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NOT FOR RELEASE BEFORE 7.00 A.M.

30 July 2010

PART I

RECOMMENDED CASH OFFER

BY

DIGITAL BARRIERS PLC ("DIGITAL BARRIERS")

FOR

COE GROUP PLC ("COE")

The Digital Barriers Board and the COE Board are pleased to announce that they have reached agreement on the terms of a recommended cash offer to be made by Digital Barriers for the entire issued and to be issued ordinary share capital of COE.

SUMMARY AND HIGHLIGHTS

- * The COE Directors intend unanimously to recommend COE Shareholders to accept the Offer.
- * The terms of the Offer value each COE Share at 9 pence and the entire existing issued ordinary share capital of COE at approximately £3.3 million.
- * At 9 pence per COE Share, the Offer represents a premium of approximately:
 - 63.6 per cent. to the Closing Price of 5.50 pence for each COE Share on 29 July 2010, being the last business day prior to this announcement; and
 - 53.3 per cent. to the average Closing Price of 5.87 pence for each COE Share for the three months ended 29 July 2010, being the last business day prior to this announcement.
- * The COE Directors who hold COE Shares have entered into irrevocable undertakings to accept, or procure the acceptance of, the Offer in respect of their beneficial interests in COE Shares amounting, in aggregate, to 636,851 COE Shares, representing 1.73 per cent. of the entire existing issued ordinary share capital of COE. All of these undertakings remain binding, even in the event of a higher competing offer for COE, unless the Offer lapses or is withdrawn.

- * In addition, certain COE Shareholders have entered into irrevocable undertakings to accept, or procure the acceptance of, the Offer in respect of their beneficial interests in COE Shares amounting, in aggregate, to 22,464,639 COE Shares, representing 61.14 per cent. of the entire existing issued ordinary share capital of COE. All of these undertakings remain binding, even in the event of a higher competing offer for COE, unless the Offer lapses or is withdrawn or does not become wholly unconditional by 31 December 2010.
- * Accordingly, Digital Barriers has received irrevocable undertakings to accept, or procure the acceptance of, the Offer from COE Shareholders in respect of, in aggregate, 23,101,490 COE Shares, representing approximately 62.87 per cent. of COE's entire existing issued ordinary share capital.

RATIONALE AND BACKGROUND

- * The Offer has a compelling rationale for Digital Barriers.
- * The Digital Barriers Board believes that the acquisition of COE will provide Digital Barriers with the next step in the development and execution of its strategy to build a leading mid-market business in the homeland security space.
- * The Digital Barriers Directors believe that the application of their expertise, experience and relationships in the homeland security market will enable COE, its employees and customers to experience significant additional benefits than are currently available to COE as an independent business.
- * The COE business was established in 1989 and COE was admitted to trading on AIM in 2003. Since its inception, COE's focus has been to specialise in bringing innovative products to the video surveillance market. This has culminated in the successful development of COE's product range which includes X-Net, X-Stream, I-VUE, I-Command, Telecommand and Smart Detect which offer high levels of video quality and technological integration for surveillance activities across IP, fibre and hybrid networks.
- * COE has over 20 years' experience of providing surveillance solutions to some of the most complex sites in the world. Digital Barriers believes that COE's technologies may be used in establishing IP networks, analogue networks, hybrid network solutions and also to facilitate incremental network migration from analogue to digital. In particular, COE has a number of characteristics which make for a compelling fit with Digital Barriers' strategy, including:
 - a reputation for innovation and technological development in the video surveillance market;
 - products used by third party systems integrators; and
 - international installations of major surveillance systems.

- * COE has over 10,000 installations worldwide across three main sectors - traffic & transport, heavy industrial and urban surveillance. Client references include the London Congestion Charge network and a number of underground and high-speed rail systems worldwide, including the UK, Singapore, France, Spain, Germany, Hong Kong and Delhi as well as airports across Germany, Hong Kong and SE Asia, and road systems throughout the world. City-centre systems include over 35 UK towns and cities, while industrial complexes include the South Parris gas field in the Middle East.
- * COE works closely with selected systems integrators to help them deliver the most competitive overall solutions for end-users. COE provides support to its customers through the entire lifecycle including design, supply, on-site test, commissioning and long-term maintenance.
- * The consideration payable under the Offer will be financed from Digital Barriers' existing cash resources. Investec, which is acting as financial adviser to Digital Barriers, is satisfied that Digital Barriers has the necessary financial resources available to satisfy full acceptance of the Offer.
- * The Offer Document and the Form of Acceptance will be published and sent to COE Shareholders as soon as practicable and in any event within 28 days of this announcement.
- * The bases and sources of certain financial information contained in this announcement are set out in Appendix II to this announcement and definitions of certain expressions used in this announcement are contained in Appendix IV to this announcement.
- * **COE BOARD'S RECOMMENDATION**

The COE Directors, having been so advised by Zeus, consider the terms of the Offer to be fair and reasonable. In providing advice to the COE Directors, Zeus has taken into account the commercial assessments of the COE Directors.

