. In order to be validly adopted, resolutions of the Management Board require a majority of votes cast. In case of a tie vote, the Chairman shall decide.

The Shareholders in the General Meeting may at any time suspend or dismiss a member of the Management Board. A resolution to suspend or dismiss requires the adoption by two-thirds of the votes cast, if such majority represents more than half the issued share capital, unless the proposal for suspension or dismissal was made by the Joint Meeting, in which case a simple majority of the votes cast is sufficient. The Supervisory Board may also at any time suspend (but not dismiss) a member of the Management Board. A General Meeting must be held within three months after a suspension to either terminate or extend the suspension for a maximum period of another three months. The suspended or terminated member of the Management Board must be given the opportunity to account for his actions at that General Meeting.

If a member of the Management Board is temporarily prevented from acting, the remaining members or member of the Management Board will be temporarily responsible for the Company’s management. If all the members of the Management Board are prevented from acting, one or more persons appointed by the Supervisory Board will be temporarily responsible for the management.

The Supervisory Board determines the compensation and other terms and conditions of employment of the members of the Management Board.

The current members of the Management Board are:

<u>Name</u>	<u>Age</u>	<u>Term</u>	<u>Term Commencing</u>	<u>Position</u>	<u>Other Directorships</u>
Ms. Sharon Clayton	42	At-will	May 24, 2006	Chairman	<p>Extassy AG Tersus Energy plc MedNet Physician Resources, Inc. Nichemusic Inc. MCC Investment Managers, Inc. MCC Education Advisors, Inc. MCC Europe Limited MCC Financial Services Advisors, Inc. MCC Investment Managers, Inc. MCC Media Advisors, Inc. MCC Outsourced Services, Inc. MCC Real Estate Limited MCC Securities, Inc. MCC Sports & Leisure Advisors, Inc. Moore Clayton Capital Advisors, Inc. Moore, Clayton & Co., Inc.</p> <p>Prior Directorships: Moore, Clayton & Co. (UK) Ltd Wheatstone Energy Group RME Entertainment Public Limited Company Starium AngelBourse Group Limited MCC Energy Advisors, Inc. Kenneth I. Denos, P.C. Secure Networks, Inc. SportsNuts, Inc. Acadia Capital Group, Inc. Acadia Properties, LLC MCC Education Advisors, Inc. MCC Europe Limited MCC Financial Services Advisors, Inc. MCC Global Services Limited MCC Investment Managers, Inc. MCC Media Advisors, Inc. MCC Outsourced Services, Inc. MCC Real Estate Limited MCC Securities Holdings, Inc. MCC Securities, Inc. MCC Sports & Leisure Advisors, Inc. Moore Clayton Capital Advisors, Inc. Moore, Clayton & Co. (UK) Ltd Moore, Clayton & Co., Inc.</p> <p>Prior Directorships: Morphogenesis, Inc. Distrimatch GmbH Healthcare Enterprise Limited Healthcare Enterprise Group, Inc.</p>
Mr. Kenneth Denos	38	At-will	May 24, 2006	Chief Executive Officer	<p>Kenneth I. Denos, P.C. Secure Networks, Inc. SportsNuts, Inc. Acadia Capital Group, Inc. Acadia Properties, LLC MCC Education Advisors, Inc. MCC Europe Limited MCC Financial Services Advisors, Inc. MCC Global Services Limited MCC Investment Managers, Inc. MCC Media Advisors, Inc. MCC Outsourced Services, Inc. MCC Real Estate Limited MCC Securities Holdings, Inc. MCC Securities, Inc. MCC Sports & Leisure Advisors, Inc. Moore Clayton Capital Advisors, Inc. Moore, Clayton & Co. (UK) Ltd Moore, Clayton & Co., Inc.</p> <p>Prior Directorships: Morphogenesis, Inc. Distrimatch GmbH Healthcare Enterprise Limited Healthcare Enterprise Group, Inc.</p>

					Healthcare Enterprise Group PLC Healthcare Sales & Services Limited Tersus Energy PLC MCC Energy Group, Inc. Rocky Mountain Sports Alliance Inc. Medical Development Specialists, Inc. Moore Health Care Limited Optiscope Technologies, Inc. SAFA-IPS Healthcare Limited SafaTec (UK) Limited Synertek Incorporated Talwar Capital Group, Inc. Ridgecrest Healthcare Group, Inc.
Mr. Richard Meek	43	1 year	May 24, 2006	Chief Financial Officer	Moore, Clayton & Co. (UK) Ltd MCC Global Services Ltd Prior Directorships: None within the last 5 years

Sharon Clayton (42) (Chairman of the Management Board)

Sharon Clayton is the Chairman of the Company's Management Board and is a co-founder and Chief Executive Officer of MCC. She is also the Vice President of Equus and serves as a director of Tersus Energy Plc, a former controlled subsidiary of MCC that specializes in acquiring and developing clean energy products and services and is traded on the AIM market of the London Stock Exchange. Prior to establishing MCC with Mr. Moore in 1999, she owned Presentations, an international strategic consulting firm. The firm specialized in working with senior executives to set strategy, formulate business planning and implement strategies for emerging and established companies such as New Energy, Inc. (previously New Energy Ventures, Inc.) and Pacific Gas and Electric Corporation.

Prior to launching Presentations, Sharon was the International Vice President of Business Development for Dimax Controls Company, Inc., a multi-national energy engineering company based in Toronto, Ontario from 1993 to 1995. She also held the position of Director of Business Development for the financial services and commercial real estate industries at Johnson Controls, Inc. from 1989 to 1990. This international position has given her access to some of the most senior level executives in the energy, banking and commercial real estate industries worldwide.

Ms. Clayton has significant international experience in strategic consulting with emerging and established companies.

Kenneth Denos (38) (Chief Executive Officer)

Kenneth Denos is the Chief Executive Officer of the Company and currently serves as the Executive Vice President and Secretary for MCC. Mr. Denos is also the Executive Vice President of Equus and the Non-Executive Chairman of SportsNuts, Inc., a Salt Lake City-based sports marketing firm. From 2005 to February 2006, Mr. Denos was a director of Tersus Energy Plc, and from 2004 to 2005, Mr. Denos was a director of Healthcare Enterprise Group PLC, an AIM-traded healthcare products distribution firm based in London.

Prior to his association with MCC, from 1996 to 1999, Mr. Denos was an attorney at Jones, Waldo, Holbrook & McDonough, specializing in emerging technology companies, providing

assistance in corporate finance corporate governance, joint ventures, licensing, mergers and acquisitions, and securities law compliance. Mr. Denos holds Bachelor of Science degrees in Finance and Political Science, a Master of Business Administration, and a Juris Doctor from the University of Utah.

Richard Meek (43) (Chief Financial Officer)

Richard Meek is the Chief Financial Officer for the Company. He joined MCC in September 2005. Prior to joining MCC he was CFO of Simtel Technologies, a venture capital backed start up group operating in the mobile telecom sector, based in Dublin, London and Florence. Prior to his association with Simtel, Mr. Meek co-founded a management consultancy practice providing a range of financial, strategic and managerial advisory services to international businesses operating in Italy. He also held the position of Finance and Administration Director in key subsidiaries of Synstar Computer Services Group, building experience in successful MBOs, and IPOs, as well as in managing acquisition activity. In addition, he managed strategic change projects and M&A activity within BMG Ricordi Group (Bertelsmann Music Group). Mr. Meek started his professional life with Deloitte Haskins & Sells in London prior to its merger with Coopers & Lybrand International. He has extensive experience in change management and strategic review across a number of sectors in all sizes of business, and has worked throughout Europe.

Mr. Meek is a chartered accountant (FCA) qualifying with Coopers & Lybrand in London. He holds a BSc in Chemical and Process Engineering from the University of Surrey.

The current Management Board may be contacted at the address of the Company.

Members of the Management Board did not receive any remuneration for the year ended December 31, 2005.

Supervisory Board

Under Dutch law and the Articles of Association, the management of the Company is entrusted to the Management Board under the supervision of the Supervisory Board. The Supervisory Board advises the Management Board and is responsible for supervising the policies pursued by the Management Board and the general course of the affairs and business of the Company. In fulfilling their duties, the members of the Supervisory Board must serve the interests and those of the business of the Company.

