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If you sell or have sold or otherwise transferred all of your Ordinary Shares please send this document, together with the Form of Proxy, at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee except that such documents should not be distributed, forwarded or transmitted in or into any jurisdiction where to do so might constitute a violation of the registration or any other local securities laws or regulations; including but not limited to the US.

Investec Bank plc, which is authorised and regulated in the United Kingdom by the FSA, is acting for the Company and no-one else in connection with the Acquisition and the Amendments and will not regard any other person (whether or not a recipient of this document) as a client in relation to the Acquisition and the Amendments and will not be responsible to anyone other than Tarsus for providing the protections afforded to its clients or for providing advice in relation to the Acquisition and the Amendments or any matters referred to in this document or the accompanying documents or any arrangements referred to therein.

Apart from the responsibilities and liabilities, if any, which may be imposed on Investec by FSMA or the regulatory regime established thereunder, Investec does not accept any responsibility whatsoever and makes no representation or warranty, express or implied, for the contents of this document including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company or the Acquisition and the Amendments and nothing in this document is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. Accordingly, Investec disclaims all and any liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above), which it might otherwise have in respect of this document.

TARSUS GROUP PLC

(incorporated under the Companies (Jersey) Law 1991 and registered under No. 101579)

Proposed acquisition of the minority interests in MCI Opc, LLC and the amendments to the contractual relationships with Dr Robert Goldman and Dr Ronald Klatz

and

Notice of General Meeting

Investec Bank plc

Sponsor, Financial Adviser and Broker

Your attention is drawn to the letter from the Chairman which is set out on pages 7 to 11 of this document.

The Consideration Shares have not been and will not be registered under the US Securities Act or under any securities laws of any state or other jurisdiction of the United States and, subject to certain exceptions, may not be offered, sold, resold, taken up, exercised, renounced, transferred or delivered, directly or indirectly, in or into the United States.

The Consideration Shares have not been reviewed nor submitted for review to the US Securities and Exchange Commission nor have any Consideration Shares been submitted for registration in connection with any registration statement requiring approval by the US Securities and Exchange Commission, any state securities commission in the United States or any applicable US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the issue of the Consideration Shares or the accuracy or adequacy of this document. Any representation to the contrary is not provided nor intended herein. Violations of US securities laws may in certain cases impose criminal penalties.

This document and the Form of Proxy do not constitute, nor will they constitute, or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire or subscribe for Consideration Shares offered by any person.

This document, which comprises a circular prepared in compliance with the Listing Rules of the UK Listing Authority for the purposes of the General Meeting to be convened pursuant to the Notice of General Meeting (contained at the end of this document) called to consider and, if thought fit, to approve the Resolution, has been approved by the FSA in accordance with Section 85 of FSMA. A copy of this document, together with the documents available for inspection as set out in Part 4 of this document, are available to the public free of charge at www.tarsus-group.com, at the Company's registered office and by a written request to Capita Registrars from their offices, details of which are set out on page 4 of this document.

Notice of the General Meeting to be held at 26/27 Upper Pembroke Street, Dublin 2, Ireland at 11.00 a.m. on 19 August 2010 is set out at the end this document. A Form of Proxy for use at the General Meeting is enclosed and, to be valid, should be completed, signed and returned so as to be received by Capita Registrars as soon as possible but, in any event, so as to arrive no later than 11.00 a.m. on 17 August 2010 at the address set out therein. Completion and return of a Form of Proxy will not prevent members from attending and voting at the General Meeting in person should they wish to do so.

The Ordinary Shares are listed on the Official List and admitted to trading on the London Stock Exchange's main market for listed securities. Applications will be made to the UK Listing Authority and to the London Stock Exchange for the Consideration Shares to be admitted to the Official List and to trading on the main market for listed securities of the London Stock Exchange, respectively. It is expected that the Admission of the Consideration Shares will become effective and dealings on the London Stock Exchange will commence at 8.00 a.m. on 23 August 2010. No application is currently intended to be made for the Ordinary Shares or the Consideration Shares to be admitted to listing or dealing on any other exchange.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2010

Latest time and date for receipt of Forms of Proxy and CREST proxy instructions	11.00 a.m. on 17 August
General Meeting	11.00 a.m. on 19 August
Admission and commencement of dealings in Consideration Shares	By 8.00 a.m. on 23 August

Notes:

The times set out in the expected timetable of principal events above and mentioned throughout this document are times in London unless otherwise stated, and may be adjusted by the Company in consultation with or, if required, with the agreement of Investec, in which event details of the new times and dates will be notified to the UKLA, the London Stock Exchange and, where appropriate, Shareholders.