Accordingly, the COE Directors intend to unanimously recommend COE Shareholders to accept the Offer as they have irrevocably undertaken so to do in respect of their own beneficial interests in COE Shares comprising, in aggregate, 636,851 COE Shares, representing approximately 1.73 per cent. of COE's entire existing issued ordinary share capital.

Commenting on the Offer, Dr. Tom Black, Executive Chairman of Digital Barriers said:

"COE fits well with our strategy to build a leading mid-market business in the homeland security space and we believe that we can broaden the market access and enhance the reach of COE's best-in-class security products. This will also open additional opportunities for Digital Barriers in many of our target markets, particularly in Asia-Pacific where COE has made good progress in securing high-profile customer engagements. I look forward to working with the COE team to capitalise on these exciting opportunities."

Commenting on the Offer, Dr. Alison Fielding, Non-Executive Chairman of COE said:

"The board of COE believes that the Offer represents good value for existing shareholders. It also provides a recognition of the strength of COE's product ranges and is beneficial for

the business as a whole by providing it with an opportunity to grow sales and develop its customer base more effectively as part of a larger group."

This summary should be read in conjunction with the full text of the attached announcement and the Appendices. In particular, the Offer will be subject to the Conditions set out in Appendix I and to the further terms to be set out in the Offer Document (and, in the case of certificated COE Shares, in the Form of Acceptance).

In accordance with Rule 19.11 of the Code, a copy of this announcement will be published on the following websites: www.coe.co.uk and www.digitalbarriers.com.

Investec is acting exclusively as financial adviser to Digital Barriers. Zeus is acting exclusively as financial adviser to COE.

ENQUIRIES

DIGITAL BARRIERS

Digital Barriers plc +44 (0) 20 7940 4740
Tom Black, Executive Chairman
Colin Evans, Managing Director
Zak Doffman, Strategy Director

Investec, Financial Adviser and Broker to Digital Barriers +44 (0) 20 7597 5970
Andrew Pinder
Erik Anderson
Dominic Emery

Financial Dynamics, PR Adviser to Digital Barriers +44 (0) 20 7831 3113
Edward Bridges
Matt Dixon

COE

COE Group plc +44 (0) 113 230 8800
Alison Fielding, Non-Executive Chairman
Ian Jefferson, Chief Executive Officer
Mark Marriage, Technical Director

Zeus, Financial Adviser and Broker to COE +44 (0) 161 831 1512
Alex Clarkson
Nick Cowles
Stephen Robinson

Appendix I sets out certain conditions to the Offer. The sources and bases of certain information contained in this announcement are set out in Appendix II. Appendix III contains certain details relating to the irrevocable undertakings received by Digital Barriers to accept the Offer. Certain terms used in this announcement are defined in Appendix IV to this announcement.

The COE Directors accept responsibility for the information contained in this announcement relating to COE and its subsidiaries, themselves and their immediate families and connected persons. The Digital Barriers Directors accept responsibility for all of the other information contained in this announcement. To the best of the knowledge and belief of the Digital Barriers Directors and the COE Directors (who have taken all reasonable care to ensure that

such is the case) the information contained in this announcement for which they are respectively responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

Investec, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Digital Barriers and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than Digital Barriers for providing the protections afforded to clients of Investec nor for providing advice in relation to the Offer or this announcement or any other matter referred to herein.

Zeus, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for COE and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than COE for providing the protections afforded to clients of Zeus nor for providing advice in relation to the Offer or this announcement or any other matter referred to herein.

This announcement does not constitute an offer or an invitation to purchase or subscribe for any securities. The Offer will be made solely by means of the Offer Document and the Form of Acceptance (in respect of certificated COE Shares), which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted.

Unless otherwise determined by Digital Barriers and permitted by applicable law and regulation, the Offer will not be made, directly or indirectly, in or into, or by the use of the mails or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce, or any facility of a national securities exchange, of a Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, copies of this announcement are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from a Restricted Jurisdiction and persons receiving this announcement (including, without limitation, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from a Restricted Jurisdiction. Doing so may render invalid any purported acceptance of the Offer. The availability of the Offer to persons who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements.

FORWARD-LOOKING STATEMENTS

This announcement contains certain forward looking statements with respect to the financial condition, results of operations and business of Digital Barriers or the Digital Barriers Group and COE or the COE Group and certain plans and objectives of the boards of directors of Digital Barriers and COE. These forward looking statements can be identified by the fact that they do not relate to historical or current facts. Forward looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "will", "may", "should", "would", "could" or other words of similar meaning. These statements are based on assumptions and assessments made by the boards of directors of Digital Barriers and COE in the light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe appropriate. By their nature, forward looking statements involve risk and uncertainty and the factors described in the context of such forward looking statements in this announcement could cause actual results and developments to differ materially from those expressed in or implied by such forward looking statements.

Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this announcement. Except as required by the Financial Services Authority, the London Stock Exchange, the AIM Rules or any other applicable law, Digital Barriers and COE assume no obligation to update or correct the information contained in this announcement.

DEALING DISCLOSURE REQUIREMENTS

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any paper offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any Offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

In accordance with Rule 2.10 of the City Code on Takeovers and Mergers, COE has 36,744,400 ordinary shares of 1 pence each in issue. The International Securities Identification Number for COE's shares is BG00B0VQMW25.

Accordingly, the COE Directors intend to unanimously recommend COE Shareholders to accept the Offer as they have irrevocably undertaken so to do in respect of their own beneficial interests in COE Shares comprising, in aggregate, 636,851 COE Shares, representing approximately 1.73 per cent. of COE's entire existing issued ordinary share capital.

4. BACKGROUND TO, AND REASONS FOR, THE OFFER

At present, the most significant threat to national security comes, not from state-to-state conflict, but from international and domestic terrorism. Mainstream defence budgets are projected to decline in the coming years, a trend which is already reflected in recent announcements of defence cost reductions, and the Digital Barriers Directors anticipate continued growth in public expenditure within the broader homeland security market.

Given the ongoing threat from terrorism, the Digital Barriers Directors believe that the homeland security market continues to represent a compelling commercial opportunity and, accordingly, they intend to develop Digital Barriers through strategic acquisitions and ongoing organic growth in order to provide the digital security and surveillance technology needed to protect high-profile targets, crowded spaces and critical national infrastructure from terrorist attacks.

The Digital Barriers Board believes that the acquisition of COE will provide Digital Barriers with the next step in the development and execution of its strategy to build a leading mid-market business in the homeland security space.

COE has over 20 years' experience of providing surveillance solutions to some of the most complex sites in the world. Digital Barriers believes that COE's technologies may be used in establishing IP networks, analogue networks, hybrid network solutions and also to facilitate incremental network migration from analogue to digital. In particular, COE has a number of characteristics which make for a compelling fit with Digital Barriers' strategy, including:

- a reputation for innovation and technological development in the video surveillance market;
- products used by third party systems integrators; and
- international installations of major surveillance systems.

The Digital Barriers Directors believe that the application of their expertise, experience and relationships in the homeland security market will enable COE, its employees and customers to experience significant additional benefits than are currently available to COE as an independent business.

5. BACKGROUND TO AND REASONS FOR RECOMMENDING THE OFFER

In recent months, the COE Board has been mindful of COE's ability to take advantage of the potential opportunities in a growing market. Although COE is currently pitching for more projects than it has in the past, limited cash resources and overseas infrastructure are restricting COE's ability to capture the number and size of contracts that its products merit. In addition, COE's share price performance has been impaired, in the COE Board's view, by a number of factors, including COE's relatively small scale and resultant illiquidity.

Consequently, the COE Board has had cause to weigh both the costs and benefits of maintaining an independent London quotation, with the potential but uncertain future growth in equity value for investors.

Accordingly, following an approach by Digital Barriers, the COE Directors have held detailed discussions regarding the terms of a potential acquisition of COE by Digital Barriers. The COE Directors believe that the strategic rationale for a combination with Digital Barriers is attractive, particularly in relation to the holistic strategic view and contacts Digital Barriers is able to bring in order to capture fully the potential market opportunity. In addition, Digital Barriers has the ability to provide COE with the additional resources required in order to implement its future growth strategy.

The COE Directors have reviewed a number of options in the past 12 months in connection with the growth of COE, through organic and acquisition opportunities as well as a potential sale, and have considered a number of factors in deciding to recommend the Offer, including valuation, deliverability and timing as well as the potential impact on the existing business. The Offer represents a significant premium of 63.6 per cent. to the Closing Price of 5.5 pence per COE Share on 29 July 2010 (being the last Business Day prior to this announcement).

Against this background, the COE Directors, as advised by Zeus, consider the terms of the Offer to be fair and reasonable and that the Offer provides COE Shareholders with the opportunity to realise, in cash, their investment in COE. Accordingly, the COE Directors recommend acceptance of the Offer.

6. IRREVOCABLE UNDERTAKINGS

The COE Directors who hold COE Shares have entered into irrevocable undertakings to accept, or procure the acceptance of, the Offer in respect of their beneficial interests in COE Shares amounting, in aggregate, to 636,851 COE Shares, representing 1.73 per cent. of the entire existing issued ordinary share capital of COE. All of these undertakings remain binding, even in the event of a higher competing offer for COE, unless the Offer lapses or is withdrawn.