The Supervisory Board consists of such number of members as the Joint Meeting may determine, with a minimum of one member. The supervisory directors are appointed by the General Meeting, as described below. The Joint Meeting may make a binding nomination to fill each vacancy on the Supervisory Board. The General Meeting may at all times overrule the binding nature of a nomination by resolution adopted with a majority of at least two-thirds of the votes cast, if such majority represents more than half the issued share capital. Supervisory directors are appointed for the period beginning on the date following the annual General Meeting up to and including the date of the annual General Meeting held in the following fiscal year. If during a fiscal year a vacancy occurs on the Supervisory Board, the Supervisory Board may appoint a supervisory director who will cease to hold office at the next following annual General Meeting held as described above. The Supervisory Board may appoint in this way up to one-third of the number of supervisory directors as determined by the Joint Meeting.

The Supervisory Board appoints a chairman from among its members. Subject to the Articles of Association, the Supervisory Board may adopt rules governing the internal organization of the Supervisory Board and establish such committees as it shall deem appropriate. The powers and authority of such committees must be set forth in such rules. In order to be validly adopted, resolutions of the Supervisory Board require a simple majority of the votes cast in a meeting at which a majority of the supervisory directors is present or represented. The Supervisory Board must meet upon the request of two or more of its members or of the Management Board.

Each member of the Supervisory Board must retire at the latest on the day on which the annual General Meeting is held in the fiscal year in which he reaches 72 years of age. A supervisory director may at any time be suspended or dismissed by the General Meeting. A resolution of the General Meeting to suspend or dismiss a supervisory director requires the adoption by two-thirds of the votes cast, if such majority represents more than half the issued share capital, unless the proposal for suspension or dismissal was made by the Joint Meeting, in which case a simple majority of votes cast is sufficient. A General Meeting must be held within three months after a suspension to either dismiss the supervisory directors, terminate the suspension or extend the suspension for a maximum period of another three months.

The Company does not currently have an audit committee or compensation committee due to the size of the Supervisory Board.

The current members of the Supervisory Board are:

<u>Name</u>	<u>Term Commencing</u>	<u>Term</u>	<u>Position</u>	<u>Other Directorships</u>
Mr. Anthony Moore	May 24, 2006	1 Year	Chairman and Supervisory Board Member	MCC Global Services Limited MCC Investment Managers, Inc. MCC Education Advisors, Inc. MCC Europe Limited MCC Financial Services Advisors, Inc. MCC Media Advisors, Inc. MCC Real Estate Limited MCC Outsourced Services, Inc. MCC Securities Holdings, Inc. MCC Securities, Inc. MCC Sports & Leisure Advisors, Inc. Moore, Clayton & Co., Inc. Moore Clayton Capital Advisors, Inc. Equus Total Return, Inc. Streamline Technologies Limited Vizuri Limited Prior Directorships Healthcare Enterprise Group Limited MCC Energy Advisors, Inc. Mediazest plc Mediazest Ventures Limited Medtech Accelerator Limited Moore Clayton & Co (UK) Limited Tersus Energy plc USwitch Limited
Mr. Andrew Milne	May 24, 2006	1 Year	Supervisory Board Member	no Current Directorships Prior Directorships Easier Plc.
Mr. George Warren	May 24, 2006	1 Year	Supervisory Board Member	Creative Entertainment Events Limited Creative Entertainment Group plc Prior Directorships United Entertainment Corporation Limited Dogus International Limited

Mr. Charles Balfour	May 24, 2006	1 Year	Supervisory Board Member	Padd Farm Developments Ltd Smartvideo Ltd Momentum Marketing Group Ltd ECO3 Capital Ltd Smartvideo Europe Ltd Continental Petroleum Ltd Continental Petroleum Mark One Limited Forsters Nominees (Two Orchards) Two Ltd Wharf Land Investments Ltd Woodcrae Manor Developments Ltd Prior Directorships Nasdaq International Ltd
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Anthony Moore (61) (Chairman of the Supervisory Board)

Anthony Moore is the Chairman of the Company's Supervisory Board and is a co-founder and Executive Chairman of MCC (Mr. Moore will resign from the office of Executive Chairman upon the Closing). He is also co-Chairman, President, and Chief Executive Officer of Equus. From 2005 to February 2006, Mr. Moore was Deputy Chairman of Tersus Energy Plc, a former controlled subsidiary of MCC that specializes in acquiring and developing clean energy products and services and is traded on the AIM Market of the London Stock Exchange. Prior to co-founding MCC, from 1998 to 1999, he was President and Chief Executive Officer of New Energy Technologies Inc., a subsidiary of New Energy Inc. (previously New Energy Ventures, Inc.), which was at the time a substantial deregulated energy services provider in the US.

Mr. Moore spent a number of years with Goldman Sachs holding senior executive positions in New York, London, Hong Kong and Tokyo. He was subsequently a member of the board of directors of Bankers Trust International and chairman of corporate finance at Barclays de Zoete Wedd.

Mr. Moore has significant international experience in corporate finance, private banking, and asset management.

Andrew Milne (54) (Supervisory Director)

Andrew Milne is a Supervisory Director of the Company. He also has been an investor in property in Spain and South Africa since 2003. He previously managed family investment holdings and related interests from 2000 to 2003. From 1985 to 2000, he was the manager of the private investment company based in Liechtenstein, Etablissement Pour le Placement Prive. He provided investment management advice and consultancy services, with particular emphasis on Middle Eastern clients including members of the Gulf Co-operation Council.

Mr. Milne was a finance director at two companies: Bentley's Restaurants & Leisure Investments from 1982 to 1985 and Dolamore Holding plc from 1980 to 1982. He served in the Investment Department and Banking, from 1976 to 1980, at Kleinwort Benson UK. He started his career at Price Waterhouse in 1970 and remained with the company for five years. He qualified as ACA in 1974.

George Warren (69) (Supervisory Director)

George Warren is a Supervisory Director of the Company. He currently is involved in several companies: the Ottoman Fund managed by Development Capital Management, London since 2005 (as Financial Adviser); Creative Entertainment Ltd. since 2004 (as Director); and Onslow Property Group since 2002 (as Financial Adviser).

From 1980 to 2002, Mr. Warren served in many capacities at Ottoman Bank, namely: Group Deputy Chairman; Main Board Director; CEO of Ottoman Bank Group; Deputy Chairman for the Compagnie Ottomane d'Investissements, Amsterdam; Ottoman Bank Representative in Europe for the Dogus Group following their purchase of Ottoman Bank, Turkey; and Director of Dogus International Ltd. During that timeframe, he was also Director of the Societe Nouvelle de la Banque de Syrie et du Liban, Beirut and at Plagem in Luxembourg. At Grindlays Bank, from 1969 to 1980, he began as the Personal Assistant to the Chief General Manager and worked in general management in France and Greece before being seconded to Deutsche Bank in Germany. He began his career in international commercial banking at the Ottoman Bank, working there from 1958 to 1969 and served as Group Secretary for the last two years of that period.

Charles Balfour (53) (Supervisory Director)

Charles Balfour is a Supervisory Director of the Company. Beginning in 2004, he was a Management Director of Durlacher plc, the International Director of Fleming Family Partners, and a Non-Executive Director of Intellectual Ltd. Prior to these directorships, he served as the Chairman and CEO of Nasdaq International from 1993 to 2004. He was Management Director of Cragnotti & Partners, a Swiss-Italian conglomerate specializing in mergers and acquisitions, and food and packaging, from 1991 to 1992. After twelve years with Banque Paribas (1979 to 1991) Mr. Balfour became Executive Director of Corporate Finance and Banking. From 1976 to 1979, he served as Vice President of Corporate Finance. Before this, he was Manager of Capital Markets Division at Hill Samuel & Co. from 1973 to 1976. He began his career as a Trainee Analyst for the research department at Hoare Govett from 1971 to 1973. He also worked on the institutional sales desk with responsibility for European clients and Eurobond business.

Members of the current Supervisory Board may be contacted at the address of the Company.

In 2005, no remuneration was paid to the current members of the Supervisory Board.