If you have any queries on the procedure for completing and returning your Forms of Proxy or CREST proxy instructions then please call Capita Registrars Shareholder Helpline on 0871 664 0321 or, if telephoning from outside the UK, on +44 20 8639 3399 between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday. Calls to the 0871 664 0321 number are charged at 10 pence per minute (including VAT) plus any of your service provider's network extras. Calls to the Shareholder Helpline from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the Acquisition and the Amendments nor give any financial, legal or tax advice.

DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE AND ADVISERS

Directors	Neville Buch – <i>Executive Chairman</i> Douglas Emslie – <i>Group Managing Director</i> Ashley Milton – <i>Group Finance Director</i> Roger Pellow – <i>Executive Director</i> Gary Marshall – <i>Executive Director</i> Paul Keenan – <i>Non-executive Director</i> Hugh Scrimgeour – <i>Non-executive Director</i> Robert Ware – <i>Non-executive Director</i>
Company Secretary	Simon Smith
Tarsus Registered Office	Whiteley Chambers Don Street St. Helier Jersey JE4 9WG Channel Islands
Tarsus Corporate Head Office and Directors' Business Address	17 Upper Pembroke Street Dublin 2 Ireland
Sponsor, Financial Adviser and Broker	Investec Bank plc 2 Gresham Street London EC2V 7QP
UK Legal Adviser to the Company	Memery Crystal LLP 44 Southampton Buildings London WC2A 1AP
Jersey Legal Adviser to the Company	Ogier L.P. Whiteley Chambers Don Street St. Helier Jersey JE4 9WG Channel Islands
Legal Adviser to the Sponsor, Financial Adviser and Broker	DLA Piper UK LLP 3 Noble Street London EC2V 7EE
Reporting Accountant and Auditors	PKF (UK) LLP Farringdon Place 20 Farringdon Road London EC1M 3AP
Registrar	Capita Registrars (Jersey) Limited 12 Castle Street St. Helier Jersey JE2 3RT Channel Islands
UK Transfer Agent	Capita Registrars Limited The Registry 34 Beckenham Road Beckenham BR3 4TU

IMPORTANT INFORMATION

Notice to all Shareholders

Any reproduction or distribution of this document, in whole or in part, and any disclosure of its contents or use of any information contained in this document for any purpose other than considering the Acquisition and the Amendments is prohibited. By accepting delivery of this document, each Shareholder agrees to the foregoing.

Investec has given and has not withdrawn its written consent to the inclusion of the reference to its name in the form and context in which it is included. Apart from the responsibilities and liabilities, if any, which may be imposed on Investec by the FSMA, Investec accepts no responsibility whatsoever and makes no representation or warranty, express or implied for the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with Tarsus, the Consideration Shares or the Acquisition and the Amendments. Nothing in this document is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. Investec accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this document or any such statement. Investec may, in accordance with applicable legal and regulatory provisions, engage in transactions in relation to the Ordinary Shares and/or related instruments for its own account. Except as required by applicable law or regulation, Investec does not propose to make any public disclosure in relation to such transactions.

The distribution of this document and/or the accompanying documents into jurisdictions other than the United Kingdom and Jersey may be restricted by law and therefore persons into whose possession this document and/or the accompanying documents comes should inform themselves about, and observe, any applicable legal and regulatory requirements. Any failure to comply with the applicable requirements may constitute a violation of the securities laws of any such jurisdiction. This document and the Form of Proxy do not constitute or form part of an offer or invitation to sell or issue, or a solicitation of an offer to buy or subscribe for, shares or other securities or a solicitation of any vote or approval in any jurisdiction in which such offer or solicitation is unlawful. This document and the accompanying documents have been prepared for the purposes of complying with Jersey law and English law (including the Listing Rules) and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside Jersey and England.