In addition, certain COE Shareholders have entered into irrevocable undertakings to accept, or procure the acceptance of, the Offer in respect of their beneficial interests in COE Shares amounting, in aggregate, to 22,464,639 COE Shares, representing 61.14 per cent. of the entire existing issued ordinary share capital of COE. All of these undertakings remain binding, even in the event of a higher competing offer for COE, unless the Offer lapses or is withdrawn or does not become wholly unconditional by 31 December 2010.

Accordingly, Digital Barriers has received irrevocable undertakings to accept, or procure the acceptance of, the Offer from COE Shareholders in respect of, in aggregate, 23,101,490 COE Shares, representing approximately 62.87 per cent. of COE's entire existing issued ordinary share capital.

Further details of these irrevocable undertakings are set out in Appendix III to this announcement.

7. FINANCING OF THE OFFER

The consideration payable under the Offer will be financed from Digital Barriers' existing cash resources. Investec, which is acting as financial adviser to Digital Barriers, is satisfied that Digital Barriers has the necessary financial resources available to satisfy full acceptance of the Offer.

Full acceptance of the Offer, based on the assumptions set out in Appendix II to this announcement, would involve a maximum cash payment of approximately £3.3 million.

8. INFORMATION ON COE

The business of COE was established in 1989 and COE was admitted to trading on AIM in 2003. Since its inception, COE's focus has been to specialise in bringing innovative products to the video surveillance market. This has culminated in the successful development of COE's product range which includes, X-Net, X-Stream, I-VUE, I-Command, Telecommand, and Smart Detect which offer high levels of video quality and technological integration for surveillance activities across IP, fibre and hybrid networks. COE products now feature in over 10,000 installations worldwide.

On 27 July 2009, COE announced a milestone contract to provide a major upgrade to the surveillance over three lines of the Seoul Metropolitan Subway network in South Korea. This contract was worth over £1.0 million in revenue to COE and was successfully shipped in June 2010.

9. CURRENT TRADING OF COE

COE released its unaudited half yearly results for the six months ended 31 December 2009 on 29 March 2010.

In these results, COE reported turnover of £1.175 million and an operating loss of £0.426 million. It was highlighted that, due to the delivery timeline of the order book, the revenue for the financial year to 30 June 2010 would be heavily weighted towards the second half of the year.

The Seoul Metro contract, the revenue value for which is worth over £1.0 million, scheduled for delivery in the second half of the financial year, was successfully shipped in June 2010.

As anticipated, COE has experienced improved revenue growth in the second half of the financial year and revenues for the year ending 30 June 2010 were in line with the prior year.

10. INFORMATION ON DIGITAL BARRIERS

Digital Barriers is a specialist provider of products and services to the homeland security market. Digital Barriers was admitted to trading on AIM on 4 March 2010 as a cash shell with a strategy to seek to acquire specialist products and services businesses or assets which the Digital Barriers Directors believe can then be developed through the application of a focused homeland security strategy and the Digital Barriers Directors' sector knowledge to create a leading mid-market group. It is intended that these acquisitions will provide Digital Barriers with specialist products and services that can then be sold to homeland security end-customers, both in the UK and abroad, either directly or through specialist prime system integrators, and to other channel sales partners.

The Digital Barriers Directors believe that, by applying their expertise, experience and relationships in the homeland security market to these acquisitions, significant additional shareholder value can be created. Digital Barriers has been founded by the leadership team behind Detica. Prior to its sale to BAE Systems Holdings Limited in 2008, Detica was one of the UK's leading specialist consultancies, working with those government departments with a homeland security remit.

On 25 March 2010, Digital Barriers announced its first acquisition, the acquisition of SAL, for a maximum consideration of £2.5 million. SAL is a UK-based specialist supplier, installer and integrator of thermal imaging equipment for perimeter surveillance, law enforcement and the protection of high-profile target locations.

On 23 July 2010, Digital Barriers announced the acquisition of Overtis Solutions for a consideration of £3.2 million. Overtis Solutions is a UK-based specialist provider of integrated security solutions used in the protection of high value physical, human and information assets on a global basis held by high risk government departments, public sector bodies and major corporations.

Further information on Digital Barriers can be found at www.digitalbarriers.com.

11. DIRECTORS, MANAGEMENT AND EMPLOYEES OF COE

Digital Barriers attaches great importance to the skills and experience of the current management team and employees of COE and expects that they will make a valuable contribution to the future of the combined business.

Accordingly Digital Barriers intends to continue to maintain COE's position in the surveillance solutions market. Digital Barriers intends to limit integration activity in accordance with its stated strategy. COE will be managed within Digital Barriers' governance framework following acquisition.