None of the Directors has:

- any convictions in relation to fraudulent offences;
- had any bankruptcy order made against him or entered into any voluntary arrangements;
- been a director of a company which has been placed in receivership, compulsory liquidation, creditors voluntary liquidation, administration, been subject to a voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors whilst he was a director of that company or within the twelve months after he ceased to be a director of that company;
- been a partner in any partnership which has been placed in compulsory liquidation, administration or been the subject of a partnership voluntary arrangement whilst he was a partner in that partnership or within the twelve months after he ceased to be a partner in that partnership;
- been the owner of any asset or a partner in any partnership which has been placed in receivership whilst he was a partner in that partnership or within the twelve months after he ceased to be a partner in that partnership;
- been publicly criticised or received any official public sanctions by any statutory or regulatory authority (including recognised professional bodies); or
- been disqualified by a court from acting as a director of any company or from acting in the management or conduct of the affairs of a company.

The Joint Meeting

The Joint Meeting consists of the members of the Supervisory Board and the members of the Management Board. The sole responsibilities of the Joint Meeting are to determine the number of supervisory directors, to make a binding nomination for each vacancy in the Management and Supervisory Boards, and to propose to the General Meeting to suspend or dismiss members of the Management and Supervisory Boards. The chairman of the Supervisory Board is the chairman of the Joint Meeting. The Joint Meeting appoints one of its members as secretary. The Joint Meeting may adopt resolutions only if a majority of the members of the Supervisory Board and a majority of the members of the Management Board are present or represented in such meeting. In order to be validly adopted, resolutions of the Joint Meeting require a simple majority of the votes cast. The Joint Meeting adopts rules regarding the internal organization of the Joint Meeting.

BUSINESS TRANSACTIONS AND LEGAL RELATIONSHIPS WITH RELATED PARTIES

Since May 26, 2003, there has not been nor is there proposed any transaction to which the Company was or is a party in which the amount involved exceeds €60,000 and in which any member of the Supervisory or Management Board, or any other executive officer or holder of more than 10% of the Company's Shares, had, has or will have a direct or indirect interest other than the transactions mentioned below:

Share Purchase and Option Agreements

On November 28, 2003 the Company entered into a Sale- and Purchase Agreement with several sellers inter alia Mr. Niels Reijers, who was Chief Executive Officer of the Company until May 24, 2006, and Mrs. Prendergast, who was the Business Development director of the Company until September 2005, whereby the Company acquired shares of IFEX Innovation Finance and Equity Exchange Ltd.

On July 29, 2004 the Company entered into the IFEX Ltd Share Purchase Agreement with several sellers of IFEX Ltd shares, inter alia Mr. Niels Reijers, Mrs. Prendergast, and Dr. Alan André, replacing the above mentioned Share Purchase and Option Agreements. Pursuant to the IFEX Ltd Share Purchase Agreement, Mrs. Prendergast agreed to sell and transfer 70,200 IFEX Ltd shares to the Company against payment of a purchase price of €872,493, Mr. Niels Reijers to sell and transfer 140,400 IFEX Ltd shares against payment of a purchase price of €1,744,986, and Dr. Alan André to sell and transfer 45,025 IFEX Ltd shares against payment of a purchase price of €559,601. Furthermore, Mrs. Prendergast, Mr. Reijers and Dr. André agreed to subscribe for 1,807,838, 3,615,676, and 1,159,514 new Shares respectively, each with a nominal value of €0.10 against payment of €0.4826 (rounded) per Share. The Company and the sellers agreed that the payments obligation of each of the sellers would be set off against the obligation of the Company to pay the cash considerations pursuant to the acquisition of the IFEX Ltd shares. This resulted in a transfer of shares only; no cash was paid to either party of the IFEX Ltd Share Purchase Agreement.

Service Agreements

As approved by the Company's shareholders at the AGM, the Company has entered into service agreements as described below.

Supervisory Board

ANTHONY MOORE, CHAIRMAN

Without limiting his fiduciary duties as a member of the Supervisory Board, Mr. Moore will be engaged by the Company as a consultant to advise the Company regarding its fund management business, to be effective following the Closing. While the consultancy may present a potential conflict between Mr. Moore's roles as a consultant and as a member of the Supervisory Board, such responsibilities will always be resolved in favour of the fiduciary duties owed to Shareholders and the Company. A summary of the terms of Mr. Moore's consultancy is as follows:

- term of five (5) years, subject to renewal;
- base consulting fee of \$20,833.33 per month;
- discretionary success fee payable, as reasonably determined by Shareholders at a duly called general meeting, for assistance on major corporate transactions;
- reimbursement for reasonable expenses incurred in connection with his consultancy duties;
- a vehicle allowance of \$1,000 per month;
- the term of the appointment will be extended for successive 6 month periods unless notice is given within 90 days prior to the expiration of the then current term; and
- standard confidentiality and non-competition restrictions.

OTHER SUPERVISORY DIRECTORS

Charles Balfour, George Warren and Andrew Milne have been appointed to the Supervisory Board according to the following terms, which relate solely to their Supervisory Board duties:

- €25,000 per annum in cash;
- ordinary shares of the Company equal to €25,000 per annum;
- participation in the Company's Share Option Scheme; and
- reimbursement for reasonable expenses incurred in connection with their duties as Supervisory Directors.

Management Board

In addition, the Company has entered into agreements with members of the Management Board, to be effective following the Closing as described below, which relate solely to their executive role within the Company:

SHARON CLAYTON - CHAIRMAN

The Company has assumed the obligations of MCC with respect to a pre-existing employment agreement with Sharon Clayton, the Chairman of the Management Board. A summary of the terms of Ms. Clayton's employment agreement is as follows:

- the agreement has no defined term and can be terminated by either party at any time;
- termination on 30 days prior written notice
- base salary of \$250,000 per year;
- a yearly cost of living adjustment indexed to the US Consumer Price Index, but in no event less than 5% per annum;
- three-years of severance pay at the then-current level of base salary if terminated without cause or in the event of a change of control of the Company;
- health and other similar benefits in accordance with insurance plans adopted within the Enlarged Group;
- a discretionary bonus as reasonably determined by a majority of disinterested members of the Management Board;
- reimbursement for reasonable expenses incurred in connection with her employment;
- a vehicle allowance of \$1,000 per month; and
- standard confidentiality, non-competition and invention assignment restrictions.

KENNETH DENOS – CHIEF EXECUTIVE OFFICER

The Company has entered into an employment agreement with Kenneth Denos, the Chief Executive Officer. A summary of the terms of Mr. Denos' employment agreement is as follows:

- the agreement has no defined term and can be terminated by either party at any time;
- termination on 30 days prior written notice
- base salary of \$250,000 per year;
- a yearly cost of living adjustment indexed to the US Consumer Price Index, but in no event less than 5% per annum;
- three-years of severance pay at the then-current level of base salary if terminated without cause or in the event of a change of control of the Company;
- health and other similar benefits in accordance with insurance plans adopted within the Enlarged Group;
- a discretionary bonus as reasonably determined by a majority of disinterested members of the Management Board;

- reimbursement for reasonable expenses incurred in connection with his employment; a vehicle allowance of \$1,000 per month; and
- standard confidentiality, non-competition and invention assignment restrictions.

RICHARD MEEK - CHIEF FINANCIAL OFFICER

The Company has assumed the obligations of MCC with respect to a pre-existing employment agreement with Richard Meek, the Chief Financial Officer. A summary of the terms of Mr. Meek's employment agreement is as follows:

- base salary of £100,000 per year;
- twelve months' notice for termination without cause;
- health and other similar benefits in accordance with insurance plans adopted within for similarly situated executives within the Enlarged Group;
- a bonus of up to 100% of base salary depending on the achievement of agreed objectives;
- reimbursement for reasonable expenses incurred in connection with his employment;
- a vehicle allowance of £500 per month; and
- standard confidentiality and non-competition restrictions.

Save as disclosed above, none of the service agreements referred to above provide for any benefits on their termination.