The Consideration Shares, have not been, and will not be, registered under the US Securities Act or under any securities laws of any state or other jurisdiction of the United States and, accordingly, may not, subject to certain exceptions, be offered, sold, taken up, exercised, resold, renounced, transferred or delivered directly or indirectly in or into the United States. Neither the US Securities Exchange Commission nor any US state securities commission has reviewed or approved the Consideration Shares or this document nor have any of the foregoing authorities passed upon or endorsed the merits of the issue of the Consideration Shares or the accuracy or adequacy of this document. Any representation to the contrary may be a criminal offence in the United States.

This document and the Form of Proxy do not constitute, nor will they constitute, or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire or subscribe for Consideration Shares offered by any person.

Definitions

Capitalised terms have the meanings ascribed to them in Part 6 of this document.

Where to find help

If you have any questions relating to this document, and the completion and return of the Form of Proxy, please telephone Capita Registrars between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday on 0871 664 0321 from within the UK or +44 20 8639 3399 if calling from outside the UK. Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras.

Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. ***Please note that, for legal reasons, the Capita Registrars shareholder helpline will only be able to provide information contained in this document and information***

relating to the register of members of the Company and will be unable to give advice on the merits of the Acquisition and the Amendments or to provide financial, legal, tax or investment advice.

Presentation of financial information

The Company publishes its financial statements in British pounds sterling (“£” or “sterling”). The abbreviation “£m” represent millions of pounds sterling and references to “pence” and “p” represent pence in the UK. References to “Euros”, “EUR” or “€” are to the single currency of the participating member states of the European Union and references to “dollars”, “USD” or “US\$” are to the lawful currency of the United States of America.

No incorporation of website information

The website of the Company is www.tarsus-group.com and this document is available on that website. The information on that website, any website mentioned in this document or any website directly or indirectly linked to these websites has not been verified and does not form part of this document and investors should not rely on it.

Forward-looking statements

This document includes statements that are, or may be deemed to be, forward-looking statements. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms **anticipates, believes, estimates, expects, intends, may, plans, projects, should** or **will**, or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include, but are not limited to, statements regarding the Group’s and/or Directors’ intentions, beliefs or current expectations concerning, amongst other things, the Group’s results of operations, financial position, prospects, growth, strategies and expectations for the Group’s market.

Any forward-looking statements in this document reflect the Group’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations, results of operations and growth strategy. Investors should specifically consider the factors identified in this document which could cause actual results to differ before making an investment decision. Subject to the requirements of the Prospectus Rules, the Disclosure and Transparency Rules and the Listing Rules, none of the Company, the Directors and Investec undertake any obligation publicly to release the result of any revisions to any forward-looking statements in this document that may occur due to any change in the Group’s expectations or to reflect events or circumstances after the date of this document. A number of factors could cause results and developments of the Group to differ materially from those expressed or implied by the forward-looking statements including, without limitation, general economic and business conditions, industry trends, competition, changes in regulation, currency fluctuations, changes in its business strategy, political and economic uncertainty and other factors. Shareholders should note that the contents of these paragraphs relating to forward-looking statements are not intended to qualify the statements made as to sufficiency of working capital in this document.

The statements contained herein are made as at the date of this document, unless some other time is specified in relation to them, and service of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date. Nothing contained herein shall be deemed to be a forecast, projection or estimate of the future financial performance of the Tarsus Group except where otherwise stated.

Date of this document: 28 July 2010

PART 3

INFORMATION ON THE TARSUS GROUP

1. PRINCIPAL ACTIVITIES AND MARKETS

The Tarsus Group is an international business-to-business media group with interests in exhibitions, conferences, publishing and online media. The Group operates in a diversified range of sectors, including aviation, labels and packaging, medical, education, discount goods, travel, IT, marketing and facilities management.