Digital Barriers has given assurances to the COE Directors that, upon the Offer becoming or being declared unconditional in all respects, the existing employment rights of COE management and the rights of all of COE's employees will continue to be safeguarded and pension obligations complied with. The non-executive COE Directors have agreed to resign from the COE Board following the Offer becoming or being declared unconditional in all respects and will be paid in full in respect of their notice periods.

Digital Barriers intends to continue the business of COE in broadly its current form. There are currently no intentions regarding any major changes to the business of COE nor the disposal of COE or a material part of the business of COE over the next 12 months.

12. FURTHER DETAILS OF THE OFFER

The COE Shares to be acquired by Digital Barriers pursuant to the Offer will be acquired fully paid and free from all liens, equities, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever and together with all rights now or hereafter attaching thereto, including the right to receive and retain all dividends and other distributions (if any) declared, paid or made on or after 29 July 2010.

There are no agreements or arrangements to which Digital Barriers is a party which relate to the circumstances in which it may or may not invoke or seek to invoke a condition of the Offer.

13. DISCLOSURE REQUIREMENTS OF THE CODE

Digital Barriers is not required to make any disclosures under Rule 8.1 (a) of the Code. Neither Digital Barriers nor, so far as the Digital Barriers Directors are aware, any person acting in concert with it, has any dealing arrangement of the kind referred to in Note 11 to the definition of "acting in concert" as set out in the Code.

14. COE SHARE OPTION SCHEMES

The Offer will extend to any COE Shares which are issued or unconditionally allotted and fully paid (or credited as fully paid) before the date on which the Offer closes (or, subject to the Code, by such earlier date as Digital Barriers may decide), including COE Shares issued pursuant to the exercise of options granted under the COE Share Option Schemes or otherwise.

All outstanding COE Options have exercise prices equal to or greater than the Offer Price and, consequently, Digital Barriers, with the consent of the Panel, does not intend to make appropriate proposals to the COE Optionholders for the purposes of Rule 15 of the Code.

15. INDUCEMENT FEE

Digital Barriers has entered into an inducement fee arrangement with COE under which a fee equivalent to one per cent. of the value of the Offer (on a fully diluted basis) (inclusive of irrecoverable VAT) would be payable to Digital Barriers by COE in certain circumstances, including: (i) where the COE Directors do not unanimously recommend the Offer; (ii) where the COE Directors withdraw or adversely modify their recommendation of the Offer or recommend a Third Party Transaction (as defined therein) and thereafter the Offer lapses or is withdrawn; and (iii) where a Third Party Announcement (as defined therein) is made and the Third Party Transaction referred to in such announcement becomes or is declared unconditional in all respects or is completed and as a result the Offer lapses or is withdrawn. Before the inducement fee was agreed, Digital Barriers confirmed to the COE Board that it would not make the Offer without entering into this inducement fee arrangement with COE.

16. OVERSEAS SHAREHOLDERS

Unless otherwise determined by Digital Barriers and permitted by applicable law and regulation, the Offer will not be made, directly or indirectly, in or into, or by the use of the mails or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce, or any facility of a national securities exchange, of a Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, copies of this announcement are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from a Restricted Jurisdiction and persons receiving this announcement (including, without limitation, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from a Restricted Jurisdiction. Doing so may render invalid any purported acceptance of the Offer. The availability of the Offer to persons who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements. If you are in any doubt about your position, you should consult your legal adviser in the relevant territory without delay.

17. COMPULSORY ACQUISITION, CANCELLATION OF ADMISSION OF COE SHARES TO TRADING ON AIM AND PLUS AND RE-REGISTRATION

If Digital Barriers receives acceptances under the Offer in respect of, and/or otherwise acquires, 90 per cent. or more of the COE Shares to which the Offer relates and the Offer becomes or is declared unconditional in all respects, Digital Barriers intends to exercise its rights pursuant to the provisions of sections 974 to 991 (inclusive) of the 2006 Act to acquire compulsorily any outstanding COE Shares not acquired or agreed to be acquired pursuant to the Offer or otherwise.

Assuming that the Offer becomes or is declared unconditional in all respects, Digital Barriers intends to procure the making of an application by COE to the London Stock Exchange and to PLUS for the cancellation of the admission of the COE Shares to trading on AIM and the PLUS-traded market respectively. It is anticipated that such cancellations of trading will take effect no earlier than 20 business days after the Offer becomes or is declared unconditional in all respects.

The cancellation of the trading of the COE Shares will significantly reduce the liquidity and marketability of any COE Shares not assented to the Offer and their value may be affected in consequence.

It is also proposed that, in due course, Digital Barriers will seek to procure the re-registration of COE as a private company under the relevant provisions of the 2006 Act.

18. GENERAL

The Offer Document and the Form of Acceptance will be published and sent to COE Shareholders as soon as practicable and in any event within 28 days of this announcement.