Other Service Agreements

The Company has entered into consultancy agreements with Mr. A.J.M. Willemsen, Fascinating Stones B.V. (a company wholly-owned by Mr. Niels Reijers, a former member of the Management Board), Mr. D. Harris, a former member of the Supervisory Board and Mr. S. Holland, a former member of the Supervisory Board (the "Consultants"). The consultancy agreements were entered into on May 25, 2006, the day following the 2006 Annual General Meeting of Shareholders of the Company and shall continue for a period of 6 months. After the initial 6 months period the agreements shall continue for a new 6 months period unless the agreements are terminated by either party. Pursuant to the consultancy agreements the Company engages each of the Consultants to provide the Company certain services, including assistance with the application for listing of its shares at the Frankfurt Stock Exchange and assistance with the acquisition of new clients and business opportunities.

Co-operation Agreement

On December 9, 2003 IFEX Ltd, a subsidiary of the Company, entered into a non-exclusive Marketing Co-operation Agreement with CICOM Organization, Sophia Antipolis, France ("CICOM"), which is represented by Dr. Alain André as Management director who until May 24, 2006 was also member of the Supervisory Board of the Company. The object of the Marketing Co-operation Agreement is to establish a co-operation between the IFEX Group and CICOM by which CICOM is responsible to identify a large number of qualified deals within 24 months in Europe that will ask for services offered by the IFEX Group. The Marketing Co-operation Agreement started as of November 17, 2003 for a period of one year and shall be automatically renewed by tacit successive one year periods. The Marketing Co-operation Agreement may be terminated by 90 days written notice by either party without any reason.

CICOM received a monthly financial compensation in the amount of €24,500 plus travel and subsistence expenses in form of a monthly fee of €2,400 plus VAT.

Other Transactions

As of December 31, 2006, Anthony Moore is indebted to MCC for \$247,965.30. This amount was based upon partnership draws in excess of his partnership basis made in 2000 by Mr.

Moore from Moore, Clayton & Co., LLC, a Nevada limited liability company and the predecessor-in-interest of MCC.

As of December 31, 2006, Sharon Clayton is indebted to MCC for \$117,426.81. This amount was based upon partnership draws in excess of her partnership basis made in 2000 by Ms. Clayton from Moore, Clayton & Co., LLC, a Nevada limited liability company and the predecessor-in-interest of MCC.

In May 2006, Sharon Clayton, the Chairman of the Management Board, loaned \$181,000 to MCC. The loan is unsecured, due on demand, and bears interest at eight percent per annum.

Kenneth I. Denos, P.C. ("KID"), a Utah professional corporation in which Kenneth Denos is a principal, has invoiced MCC since 2001 for fees and expenses related to activities of KID employees for the benefit of MCC. In 2006 KID invoiced \$475,815 for such fees and expenses. Following the closing, KID will continue to bill MCC for fees and expenses incurred in connection with services provided by KID employees (provided however, that such fees and expenses shall not include employment compensation to Kenneth Denos) to MCC.

Commencing at the formation or reorganization of certain controlled subsidiaries of MCC, Anthony Moore, Sharon Clayton, and Kenneth Denos have purchased or have been offered to purchase, at a nominal (or par value) purchase price, shares in certain of these subsidiaries equal to the following percentage holdings, in aggregate, not accounting for dilution from stock options or other instruments convertible into ownership of these subsidiaries:

	MCC Media Group	MCC Healthcare Group
Anthony Moore	4.85%	4.15%
Sharon Clayton	4.85%	4.15%
Kenneth Denos	2.42%	2.66%

Effective December 31, 2004, Anthony Moore and Sharon Clayton each converted \$200,000 in accrued but unpaid salary into 300,000 MCC Shares.

MCC is party to a five (5) year sublease with Acadia Properties, LLC, for the use of office and hardware facilities. MCC pays Acadia Properties, LLC a rental fee of \$6,000 per month. MCC's rental fee is based on exclusive usage of approximately sixty percent (60%) of the office space of Acadia Properties, LLC, which pays an aggregate rental rate of \$10,500 per month (excluding charges) and is comparable to rents charged to other subtenants of Acadia Properties, LLC. These facilities are utilized for the operation of MCC's day-to-day business. Kenneth Denos, who has personally guaranteed payment on the master lease for the premises, is a principal of Acadia Properties, LLC and is a member of the Management Board and the Company's Chief Executive Officer.

MCC has agreed to indemnify Kenneth Denos (the "Denos Indemnity Agreement"), its Executive Vice President, in connection with a pledge of 837,285 MCC shares, personally held by Mr. Denos ("Denos Shares"), to the vendors of Equus Capital Management Corporation ("ECMC"). The Denos Shares were pledged as security for a promissory note issued by MCC ("ECMC Note") to such vendors to acquire their shares of ECMC. ECMC, the former investment adviser to Equus, was acquired by MCC on June 30, 2005. The Denos Indemnity Agreement obligates MCC to issue a number of MCC shares equal to the Denos Shares in the event that MCC defaults on its obligations under the ECMC Note and the vendors of ECMC foreclose on the Denos Shares.

MCC has separately agreed to indemnify each of Anthony Moore, Sharon Clayton, and Kenneth Denos (the "MCC Director's Indemnity Agreements") in connection with personal guarantees given by each of them pursuant to a \$2 million line of credit provided by International

Bank of Commerce (the “IBC Note”) to Moore Clayton Capital Advisors, Inc., the investment adviser to Equus. The MCC Director’s Indemnity Agreements obligate MCC to fully indemnify any of Messrs. Moore and Denos and Ms. Clayton in the event an action is commenced against any of them to recover under the IBC Note.

The Company has also entered into the SPA with Anthony Moore, Kenneth Denos, Sharon Clayton and the other MCC shareholders as further described beginning on page 65 of this Prospectus. The SPA also includes a lock up arrangement in respect of the Shares to be issued to the MCC shareholders upon Closing. These arrangements are further described on page 65 of this Prospectus.

Anthony Moore (Chairman of the Supervisory Board) and Kenneth Denos (Chief Executive Office of the Company) have also entered into a super-voting arrangement in respect of MCCA which is further described on page 82 of this Prospectus.

Pursuant to item 14.2 of Annex I to the Prospectus Regulations, Kenneth Denos, Sharon Clayton, Anthony Moore and Richard Meek are both directors of the Company and major shareholders of MCC who will sell their shares to the Company as part of the Acquisition. In addition, Kenneth Denos, Sharon Clayton and Anthony Moore are directors of MCC. The dual role of these individuals could give rise to potential conflicts in relation to any enforcement of the Company's rights under the SPA and associated documentation. Where such conflicts arise, the Directors will defer to independent (non-conflicted) board members for resolution.

Pursuant to item 14.2 of Annex I to the Prospectus Regulations, Kenneth Denos, Sharon Clayton and Antony Moore have agreed to restrictions pursuant to the lock up provisions described herein on page 65.

Pursuant to item 14.2 of Annex I to the Prospectus Regulations, there have been no arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which any selections as a member of the management or supervisory bodies or member of the senior management have been made.

So far as the Directors are aware there are no other potential conflicts of interest between the directors or senior management and the Company in respect of such person’s duties to the Company and their private interests and or other duties which are not disclosed in this section of the Prospectus.

So far as the Directors are aware, Vincent Tchenguiz is currently a shareholder in the Company. It is possible that he owns more than 10% of the current issued Shares, although this cannot be verified due to the bearer share structure of the Company.

So far as the Directors are aware, Mr. Tchenguiz is also related to Wheddon Limited, a company which owns 0.47% of the current issued share capital of MCC.

So far as the Directors are aware, there are no other related party transactions (including any interests held by natural or legal persons involved in the issue of Shares related to this Prospectus) which should be disclosed in this Prospectus. However, such transactions may exist of which the Directors are not aware due to the bearer share structure of the Company.

TAXATION

The following discussion is a summary of the material anticipated tax consequences of an investment in the Shares under Netherlands and German tax laws as in effect on the date of this Prospectus. The discussion does not deal with all possible tax consequences relating to an investment in our shares. In particular, the discussion does not address the tax consequences under state, local and other (i.e., non-Netherlands and non-German) tax laws, nor does it address special circumstances that may apply to any individual investor. The following discussion is based upon the analysis of Netherlands and German tax codes, the rules and regulations thereunder, current case law and published rulings.