The Tarsus Group employs approximately 300 staff worldwide and benefits from expert teams with extensive knowledge of each of the sectors in which it operates. The Tarsus Group is organised into three geographical segments: the United States, Europe and Emerging Markets. It is principally managed along sector lines with seven trading divisions that provide a range of business-to-business media services over a number of geographical regions as summarised below:

Labels and packaging: In the label industry, Tarsus operates exhibitions across the globe. Through its Labelexpo Global Series brand, the company runs events in Europe, the Americas and Asia. The educational aspects are represented by Label Summits, which take place in Mexico City, São Paulo, Barcelona and Japan.

Aerospace: Tarsus operates a portfolio of exhibitions in this sector in the Middle East. Its flagship event is the Dubai Airshow.

Emerging markets: Tarsus has leveraged its strengths in developed markets to construct a portfolio in the emerging markets of the Middle East, China, India and South America. These economies will be at the forefront of the economic recovery and Tarsus has established a strong local presence in these geographies.

France: Through its division in France, Tarsus organises a series of niche exhibitions in the IT, marketing, educational, facilities management and clothing accessories sectors. The Company also has a portfolio of publishing products with a wide range of trade directories that support its exhibitions portfolio.

Medical: Tarsus organises worldwide events in the field of anti-ageing and preventive medicine. Anti-ageing events target a wide range of medical professionals providing them with opportunities to see and learn about the latest scientific research and the most recent medical and surgical advances for the prevention and treatment of the degenerative effects of ageing.

Off-Price clothing: Tarsus organises a series of events dedicated to the Off-Price (or discount) clothing and accessories industries in Las Vegas. These events are supported by Off-Price Apparel, a trade magazine for the industry. The Off-Price business is growing in the US and elsewhere, especially with the increase in demand for discount goods and the growth of out-of-town shopping malls.

Tarsus Online Media (TOM): Operating in the UK, the US, France and Germany, TOM comprises online products in the events, merchandising, venues and online recruitment sectors. TOM continues to launch new online communities to connect buyers and sellers.

The material agreements which effected this reorganisation are as follows:

- 8.2.1 a Contribution Agreement dated 23 December 2008 between MCI Inc. and MCI, pursuant to which MCI Inc. transferred all of its business and assets to MCI in exchange for such membership interests in MCI as would give MCI Inc. in aggregate an 80 per cent. membership interest in MCI;
- 8.2.2 a Contribution of Shares of MCI Inc. dated 23 December 2008 between MCI and the Vendors, pursuant to which the Vendors transferred all of their interest in shares of common stock of MCI Inc. to MCI in exchange for such membership interests of MCI as would give the Vendors an aggregate 20 per cent. membership interest in MCI;
- 8.2.3 an Operating Agreement governing the constitution of MCI dated 23 December 2008 between the Vendors and MCI Inc.;
- 8.2.4 an Amendment Assignment and Assumption Agreement dated 23 December 2008 between Tarsus, MCI and the Vendors, pursuant to which Tarsus assigned all of its rights, obligations, interests and liabilities in relation to the payment of deferred contingent consideration under the 2006 Acquisition Agreement to MCI and certain consequential amendments were made to the 2006 Acquisition Agreement to reflect the reorganised structure of MCI Inc.;
- 8.2.5 an Assignment and Assumption Agreement dated 23 December 2008 between MCI Inc. and MCI, pursuant to which MCI Inc. assigned to MCI all of its rights, obligations, interests and liabilities under an Administration Services Agreement between MCI Inc. and American Board of Anti-Aging & Regenerative Medicine Inc. under which MCI Inc. administered American Board of Anti-Aging & Regenerative Medicine Inc.'s certification and credentialing process;
- 8.2.6 Assignment and Assumption Agreements dated 23 December 2008 between MCI Inc. and MCI, pursuant to which MCI Inc. assigned to MCI all of its rights, obligations, interests and liabilities under the consultancy agreements between MCI Inc. and each of Ronald Klatz and Robert Goldman summarised in paragraph 8.6 below;
- 8.2.7 an Assignment and Assumption Agreement dated 23 December 2008 between MCI Inc. and MCI, pursuant to which MCI Inc. assigned to MCI all of its rights, obligations, interests and liabilities under an Amended and Restated Trademark Licence & Conference Ownership Agreement between MCI Inc. and American Academy of Anti-Aging Medicine Inc. under which MCI Inc. provided conference management services and licenses all rights to conduct medical conference and education activities for American Academy of Anti-Aging Medicine Inc.; and
- 8.2.8 an Assignment and Assumption Agreement dated 23 December 2008 between MCI Inc. and MCI, pursuant to which MCI Inc. assigned to MCI all of its rights, obligations, interests and liabilities under a Licence Agreement between MCI Inc. and Medical Development Management Inc. under which Medical Development Management Inc. allowed MCI Inc. to utilise and gain revenues from operation of the *Worldhealth.net* website and various publications.