The bases and sources of certain financial information contained in this announcement are set out in Appendix II to this announcement and definitions of certain expressions used in this announcement are contained in Appendix IV to this announcement.

In accordance with Rule 19.11 of the Code, a copy of this announcement will be published on the following websites: www.digitalbarriers.com and www.coe.com.

Investec is acting exclusively as financial adviser to Digital Barriers. Zeus is acting exclusively as financial adviser to COE.

ENQUIRIES

DIGITAL BARRIERS

Digital Barriers plc +44 (0) 20 7940 4740
Tom Black, Executive Chairman
Colin Evans, Managing Director
Zak Doffman, Strategy Director

Investec, Financial Adviser and Broker to Digital Barriers +44 (0) 20 7597 5970
Andrew Pinder
Erik Anderson
Dominic Emery

Financial Dynamics, PR Adviser to Digital Barriers +44 (0) 20 7831 3113
Edward Bridges
Matt Dixon

COE

COE Group plc +44 (0) 113 230 8800
Alison Fielding, Non-Executive Chairman
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Investec, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Digital Barriers and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than Digital Barriers for providing the protections afforded to clients of Investec nor for providing advice in relation to the Offer or this announcement or any other matter referred to herein.

Zeus, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for COE and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than COE for providing the protections afforded to clients of Zeus nor for providing advice in relation to the Offer or this announcement or any other matter referred to herein.

This announcement does not constitute an offer or an invitation to purchase or subscribe for any securities. The Offer will be made solely by means of the Offer Document and the Form of Acceptance (in respect of certificated COE Shares), which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted.

Unless otherwise determined by Digital Barriers and permitted by applicable law and regulation, the Offer will not be made, directly or indirectly, in or into, or by the use of the mails or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce, or any facility of a national securities exchange, of a Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, copies of this announcement are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from a Restricted Jurisdiction and persons receiving this announcement (including, without limitation, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from a Restricted Jurisdiction. Doing so may render invalid any purported acceptance of the Offer. The availability of the Offer to persons who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements.

FORWARD LOOKING STATEMENTS

This announcement contains certain forward looking statements with respect to the financial condition, results of operations and business of Digital Barriers or the Digital Barriers Group and COE or the COE Group and certain plans and objectives of the boards of directors of Digital Barriers and COE. These forward looking statements can be identified by the fact that they do not relate to historical or current facts. Forward looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe",

"will", "may", "should", "would", "could" or other words of similar meaning. These statements are based on assumptions and assessments made by the boards of directors of Digital Barriers and COE in the light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe appropriate. By their nature, forward looking statements involve risk and uncertainty and the factors described in the context of such forward looking statements in this announcement could cause actual results and developments to differ materially from those expressed in or implied by such forward looking statements.

Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this announcement. Except as required by the Financial Services Authority, the London Stock Exchange, the AIM Rules or any other applicable law, Digital Barriers and COE assume no obligation to update or correct the information contained in this announcement.

DEALING DISCLOSURE REQUIREMENTS

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any paper offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any Offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any

offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

In accordance with Rule 2.10 of the City Code on Takeovers and Mergers, COE has 36,744,400 ordinary shares of 1 pence each in issue. The International Securities Identification Number for COE's shares is BG00B0VQMW25.

APPENDIX I

CONDITIONS TO AND CERTAIN FURTHER TERMS OF THE OFFER

The Offer, which will comply with the applicable rules and regulations of the London Stock Exchange and the Code and will be governed by English law and subject to the jurisdiction of the courts of England and Wales, will be subject to the terms and conditions set out below, in the Offer Document and (in respect of certificated COE Shares) in the Form of Acceptance:

- (a) valid acceptances of the Offer being received (and not, where permitted, withdrawn) by not later than 3.00 p.m. on the first closing date of the Offer or such later time(s) and/or date(s) as Digital Barriers may, with the consent of the Panel or subject to the Code, decide in respect of not less than 90 per cent. (or such lower percentage as Digital Barriers may decide) in nominal value of the COE Shares to which the Offer relates and not less than 90 per cent. (or such lower percentage as Digital Barriers may decide) of the voting rights carried by the COE Shares to which the Offer relates, provided that this condition will not be satisfied unless Digital Barriers and/or any of its wholly-owned subsidiaries shall have acquired or agreed to acquire (whether pursuant to the Offer or otherwise), COE Shares carrying, in aggregate, more than 50 per cent. of the voting rights then normally exercisable at a general meeting of COE (including for this purpose, to the extent (if any) required by the Panel, any voting rights attaching to any COE Shares which may be unconditionally allotted or issued before the Offer becomes or is declared unconditional as to acceptances, whether pursuant to the exercise of any outstanding conversion or subscription rights or otherwise). For the purpose of this condition:
 - (i) the expression "COE Shares to which the Offer relates" shall be construed in accordance with sections 974 to 991 (inclusive) of the 2006 Act;
 - (ii) COE Shares which have been unconditionally allotted but not issued shall be deemed to carry the voting rights which they will carry on issue; and
 - (iii) valid acceptance shall be treated as having been received in respect of any COE Shares that Digital Barriers shall, pursuant to section 979(8) and, if applicable, section 979(9) of the 2006 Act, be treated as having acquired or unconditionally contracted to acquire by virtue of acceptances of the Offer;
- (b) the passing at a general meeting (or at any adjournment thereof) of Digital Barriers Shareholders of any resolution or resolutions which are necessary or, in the opinion of Digital Barriers, desirable to approve, fund, effect and implement the Offer and the Acquisition;
- (c) to the extent that the acquisition of the COE Shares would constitute a relevant merger within the meaning of section 23 of the Enterprise Act 2002, the Office of Fair Trading indicating, in terms reasonably satisfactory to Digital Barriers, that it does not intend to refer the proposed Acquisition, or any aspect of it, to the Competition Commission;
- (d) no central bank, government or governmental, quasi-governmental, supranational, statutory, administrative or regulatory body, or any court, institution, investigative body, association, trade agency or professional or environmental body or any

other similar person or body in any jurisdiction (each, a "Relevant Authority") having decided to take, institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference or enacted, made or proposed any statute, regulation, decision or order or having taken any other step or done anything and there not continuing to be outstanding any statute, regulation, decision or order which would or might reasonably be expected to (in each case to an extent which is likely to be material and adverse in the context of the wider COE Group):

- (i) restrict or restrain, prohibit, delay, impose additional adverse conditions or obligations with respect to, or otherwise interfere with the implementation of, the Offer or the Acquisition or any matters arising therefrom;
- (ii) result in a material delay in the ability of Digital Barriers, or render Digital Barriers unable, to acquire some or all of the COE Shares;
- (iii) require, prevent or delay the divestiture (or alter the terms envisaged for such divestiture) by any member of the wider Digital Barriers Group or any member of the wider COE Group of all or a material portion of their respective businesses, assets or properties or impose any material limitation on the ability of any of them to conduct their businesses or own their respective assets or properties or any part thereof;
- (iv) impose any limitation on, or result in a delay in, the ability of any member of the wider Digital Barriers Group to acquire or hold or exercise effectively, directly or indirectly, all or any rights of ownership of shares or other securities of any member of the wider COE Group or on the ability of any member of the wider COE Group to hold or exercise effectively, directly or indirectly, all or any rights of ownership of shares or other securities or to exercise management control over any other member of the wider COE Group;
- (v) require any member of the wider Digital Barriers Group or the wider COE Group to offer to acquire any shares or other securities or rights thereover in any member of the wider COE Group owned by any third party;
- (vi) make the Offer or its implementation or the proposed acquisition by Digital Barriers of any shares or other securities in COE or the acquisition or control of COE or any member of the wider COE Group, illegal, void or unenforceable in or under the laws of any jurisdiction or directly or indirectly restrict or delay, prohibit or otherwise interfere in a material way with the implementation of, or impose additional conditions or obligations with respect to, or otherwise challenge, the Offer or the Acquisition, or control of COE, by Digital Barriers;
- (vii) result in any member of the wider COE Group ceasing to be able to carry on business under any name under which it presently does so, the consequences of which would be material in the context of the COE Group taken as a whole;
- (viii) impose any limitation on the ability of any member of the wider Digital Barriers Group or the wider COE Group to conduct or co-ordinate or integrate its business, or any part of it, with the business of any other member of the wider Digital Barriers Group or the wider COE Group; or
- (ix) otherwise adversely affect the business, assets, prospects or profits of any

member of the wider Digital Barriers Group or the wider COE Group,

and all applicable waiting and other time periods during which any such Relevant Authority could decide to take, institute, implement or threaten any such action, proceeding, suit, investigation, enquiry or reference or otherwise intervene having expired, lapsed or been terminated;