The anticipated tax consequences are subject to change, and such changes may be retroactively effective. If so, the following summary may be affected and may not be relied upon. Further, any variation or differences from the facts or representations recited in this Prospectus, for any reason, might affect the following discussion, perhaps in an adverse manner, and make them inapplicable. In addition, our Netherlands and German tax advisors have undertaken no obligation to update this discussion for changes in facts or laws occurring after the date of this Prospectus.

This summary represents solely the views of our German and Netherlands tax advisors as to the interpretation of existing law and, accordingly, no assurance can be given that the tax authorities or courts in The Netherlands or Germany will agree with this summary.

Tax Considerations in the Netherlands

The following is intended as general information only and it does not purport to present any comprehensive or complete picture of all aspects of Netherlands tax laws which could be of relevance to a holder of Shares. Holders and/or prospective holders of Shares (“Shareholders”) should therefore consult their tax adviser regarding the tax consequences of any purchase, ownership or disposal of Shares.

Dutch taxation of resident Shareholders

1. General

The description of certain Netherlands taxes set out in this section “Dutch taxation of resident Shareholders” is only intended for the following investors (“Resident Shareholders”):

- i) individual Shareholders who are resident or deemed to be resident in the Netherlands for Netherlands income tax purposes, or who elected to be taxed as resident of the Netherlands (“Netherlands Individual”), excluding Netherlands Individuals:
 - who derive benefits from the Shares that are taxable as benefits from “miscellaneous activities” (*resultaat uit overige werkzaamheden*); or
 - for whom the Shares or any payment connected with the Shares may constitute employment income; or
 - who have a substantial interest, or are deemed to have a substantial interest (*aanmerkelijk belang*), in the Company; and
- ii) corporate Shareholders (including associations which are taxed as corporate entities) that are resident or deemed to be resident in the Netherlands for Netherlands tax purposes (“Netherlands Corporate Entities”), excluding:
 - corporate entities that are not subject to Netherlands corporate income tax; or
 - pension funds (*pensioenfondsen*) and other entities to the extent that they are exempt from Netherlands corporate income tax; or
 - corporate entities for whom the Shares qualify as a participation, and which derive benefits from the Shares which are exempt under the participation exemption (*deelnemingsvrijstelling*) (as laid down in the Netherlands Corporate Income Tax 1969); or

- investment institutions (*beleggingsinstellingen*) as defined in the Netherlands Corporate Income Tax Act 1969.

Generally, a Shareholder will not have a substantial interest if he, his partner, certain other relatives (including foster children) or certain persons sharing his household, do not hold, alone or together, whether directly or indirectly, the ownership of, or certain other rights over, Shares representing five per cent or more of the total issued and outstanding capital (or the issued and outstanding capital of any class of shares) of the Company, or rights to acquire shares, whether or not already issued, that represent at any time (and from time to time) five per cent or more of the total issued and outstanding capital (or the issued and outstanding capital of any class of shares) of the Company or the ownership of certain profit participating certificates that relate to five per cent or more of the annual profit of the Company and/or to five per cent or more of the liquidation proceeds of the Company. A deemed substantial interest is present if (part of) a substantial interest has been disposed of, or is deemed to have been disposed of, on a non-recognition basis.

2. Individual and Corporate Income and Capital Gains Tax

(i) Netherlands Individuals

Generally, a Netherlands Individual who holds Shares that are not attributable to an enterprise from which he derives profits, will be subject to a fictitious yield tax. The Shares held by such Netherlands Individual will be taxed under the regime for savings and investments (*Box III*). Irrespective of the actual income or capital gains, the annual taxable benefit of all the assets and liabilities of a Netherlands Individual that are taxed under such regime including, as the case may be, Shares, is set at a fixed percentage. This percentage is 4 per cent of the average fair market value of these assets and liabilities in principle taken at the beginning and end of a given year (less a tax-free amount). The tax rate applicable under the regime for savings and investments is 30 per cent.

Any benefits derived or deemed to be derived from the Shares (including any capital gains realised on the disposal thereof) by a Netherlands Individual are generally subject to income tax at progressive rates, if the Netherlands Individual has an enterprise or an interest in an enterprise to which enterprise the Shares are attributable.

(ii) Netherlands Corporate Entities

Any benefits derived or deemed to be derived from the Shares (including any capital gains realised on the disposal thereof) that are held by a Netherlands Corporate Entity are generally subject to corporate income tax at statutory rates.

3. Dividend withholding tax

Dividends distributed by the Company are generally subject to dividend withholding tax in the Netherlands at a rate of 25 per cent. The expression “dividends distributed by the Company” as used herein includes, but is not limited to:

- (i) distributions in cash or in kind, deemed and constructive distributions and repayments of paid-in capital not recognised for Netherlands dividend withholding tax purposes;
- (ii) liquidation proceeds, proceeds from the redemption of Shares or, as a rule, consideration for the repurchase of Shares by the Company (other than a repurchase as a temporary investment) in excess of the average paid-in capital recognised for Netherlands dividend withholding tax purposes;
- (iii) the par value of Shares issued to a Shareholder or an increase of the par value of Shares, as the case may be, to the extent that it does not appear that a contribution, recognised for Netherlands dividend withholding tax purposes, has been made or will be made; and
- (iv) partial repayment of paid-in capital, recognised for Netherlands dividend withholding tax purposes, if and to the extent that there are net profits (“*zuivere winst*”), unless (a) the general meeting of shareholders of the Company has resolved in advance to make such repayment and

(b) the par value of the relevant Shares has been reduced by an equal amount by way of an amendment of the articles of association of the Company.

Generally, a Resident Shareholder can credit the withholding tax against Netherlands income tax or corporate income tax and generally is entitled to a refund of Netherlands dividend withholding tax insofar as the withholding tax, together with any other creditable domestic and/or foreign taxes, exceeds its aggregate income tax or corporate income tax liability. Netherlands dividend withholding tax will only be creditable or refundable to a Resident Shareholder receiving dividends distributed by the Company, if it is considered the beneficial owner thereof.

Dutch taxation of non-resident Shareholders

1. General

The description of certain Netherlands taxes set out in this section “Dutch taxation of non-resident Shareholders” is only intended for Shareholders that are not resident or deemed to be non-resident in the Netherlands, or with respect to individual Shareholders that did not elect to be taxed as a resident of the Netherlands (“Non-Resident Shareholders”), excluding individual Non-Resident Shareholders:

- who derive benefits from the Shares that are taxable as benefits from “miscellaneous activities” (*resultaat uit overige werkzaamheden*); or
- for whom the Shares or any payment connected with the Shares may constitute employment income.

2. Income and capital gains tax

A Non-Resident Shareholder will not be subject to any Netherlands taxes on income or capital gains in respect of dividends distributed by the Company or in respect of any gain realised on the disposal of Shares (other than the dividend withholding tax described below), provided that:

- (i) such Shareholder does not have an enterprise or an interest in an enterprise that is, in whole or in part, carried on through a permanent establishment or a permanent representative to which the Shares are attributable; and
- (ii) such Shareholder does not have a substantial interest, or is deemed to have a substantial interest (*aanmerkelijk belang*), in the Company or, if such Shareholder does have such an interest, it forms part of the assets of an enterprise (for a description of substantial interest see “Dutch taxation of resident Shareholders”).

3. Dividend withholding tax

Dividends distributed by the Company to Non-Resident Shareholders are generally subject to dividend withholding tax in the Netherlands at a rate of 25% per cent.

Non-Resident Shareholders that are resident in the Netherlands Antilles or Aruba under the provisions of the Tax Convention of the Kingdom of the Netherlands, or resident in a country that has concluded a double taxation convention with the Netherlands under the provisions of that convention, may, depending on the terms of the relevant convention, be eligible for a full or partial exemption from, or refund of, Netherlands dividend withholding tax. Netherlands dividend withholding tax will only be creditable or refundable to such a Non-Resident Shareholder receiving dividends distributed by the Company, if it is considered the beneficial owner thereof.

Gift, Estate and Inheritance Taxes

No gift or inheritance taxes will arise in the Netherlands with respect to an acquisition of Shares by way of a gift by, or on the death of, a Shareholder who is neither a resident nor deemed to be resident in the Netherlands, unless:

- (i) the Shareholder at the time of the gift has or at the time of his death had an enterprise or an interest in an enterprise that is or was, in whole or in part, carried on through a permanent

- establishment or a permanent representative in the Netherlands and to which enterprise or part of an enterprise, as the case may be, the Shares are or were attributable; or
- (ii) in the case of a gift of Shares by an individual who at the time of the gift was neither resident nor deemed to be resident in the Netherlands, such individual dies within 180 days after the date of the gift, while being resident or deemed to be resident in the Netherlands.