8.3 Acquisition Agreement

On 5 March 2010 Tarsus entered into the Acquisition Agreement with the Vendors pursuant to which, subject to (*inter alia*) the approval at the General Meeting of the Resolution required to give effect to the Acquisition, and subject to Admission, Tarsus has agreed to purchase and the Vendors have agreed to sell their aggregate 20 per cent. interest in MCI for an aggregate consideration of \$10.75 million (£6.6 million) to be satisfied by the issue to the Vendors of the Consideration Shares.

The Vendors have given certain warranties to Tarsus in respect of (*inter alia*) their title to their interest in MCI and authority to enter into the Acquisition Agreement. MCI has given certain warranties to Tarsus in respect of (*inter alia*) its good standing. Tarsus has given certain warranties to the Vendors and MCI in respect of (*inter alia*) its good standing, share capital, regulatory compliance, compliance with law and ability to issue the Consideration Shares.

Pursuant to the terms of the Acquisition the Vendors will prior to completion of the Acquisition enter into the lock-in undertaking summarised in paragraph 8.4 below and the releases summarised in paragraph 8.5 below.

8.4 Lock-in undertaking between Tarsus, Neville Buch, Douglas Emslie and the Vendors

Tarsus, Neville Buch, Douglas Emslie and the Vendors will prior to completion of the Acquisition enter into a lock-in undertaking which provides that except as permitted neither of the Vendors will sell their interest in the Consideration Shares unless either Neville Buch or Douglas Emslie (or both of them) have sold any of the Ordinary Shares held by them at the date of the undertaking, whereupon each Vendor shall have the right to sell the same percentage of his holding of Consideration Shares as is represented by the number of Ordinary Shares sold by Mr Buch or Mr Emslie to the aggregate holding of Ordinary Shares of Mr Buch and Mr Emslie. The Vendors are also permitted to sell the Consideration Shares in other limited circumstances, being: (i) to realise funds required to settle tax obligations arising under the Acquisition or as a result of their receipt of additional Ordinary Shares as a result of their holding of Consideration Shares (for example, as a result of a scrip dividend); (ii) following a change of control of Tarsus where Neville Buch and Douglas Emslie cease to be members of the Board or executive level management; (iii) one year following the date when both Neville Buch and Douglas Emslie cease to be members of the Board or executive level management; (iv) by way of buy-back of Ordinary Shares by Tarsus to the extent that Neville Buch and Douglas Emslie participate in such buy-back; (v) to family members, trusts and controlled companies; or (vi) acceptance of a takeover offer. The lock-in undertaking will terminate upon the earlier of: (i) a change of control of Tarsus; (ii) the bankruptcy, insolvency, liquidation or dissolution of Tarsus; (iii) when either or both of Mr Buch or Mr Emslie have sold more than 50 per cent. of the Ordinary Shares held by them at the date of the undertaking; or (iv) the Consideration Shares held by the Vendors collectively are less than 50 per cent. of the Consideration Shares originally received in connection with the Acquisition.

8.5 General Releases executed by the Vendors in favour of Tarsus and MCI

The Vendors will prior to completion of the Acquisition enter into a release in favour of Tarsus and MCI which provides that the Vendors release Tarsus, MCI and their subsidiaries, related entities, officers, employees and agents from all claims or liabilities that the Vendors may have against Tarsus or MCI other than: (i) criminal acts, intentional misrepresentation or fraud; and (ii) prior claims to which the Vendors are entitled from Tarsus or MCI under the deferred contingent consideration requirements of the 2006 Acquisition Agreement, the consultancy agreements summarised in paragraph 8.6 below, the licence agreement with Medical Development Management, Inc. referred to in paragraph 8.2.8 above, the Administration Services Agreement with American Board of Anti-Aging & Regenerative Medicine, Inc. referred to in paragraph 8.2.5 above and the Amended and Restated Trademark Licence & Conference Ownership Agreement with American Academy of Anti-Aging Medicine, Inc. referred to in paragraph 8.2.7 above, which relate to payments due on or following 31 December 2009. Obligations under the existing agreements to the Vendors for amounts earned and due for 2009 are exempted from this release.

8.6 Consultancy agreements between MCI and each of the Vendors

On 21 November 2006, MCI Inc. entered into consultancy agreements with each of the Vendors under the terms of which each of them agreed to act as a consultant to MCI Inc. for a fee of \$200,000 each per annum, increased annually by reference to the consumer price index. Each of the Vendors was also entitled to receive incentive compensation for the fiscal years 2012 to 2016 inclusive, equal to 10 per cent. of the amount by which the revenues of MCI Inc. (net of tax) in the relevant financial year exceed a minimum revenue target of \$10.0 million per year. The current consultancy agreements between MCI Inc. and each of the Vendors terminate on 31 December 2016.

These consultancy agreements were assigned to MCI pursuant to the assignment and assumption agreements summarised in paragraph 8.2.6 above.

Conditional upon the completion of the Acquisition, these consulting arrangements will be amended to provide that: (i) the term of each consultancy will be extended by 10 years to 31 December 2026; (ii) the annual fees payable to each of the Vendors will rise to \$250,000 each with effect from 1 January 2011, and thereafter these fees will increase at five per cent. per annum (and will also be adjusted by reference to the consumer price index); and (iii) the incentive compensation arrangement will be amended as follows. First incentive arrangements which relate to fiscal years 2012 to 2016 (inclusive) will extend the deferred contingent consideration provisions in the 2006 Acquisition Agreement which originally were due to expire

PART 5
NOTICE OF GENERAL MEETING
OF
TARSUS GROUP PLC

Notice is given that a general meeting of the Company will be held at 26/27 Upper Pembroke Street, Dublin 2, Ireland on 19 August 2010 at 11.00 am to consider and, if thought fit, pass the following resolution:

Ordinary Resolution

That for the purposes of Listing Rule 11.1.7 both the Acquisition and the Amendments, which are a Related Party Transaction, be approved and that the Directors be authorised to do all such things as are necessary to procure completion of the Acquisition and the Amendments.

Unless otherwise stated, defined terms used in this resolution have the same meaning as those used in the Related Party Circular published by the Company on or around 28 July 2010.

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By order of the Board

Simon Smith
Secretary to the Company

Registered Office:
Whiteley Chambers
Don Street
St Helier
Jersey
JE4 9WG

Dated: 28 July 2010

NOTES:

1. A Shareholder entitled to attend and vote at the General Meeting convened by the notice set out above is entitled to appoint a proxy to attend and, on a poll, to vote in his or her place. A proxy need not be a Shareholder.
2. A Form of Proxy is enclosed. To be effective, it must be deposited at the office of Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham BR3 4TU so as to be received not later than 48 hours before the time appointed for holding the General Meeting (or any adjournment thereof). Completion of the proxy does not preclude a Shareholder from subsequently attending and voting at the General Meeting in person if he or she so wishes.
3. Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company has specified that only those Shareholders registered on the register of members of the Company as at 6.00 p.m. on 17 August 2010 ("Voting Record Time"), shall be entitled to attend and vote at the General Meeting in respect of the number of Ordinary Shares in the Company registered in their name at that relevant time. If the General Meeting is adjourned or postponed to a time not more than 48 hours after the Voting Record Time applicable to the original meeting, the Voting Record Time will also apply for the purpose of determining the entitlement of Shareholders to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned or postponed Shareholder meeting. If however, the meeting is adjourned or postponed for a longer period of time then, to be so entitled, Shareholders must be entered on the register of members at 6.00 p.m. on the day which is two days before the date fixed for the adjourned or postponed meeting.
4. Copies of the existing Articles and Memorandum of Association the audited annual reports for the Company for the years ended 31 December 2008 and 31 December 2009 and the interim results for the six months ending 30 June 2010 will be available for inspection at the registered office of the Company during normal business hours (Saturdays and public holidays excepted) from the date of this notice until the conclusion of the General Meeting.
5. In accordance with Listing Rule 11.1.7(4), the Resolution shall be voted on by Shareholders other than the Vendors.
6. CREST Members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on the above date and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST Sponsored Members, and those CREST Members who have appointed a voting service provider(s), should refer to their CREST Sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