For the purposes of Netherlands gift and inheritance taxes, an individual who holds Netherlands nationality will be deemed to be resident in the Netherlands if he has been resident in the Netherlands at any time during the ten years preceding the date of the gift or his death. In the case of a gift of Shares by an individual who at the time of the gift was a non-resident Shareholder, if such an individual dies within 180 days of the date of the gift while (at the time of his death) being resident or deemed to be resident in the Netherlands, inheritance tax will be due. For the purposes of Netherlands gift tax, an individual not holding Netherlands nationality will be deemed to be resident in the Netherlands if he has been resident in the Netherlands at any time during the twelve months preceding the date of the gift.

Other Taxes and Duties

No Netherlands registration tax, transfer tax, stamp duty or any other similar tax or duty will be payable in the Netherlands in respect of or in connection with the holding of the Shares.

Proposed changes in Dutch Taxation

In May 2006 a bill has been proposed by the Dutch Government to reform the Dutch law on the taxation of business profits. This bill will in all likelihood be effective as from January 1, 2007. Based on this Bill the statutory corporate income tax rate will be reduced from 29.6% (2006) to 25.5% and the statutory Dutch dividend withholding rate will be reduced from 25% to 15%.

Considerations on Taxation in Germany

Taxation of Dividends

1. Dividend payments to individuals

Dividends paid to a shareholder who is an individual and has his fiscal domicile or habitual place of abode in Germany, or who is a German non-resident for tax purposes but maintains a permanent establishment in Germany to which the dividends are attributable, are exempt from German income tax to the extent of 50%. The remaining 50% of the dividends are taxed at the individual's personal income tax rates plus a solidarity surcharge thereon in the amount of 5.5% of the respective assessed income tax liability ("halved-income method of assessment", *Halbeinkünfteverfahren*).

Corresponding to half of the dividends being tax exempt under the "halved-income method of assessment", only half of the expenses related to the dividend income can be deducted from the income tax basis.

The German legislature currently contemplates to adopt a flat rate withholding tax (*Abgeltungssteuer*) on income from investments such as interest, dividends and capital gains derived from the sale of securities effective for tax year 2009. In case such flat rate withholding tax (*Abgeltungssteuer*) is adopted, the halved-income method of assessment (*Halbeinkünfteverfahren*) will most likely no longer be applicable in this regard.

(a) Shares forming part of personal (private) assets

Due to the "halved-income method of assessment" (*Halbeinkünfteverfahren*), only one half of the income-related expenses (in particular, security deposit fees and refinancing cost) incurred in

connection with the dividend payments may be deducted from the income tax base. Income-related expenses in the amount of €51.00 (€102.00 in the case of jointly assessed spouses) are taken into account without proof. The shareholder is entitled to a tax-free amount (allowable deduction) of €750.00 (€1,500.00 in the case of jointly assessed spouses). Since only one half of the dividends is taxable, this means that dividends up to an amount of €1,602 (€3,204.00 in the case of jointly assessed spouses) can be earned tax-free without any proof of income-related expenses provided no other income from capital investments is accrued, which would equally be set off against the tax-free amounts.

In the event the shares are held as personal (private) assets, the dividends are not subject to trade tax.

(b) Shares forming part of the business assets

In the event the shares are held in a commercial, individually-owned firm or a German permanent establishment engaged in a trade or business, the 50% of the dividends which are exempt from German income tax have to be added when determining the German trade tax base, unless (1) the shareholder owns 10% or more of the shares in the corporation for the entire period starting at the beginning of said corporation's fiscal year, and (2) the corporation derives its gross income almost entirely from specific non-passive activities set forth in the German Controlled Foreign Corporations Act (*Aussensteuergesetz*) and/or from certain interests in other companies. The latter requirement is met, if (1) the corporation holds an interest of at least 25% in the other companies for an uninterrupted period of at least twelve months preceding the date on which the distributive income is determined, and (2) the shareholder demonstrates either that the other companies have their seat or place of management in the same country as the corporation and derive their gross income almost entirely from specific non-passive activities set forth in the German Controlled Foreign Corporations Act (*Aussensteuergesetz*) or that the corporation holds its investments in an economic connection with own specific non-passive activities set forth in the German Controlled Foreign Corporations Act (*Aussensteuergesetz*), and the other companies in which such interests are held themselves derive their gross income almost entirely from said activities. Due to the complexity of the topic, in case an interest of 10% or more in the corporation is owned, the individual investor should consult his tax advisor on whether the afore-mentioned requirements are fulfilled in the case at hand. In case the trade tax base has to be increased as set out above, the 50% of the business expenses attributable to dividend payments (in particular, security deposit fees and refinancing costs) which are non-deductible for income tax purposes may be fully deducted from the trade tax relevant income. This also applies if no income is earned from capital investments during the assessment period.

The trade tax itself is to a certain amount deductible from the income tax base as a business expense.

Additionally, the trade tax can – depending on the individual's personal circumstances - wholly or partially be credited against the individual's personal income tax liability.

2. Dividend payouts to a body corporate (e.g. corporation)

Dividends paid by a corporation to a body corporate, which has its seat (corporate domicile) or its place of management in Germany, or dividends which are attributable to a German permanent establishment of a body corporate, which has neither its seat nor its place of management in Germany, are in principle exempt from corporation tax in Germany. However, 5% of the tax-exempt dividends are treated as non-deductible business expenses, thereby economically leading to a minimum taxation of such 5%. Expenses actually incurred which have an economic connection with the sale, such as transaction costs, may be fully deducted.

For trade tax purposes, the dividends which are exempt from corporation tax, reduced by the amount of non-deductible business expenses, have to be added to the trade tax base, unless (1) the body corporate holds at least 10% in the subsidiary corporation for the entire period starting at the beginning of the subsidiary's fiscal year, and (2) the subsidiary derives its gross income almost

entirely from specific non-passive activities set forth in the German Controlled Foreign Corporations Act (*Aussensteuergesetz*) and/or from certain interests in other companies. The latter requirement is met, if (1) the corporation holds an interest of at least 25% in the other companies for an uninterrupted period of at least twelve months preceding the date on which the distributive income is determined, and (2) the shareholder demonstrates either that the other companies have their seat or place of management in the same country as the corporation and derive their gross income almost entirely from specific non-passive activities set forth in the German Controlled Foreign Corporations Act (*Aussensteuergesetz*) or that the corporation holds its investments in an economic connection with own specific non-passive activities set forth in the German Controlled Foreign Corporations Act (*Aussensteuergesetz*), and the other companies in which such interests are held themselves derive their gross income almost entirely from said activities. Due to the complexity of the topic, in case an interest of 10% or more in the corporation is owned, the investor should consult its tax advisor on whether the afore-mentioned requirements are fulfilled in the case at hand.

3. Dividend payouts to a partnership

If dividends are paid on shares held by a German partnership, individual income and corporation tax, respectively, are levied at the partners' level at the partners' respective tax rates. In case the partner is subject to individual income tax, 50% of the dividends are taxed (see above 1), whereas in case of a corporation as partner, the dividends are basically tax-exempt (see above 2.). Regarding the deductibility of business expenses, the statements made above under 1(b) and 2., respectively, are applicable.

As opposed to the treatment for income tax purposes, trade tax is levied at the partnership's level if it is considered a business enterprise in accordance with German income tax law. Trade tax is levied on 100% of the dividends reduced by the amount of business expenses relating to such dividends, unless (1) the partnership holds at least 10% in the corporation for the entire period starting at the beginning of the corporation's fiscal year, and (2) the corporation derives its gross income almost entirely from specific non-passive activities set forth in the German Controlled Foreign Corporations Act (*Aussensteuergesetz*) and/or from certain interests in other companies. The latter requirement is met, if (1) the corporation holds an interest of at least 25% in the other companies for an uninterrupted period of at least twelve months preceding the date on which the distributive income is determined, and (2) the shareholder demonstrates either that the other companies have their seat or place of management in the same country as the corporation and derive their gross income almost entirely from specific non-passive activities set forth in the German Controlled Foreign Corporations Act (*Aussensteuergesetz*) or that the corporation holds its investments in an economic connection with own specific non-passive activities set forth in the German Controlled Foreign Corporations Act (*Aussensteuergesetz*), and the other companies in which such interests are held themselves derive their gross income almost entirely from said activities. Due to the complexity of the topic, in case an interest of 10% or more in the corporation is owned, the investor should consult its tax advisor on whether the afore-mentioned requirements are fulfilled in the case at hand.