7. In order for a proxy appointment or instruction made using CREST to be valid, the CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in this notice of General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST Members and, where applicable, their CREST Sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST Member concerned to take (or, if the CREST Member is a CREST personal member or Sponsored Member or has appointed a voting service provider(s), to procure that his CREST Sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST Members and, where applicable, their CREST Sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34(1) of the Companies (Uncertificated Securities) (Jersey) Order 1999.
10. As at 27 July 2010 (being the latest practicable date prior to the publication of this notice of general meeting), the Company's issued share capital comprised 69,313,745 ordinary shares of £0.05 each. Each share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights as at 27 July 2010 (being the latest practicable date prior to the publication of this notice of general meeting) is 69,313,745.

PART 6

DEFINITIONS

In this document the following expressions have the meaning ascribed to them unless the context otherwise requires:

“2006 Acquisition Agreement”	the agreement dated 15 November 2006 between the Company and the Vendors relating to the acquisition by the Company of an 80 per cent. interest in MCI Inc. further details of which are set out in paragraph 8.1 of Part 4 of this document.
“2006 Act”	the Companies Act 2006.
“Acquisition”	the acquisition by Tarsus of the remaining membership interests in MCI from the Vendors, the consideration for which is the issue to the Vendors of the Consideration Shares.
“Acquisition Agreement”	the agreement dated 5 March 2010 between the Company and the Vendors effecting the Acquisition, further details of which are set out in paragraph 8.3 of Part 4 of this document.
“Admission”	the admission of the Consideration Shares to the Official List becoming effective in accordance with the Listing Rules and the admission of such shares to trading on the London Stock Exchange’s main market for listed securities becoming effective in accordance with the Admission and Disclosure Standards.
“Admission and Disclosure Standards”	the “Admission and Disclosure Standards” of the London Stock Exchange containing, among other things, the admission requirements to be observed by companies seeking admission to trading on the London Stock Exchange’s main market for listed securities.
“Amendments”	the amendments to the contractual relationships between the Vendors and MCI, further details of which are set out in paragraph 8.6 of Part 4 of this document.
“Articles of Association” or “Articles”	the articles of association of the Company.
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which banks are open in the City of London for the transaction of normal banking business.
“Capita Registrars” or “Registrar”	Capita Registrars (Jersey) Limited.
“Capregen”	Capregen Limited (formerly Capregen plc), a company incorporated in England and Wales with registered number 06264929.
“Capregen Scheme”	a scheme of arrangement under Part 26 of the 2006 Act effecting the acquisition by the Company of Capregen.
“certified” or “in certificated form”	in relation to a share or other security, a share or other security which is not in uncertificated form.
“Consideration Shares”	the 5,820,878 new Ordinary Shares to be issued as consideration for the Acquisition.
“CREST”	the relevant system, as defined in the CREST Regulations (in respect of which Euroclear is the operator as defined in the CREST Regulations).
“CREST Manual”	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procedure and CREST Glossary of Terms (all as defined in the CREST Glossary