At the partnership level, the trade tax itself is to a certain amount deductible from the income tax base as a business expense.

In case the partner is an individual, the trade tax allocable to his partnership interest can – depending on the individual's personal circumstances - wholly or partially be credited against the individual's income tax liability.

4. Withholding Tax

(a) Dividend payouts to foreign individuals with no domestic permanent establishment

If the shareholder is an individual, a withholding tax of 15% may be levied in the Netherlands pursuant to the Double Taxation Treaty.

An individual may credit this withholding tax against his German income tax attributable to such dividend income. If, however, the German income tax attributable to such dividends is lower

than the withholding tax, withholding taxes can only be credited up to the amount of German income tax attributable to such dividend income. Instead of a credit of the withholding tax, the shareholder can apply for deduction of the withholding tax from his taxable income to the extent such withholding tax is attributable to foreign income which is taxable in Germany.

(b) Dividend payouts to foreign incorporated companies

If the shareholder is an incorporated company which owns less than 25% of the voting stock in the corporation, a withholding tax of 15% may be levied in the Netherlands pursuant to the Double Taxation Treaty. If the shareholder is a German incorporated company which owns at least 25% of the voting stock in the Dutch corporation, then withholding tax of no more than 10% may be levied in the Netherlands (“affiliation or inter-corporate privilege”). But no withholding tax in the Netherlands is withheld due to Dutch law if the conditions of the Directive of July 23, 1990 on the Common System of Taxation applicable in the case of Parent companies and Subsidiaries of Different Member States (90/435 EEC) are met.

Pursuant to Sec. 8b Corporation Tax Act, economically 95% of the dividends distributed to a body corporate are not subject to corporate income tax. Any Dutch withholding tax cannot be credited against the Corporation Tax levied on the remaining 5% of the dividend(s) distributed to the body corporate.

Taxation of Capital Gains

1. Capital gains of individuals

In case an individual who has his domicile or habitual place of abode in Germany holds an interest of less than 1% in a stock corporation as part of his personal (private) assets, any capital gain upon disposal is subject to income tax if the sale is effected within one year after acquisition (so-called “speculation period”). If an individual has been holding an interest in a stock corporation of 1% or more as part of his personal (private) assets at any time during the 5 years prior to the sale of the interests or parts of it, the capital gain on the sale is qualified as income effectively connected to trade or business and thus is subject to income tax.

In the event that an individual holds the shares as business capital in Germany, the capital gain upon disposal is subject to income tax. This applies regardless of both the percentage of the shareholding and the holding period.

In all above described cases, if a capital gain is basically subject to income tax, 50% of said capital gain are exempt from German income tax and the remaining 50% of the dividends are taxed at the individual’s personal income tax rates plus a solidarity surcharge thereon in the amount of 5.5% of the respective assessed income tax liability. Correspondingly, only one half of the income-related expenses (such as sales costs) may be deducted (“halved-income method of assessment”, *Halbeinkünfteverfahren*). However, in some special constellations the “halved-income method of assessment” can not be applied, resulting in a taxability of the entire capital gains income and a full deductibility of costs as income-related expenses.

In case the individual holds the shares as business capital in Germany and is subject to trade tax, trade tax is also levied on 50% of the capital gains.

In case the privately held interest in a stock corporation was obtained (i) in return for the contribution of (a part of) a business to the stock corporation or (ii) in exchange for the contribution of other shares (*Anteilstausch*), special rules may apply if the requirements of the provisions of Sec. 21, 22 of the German Reorganization Tax Act are met.

2. Capital gains of bodies corporate

Capital gains from the sale of shares realized by bodies corporate having their seat, their place of management or a permanent establishment in Germany, are basically exempt from both corporation and trade tax in Germany. The tax exemption applies, however, only to the extent that the taxable income of prior years has not been reduced by a write-down of the holding to its going-concern value without subsequent write-back.

Additionally, 5% of any tax-exempt capital gain is treated as non-deductible business expenses, thereby economically leading to a minimum taxation of such 5%. Expenses actually incurred which have an economic connection to the sale, such as transaction costs, may be fully deducted.

It has to be noted that in case the interest in the stock corporation was obtained (i) in return for the contribution of (a part of) a business to the stock corporation or (ii) in exchange for the contribution of other shares (*Anteilstausch*), special rules may apply if the requirements of the provisions of Sec. 21, 22 German Reorganization Tax Act are met.

3. Withholding Tax

The provisions of the Double Taxation Treaty between Germany and the Netherlands stipulate that the state of domicile or habitual residence of the shareholder shall have an exclusive right of taxation of capital gains derived from the sale of shares in a corporation, as long as the shares are not assigned to a permanent establishment sited in the Netherlands.

Inheritance and Gift Tax

1. General considerations

The transfer of shares by way of succession or gift is subject to German inheritance and gift tax, if:

- (a) at the time of the transfer of property or at the time the tax becomes due, respectively, the deceased, or donor, or heir, or recipient had its residence or habitual abode in Germany, or if a German national, has not permanently resided abroad for more than five years without having a domestic residence; or
- (b) in case the personal requirements of (a) above are not met, the shares of the testator or donor constituted business property for which a permanent business establishment was maintained or a permanent representative has been appointed in Germany.
- (c) in case the requirements of (a) and (b) above are not met, the testator or donator held at least 10% of the overall capital of a domestically managed or resided company at the date of succession and donation, respectively.

With respect to shares listed at a German stock exchange, the tax liability is determined on the basis of the fair market value at the time of assessment, and regarding shares not listed at a German stock exchange, on the basis of earlier sales transactions or the corporation's inherent earning rate (in the respective case with certain deductions in circumstances where the donator holds at least 25% of the overall capital of the company).

2. Double Taxation Issues

Due to the inapplicability of the Double Taxation Treaty to inheritance and gift tax issues, the risk of double taxation pursuant to German and Dutch inheritance and gift tax law cannot be completely disregarded.

Other German Taxes

There are no German transfer, stamp or other similar taxes which would apply to the sale or transfer of shares in the Company. There is no net wealth tax levied in Germany. Real property Transfer Tax (“*Grunderwerbsteuer*”) may apply in circumstances where at least 95% of shares of a company that owns real estate located in Germany are consolidated in the hands of one shareholder.

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GLOSSARY

Throughout this Prospectus, the following shall have the meanings described below:

“Acquisition” means the acquisition by the Company of all outstanding MCC Shares on the terms and conditions of the SPA.

“Admission” means admission of the Admission Shares to trading on the Geregelter Markt of the Frankfurt Stock Exchange.

“Admission Shares” means up to 1,180,706,194 Shares to be issued by the Company and admitted to trading on the Geregelter Markt of the Frankfurt Stock Exchange as described in this Prospectus or any supplement hereto.

“AFM” means Autoriteit Financiële Markten, the Dutch securities regulatory authority.

“Assumed Exchange Ratio” means 17.4418604651163 and which is an assumed ratio of Shares to be exchanged for each MCC Share at Closing (the actual Exchange Ratio was not known at the time this Prospectus was published).

“AGM” means the Annual General Meeting of the Shareholders, held on May 24, 2006.

“Capital Increase” means the increase of the issued capital of the Company as a result of the issuance of Shares at Closing as contemplated in the SPA together with the Shares issued through the Placing.

“Closing” means the closing of the Acquisition and the satisfaction or waiver of all conditions thereunder in accordance with the SPA.

“Company” means IFEX Innovation Finance and Equity Exchange N.V., (whose name is to be changed upon Closing to MCC Global N.V.), a Netherlands incorporated company whose shares are listed on the Geregelter Markt of the Frankfurt Stock Exchange.