	of Terms promulgated by Euroclear on 15 July 1996 and as amended since).
“CREST Member”	a person who has been admitted to Euroclear as a system-member (as defined in the CREST Regulations).
“CREST Participant”	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations).
“Crest Proxy Instruction”	the appropriate CREST message or instruction appointing a proxy using CREST.
“CREST Regulations” or “Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 01/378), as amended.
“CREST Sponsor”	a CREST Participant admitted to CREST as a CREST Sponsor.
“CREST Sponsored Member”	a CREST Member admitted to CREST as a sponsored member.
“Directors” or “Board”	the executive directors and non-executive directors of the Company as at the date of this document, whose names appear on page 4 of this document.
“Disclosure and Transparency Rules”	the rules made by the FSA under Part VI of FSMA relating to the disclosure of information (as amended from time to time).
“Enlarged Ordinary Share Capital”	the issued ordinary share capital of the Company immediately following completion of the Acquisition.
“EUR” or “Euro” or “€”	the lawful currency of the European Union.
“Euroclear”	Euroclear UK & Ireland Limited.
“Financial Services Authority” or “FSA”	the Financial Services Authority of the United Kingdom.
“Form of Proxy”	the form of proxy for use at the General Meeting.
“FSMA”	the Financial Services and Markets Act 2000, as amended.
“General Meeting”	the general meeting of Tarsus to be held at 11.00 a.m. on 19 August 2010 at 26/27 Upper Pembroke Street, Dublin 2, Ireland, notice of which is set out in Part 5 of this document.
“Investec”	Investec Bank plc.
“ISIN”	international securities identification number.
“Jersey Companies Law”	the Companies (Jersey) Law 1991, as amended.
“Listing Rules”	the Listing Rules made by the FSA under Part VI of FSMA.
“London Stock Exchange”	the London Stock Exchange plc.
“MCI”	MCI Opco, LLC, a limited liability company incorporated in the state of Delaware, USA with registered office at 615 South DuPont Highway, City of Dover, County of Kent, Delaware 19901.
“MCI Inc.”	Medical Conferences International Inc., a company, incorporated in the state of Illinois USA and registered under number 6354-708-5.
“Memorandum of Association”	the memorandum of association of the Company.
“New CSOP”	the Tarsus Company Share Option Plan 2008.
“New SAP”	the Tarsus Share Acquisition Plan.
“Notice of General Meeting”	the notice of the General Meeting contained in Part 5 of this document.
“Official List”	the Official List of the UKLA pursuant to Part VI of FSMA.
“Old Tarsus”	prior to the Scheme, Tarsus Group plc, a public limited company incorporated in England and Wales with registered number 2000544.
“Old Tarsus Shares”	ordinary shares in Old Tarsus.

“Ordinary Shares” or “Shares”	ordinary shares of 5 pence each in the share capital of the Company in issue at the date of this document.
“Pounds Sterling” or “£”	the lawful currency of the United Kingdom.
“Prospectus Rules”	the Prospectus Rules published by the FSA under Part VI of FSMA.
“Related Party Circular”	the circular to shareholders dated 28 July 2010 explaining the Acquisition and the Amendments and giving notice of a General Meeting of the Company.
“Related Party Transaction”	the Acquisition and the Amendments which both constitute a “related party transaction” for the purposes of Listing Rule 11.1.5 (1).
“Resolution”	the resolution to be proposed at the General Meeting set out in the Notice of General Meeting.
“Scheme”	the scheme of arrangement under Part 26 of the 2006 Act effecting the acquisition of Old Tarsus by Tarsus.
“Shareholder”	a holder of Ordinary Shares from time to time.
“Tarsus” or “the Company”	Tarsus Group plc, a public limited company, incorporated under Companies (Jersey) Law 1991 and registered under No 101579.
“Tarsus Group” or “Group”	the Company and each of its subsidiaries and subsidiary undertakings from time to time.
“UK Listing Authority” or “UKLA”	the FSA in its capacity as the competent authority for the purposes of Part VI of FSMA and in the exercise of its functions in respect of the admission to the Official List otherwise than in accordance with Part VI of FSMA.
“UK Transfer Agent”	Capita Registrars Limited, The Registry, 34 Beckenham Road, Beckenham BR3 4TU.
“uncertificated” or “in uncertificated form”	recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST.
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland.
“US Securities Act”	the United States Securities Act 1933, as amended.
“United States” or “US” or “USA”	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.
“US\$” or “\$” or “Dollar” or “USD”	the lawful currency of the United States.
“VAT”	value added tax.
“Vendors”	Dr Robert Goldman and Dr Ronald Klatz.