“Conditional Capital” means up to 695,312,076 Shares, coming into existence upon their issuance under conversion rights being exercised by the holders of MCC Options, Stand-alone Options, MCC Warrants, MCC Notes, Placing Warrants or Placing Convertibles.

“Directors” means the members of the Management Board and the Supervisory Board.

“Elliott” means Manchester Securities Corporation, Inc., a subsidiary of Elliott & Associates.

“Enlarged Group” means together the IFEX Group and the MCC Group following the Closing.

“Equus” means Equus Total Return, Inc.

“Exchange Ratio” means the ratio of Subscription Shares to the number of MCC Shares outstanding at the Closing and which ratio will be used to determine the number of IFEX shares that each MCC Shareholder will receive in exchange for his MCC Shares.

“Former Business” means the entire operation of the Company prior to the management buy-out (MBO) further described beginning on page 63 of this Prospectus.

“Fundus” means Fundus (Holdings) Plc.

“Further Shares” means 8,500,000 Shares issued on April 12, 2006 but not yet admitted to the Geregelter Markt.

“GIS” means Global Investment Strategy UK Ltd.

“IBC Loan Agreement” means that certain loan agreement dated January 27, 2006 entered into between the International Bank of Commerce and MCCA.

“IFEX B.V.” means IFEX Innovation Finance & Equity Exchange B.V.

“IFEX Group” means the Company with its existing subsidiaries and directly or indirectly held consolidated affiliated companies prior to the Closing, each an “IFEX Group Company”.

“IFEX Ltd” means IFEX Innovation Finance & Exchange Equity Ltd. Following consummation of the Acquisition, management does not expect the activities of IFEX Ltd to be significant with respect to the overall activities of the Enlarged Group.

“IFEX Shares” means ordinary shares in the capital of the Company.

“IFEX Share Option Plan” means the new share option scheme of the Company, approved by Shareholders at the AGM and to be implemented on the Closing.

“IFRS Consolidated Interim Financial Statements” or IFRS means International Financial Reporting Standards

“Letter of Intent” means a non-binding letter of intent dated February 3, 2006, between the Company and MCC and the Principal MCC Shareholders to acquire all of the outstanding MCC Shares.

“Lock Up” means the period in which Shareholders have agreed not to sell or dispose of, or agree to sell or dispose of any of their Subscription Shares or any interests therein as more particularly described on page 65.

“LTV” means Latin Television, Inc.

“Management Board” means the management board of the Company comprising the individuals described beginning on page 112.

“Management Shares” means the 5,000,000 Shares to be issued to the former management of the Company on Closing.

“MCC” means Moore, Clayton & Co., Inc., a Delaware corporation.

“MCCA” means Moore, Clayton & Co Advisers, Inc., a wholly owned subsidiary of MCC.

“MCC Directors’ Indemnity Agreements” means the individual indemnification agreements between MCC and each of Anthony Moore, Sharon Clayton, and Kenneth Denos.

“MCC Group” means MCC and its existing subsidiaries.

“MCC Notes” means existing secured and unsecured promissory notes issued by MCC.

“MCC Options” means common stock purchase options issued under the MCC Share Option Plan.

“MCC Share Option Plan” means MCC’s 3rd Amended 2001 Stock Option Plan.

“MCC Shareholders” means holders of MCC Shares either at the date of the SPA or, where the context requires, immediately prior to the date of Closing.

“MCC Shares” means shares of common stock of MCC, \$0.001 par value per share.

“MCC Stand Alone Options” means common stock purchase options granted by MCC in stand-alone agreements that are not part of the MCC Option Plan.

“MCC Warrants” means common stock purchase warrants issued by MCC in connection with various financing transactions and acquisitions.

“Nanolight” means NanoLight International Ltd.

“New Share Option Scheme” means the “IFEX Share Option Plan”.

“Placing” means the placement by the Company of such number of Shares (and/or Placing Convertibles) with selected high net worth individuals and institutional investors at the Closing as shall be sufficient to raise a minimum of €10,000,000 and up to a maximum of €30,000,000.

“Placing Convertibles” means loan stock capable of conversion into up to 352,941,177 Shares, to be placed with investors in the Placing.

“Placing Price” means an assumed Placing Price of €0.085 per Placing Share.

“Placing Shares” means up to 352,941,177 Shares to be issued in the Placing.

“Placing Warrants” means up to 104,000,000 warrants over Shares to be issued to purchasers of Placing Shares.

“Pink Sheets” means the Pink Sheets Quotation System managed by the US National Association of Securities Dealers, a US-based marketplace for trading over the counter securities.

“Principal MCC Shareholders” means Anthony Moore, Sharon Clayton and Kenneth Denos.

“Prospectus” means this document, which comprises a prospectus of the Company for the Admission of up to 1,180,706,194 Admission Shares in the capital of the Company to the Regulated Market in the General Standard segment of Frankfurter Börse AG.

“SEC” means the United States Securities and Exchange Commission.

“Shares” means ordinary bearer shares of €0.10 each in the capital of the Company or, following the Amendment, ordinary bearer shares of €0.03 each in the capital of the Company.

“Shareholders” means holders of Shares in the Company.

“SPA” means the Share Purchase Agreement dated August 22, 2006 between the Company, the MCC Shareholders, Anthony Moore, Sharon Clayton and Kenneth Denos.

“Subscription Shares” means 375,000,000 Shares to be issued to the MCC Shareholders.

“Supervisory Board” means the Supervisory Board of the Company as elected by the Shareholders from time to time.

“Supervisory Directors” means the members of the Supervisory Board of the Company from time to time.

“Transaction” means the Acquisition and the Placing and other matters contemplated by this Prospectus.

“US GAAP” means United States Generally Accepted Accounting Procedures.

“VEM” means VEM Aktienbank AG, Rosental 5, D-80331 Munich, Germany, a German incorporated bank.

“VEM Shares” means up to 1,176,471 Shares to be issued to VEM.

RECENT DEVELOPMENTS AND OUTLOOK

Recent Developments. Since June 30, 2006, both the IFEX Group and the MCC Group have continued to develop their respective businesses and business strategy. The most significant developments during this period are described below.

SPA becomes fully executed. On August 22, 2006, the SPA described in this Prospectus became fully executed by all of the parties to the SPA.

Engagement of BIC. Effective September 18, 2006, MCC entered into an engagement with the Bahrain International Circuit (“BIC”), a speed racing venue in Bahrain, in which MCC agreed to perform business planning services in exchange for an up-front cash fee of \$125,000 and the payment of an additional \$375,000 upon receipt of a written plan regarding the proposed future business of BIC.

Listing of ValiRx. On September 19, 2006, MCC announced the reverse takeover of Azure Holdings plc by ValiRx Limited, a company in which MCC has invested, provided office facilities, and holds an ownership interest. Upon completion of the reverse takeover on October 2, 2006, Azure Holdings plc was renamed ValiRx PLC. Trading commenced on October 3, 2006. The MCC Group holds 113,625,000 ordinary shares of 0.2p, representing 12.84% of the company following Admission.

Sale of GIS. As the Enlarged Group will no longer require an FSA-regulated subsidiary of the Company, the Company entered into an agreement with John Gunn, the former shareholder of GIS, and Ian Van Stratum to sell to John Gunn and Ian Van Stratum all of the issued share capital of GIS in return for the purchase consideration of €20,000 (subject to certain adjustments). The sale agreement is governed by English law. The sale of GIS was approved by the FSA in December 2006.

Commitments Received. As of December 19, 2006, the Company had received commitments (conditional on Completion and Admission) for €10 million of the Placing from various institutional purchasers. One of these purchasers has an option to invest an additional €18 million in Placing Shares by January 31, 2007. Upon Closing and prior to Admission the actual number of Shares (and Conditional Capital, if any) related to these commitments will be published.

Outlook. Following Completion, management intends to build the business of the Enlarged Group by emphasizing transaction-oriented projects and by seeking to establish additional capital funds to manage. In addition, management will endeavour to build the Enlarged Group’s securities holdings to a level at which it can achieve certain economies of scale in managing its investment portfolio. Finally, management also intends to seek acquisitions that will complement the existing businesses of the Enlarged Group, as well as enhance overall earnings performance.