- (e) all material authorisations, orders, grants, recognitions, consents, confirmations, clearances, licences, permissions and approvals ("**authorisations**") required by law in any jurisdiction for or in respect of the Offer and the proposed acquisition of any shares or securities, directly or indirectly, in, or control of, COE or any member of the wider COE Group by any member of the wider Digital Barriers Group having been obtained in terms and/or form reasonably satisfactory to Digital Barriers from all appropriate Relevant Authorities or (without prejudice to the generality of the foregoing) from any persons or bodies with whom any member of the wider Digital Barriers Group or the wider COE Group has entered into contractual arrangements and such authorisations together with all material authorisations necessary for any member of the wider COE Group to carry on its business remaining in full force and effect and there being no notice or intimation of any intention to revoke, suspend, materially modify or not to renew the same and all necessary filings having been made, all appropriate waiting and other time periods (including extensions thereto) under any applicable legislation and regulations in any jurisdiction having expired, lapsed or been terminated and all necessary statutory or regulatory obligations in any jurisdiction in respect of the Offer or the proposed Acquisition or any matters arising therefrom having been complied with;
- (f) there being no provision of any agreement, permit, lease, licence or other instrument which is material to the wider COE Group and to which any member of the wider COE Group is a party or by or to which it or any of its assets may be bound or subject which, as a consequence of the making or implementation of the Offer or the Acquisition or because of a change in the control or management of COE or any member of the wider COE Group, could or might reasonably be expected to result in:
 - (i) any monies borrowed by, or other indebtedness (actual or contingent) of, or grant available to, any member of the wider COE Group becoming repayable or capable of being declared repayable immediately or earlier than the stated maturity or repayment date or the ability of any member of the wider COE Group to borrow moneys or incur indebtedness being or becoming capable of being withdrawn or inhibited;
 - (ii) any such agreement, arrangement, permit, lease, licence or other instrument or any right, interest, liability or obligation of any member of the wider COE Group therein, being terminated or adversely modified or affected or any adverse action being taken or any onerous obligation or liability arising thereunder;
 - (iii) any mortgage, charge or other security interest being created over the whole or any part of the business, property or assets of any member of the wider COE Group or any such security (whenever arising) becoming enforceable;
 - (iv) the value of any member of the wider COE Group or its financial or trading position or prospects being prejudiced or adversely affected;

- (v) any assets or interests of any member of the wider COE Group being or falling to be charged or disposed of or any right arising under which any such asset or interest could be required to be disposed of or charged;
 - (vi) the rights, liabilities, obligations or interests or business of any member of the wider COE Group in or with any other person, firm or company (or any arrangement relating to such interest or business) being terminated or adversely modified or affected;
 - (vii) any member of the wider COE Group ceasing to be able to carry on business under any name under which it currently does so; or
 - (viii) the creation of any liability, actual or contingent, by any member of the wider COE Group;
- (g) since 29 July 2010, save as Disclosed, no member of the COE Group having:
- (i) (save for COE Shares issued pursuant to the exercise of options granted under the COE Share Option Schemes or as between COE and wholly-owned subsidiaries of COE ("**Intra-COE Group Transactions**")) issued or agreed to issue or authorised or proposed the issue of additional shares of any class or securities convertible into or rights, warrants or options to subscribe for or acquire any such shares or convertible securities;
 - (ii) other than to another member of the COE Group, recommended, declared, paid or made or proposed to recommend, declare, pay or make any dividend, bonus or other distribution (whether payable in cash or otherwise) other than dividends lawfully paid to COE or wholly-owned subsidiaries of COE;
 - (iii) save for Intra-COE Group Transactions, merged or demerged with or acquired any body corporate, partnership or business;
 - (iv) save for Intra-COE Group Transactions, acquired, or (other than in the ordinary course of business) disposed of, transferred, mortgaged or charged or created any security interest over any asset or any right, title or interest in any asset (including shares and trade investments) or authorised, proposed or announced any intention to do so which, in any such case, is material in the context of the COE Group taken as a whole;
 - (v) save for Intra-COE Group Transactions, issued or authorised or proposed the issue of any debentures or incurred or increased any indebtedness or contingent liability or made, authorised, proposed or announced an intention to propose any change in its share or loan capital;
 - (vi) entered into or varied or announced its intention to enter into or vary any contract, transaction, commitment or arrangement (whether in respect of capital expenditure or otherwise) which is of a long term (being a term longer than two years) or unusual nature or which involves or could involve an obligation of a nature or magnitude which, in any such case, is material in the context of the COE Group taken as a whole or which is or is likely to be restrictive in any material respect on the business of any member of the wider COE Group or the wider Digital Barriers Group;

- (vii) entered into, implemented, authorised or proposed any reconstruction, amalgamation, scheme of arrangement or other transaction or arrangement otherwise than in the ordinary course of business or announced any intention to do so;
 - (viii) entered into, or varied in any material respect, the terms of any contract or agreement with any of the directors or senior executives of COE or any of its subsidiaries;
 - (ix) taken or proposed any corporate action or had any legal proceedings started or threatened against it or had any petition presented for its winding-up (voluntary or otherwise), dissolution or reorganisation or appointed a receiver, administrator, administrative receiver, trustee or similar officer in respect of all or any of its assets and/or revenues or taken any analogous proceedings in any jurisdiction;
 - (x) waived or compromised any claim other than in the ordinary course of business which is material in the context of the wider COE Group taken as a whole;
 - (xi) made any material amendment to its memorandum or articles of association;
 - (xii) purchased, redeemed or repaid or proposed the purchase, redemption or repayment of any of its own shares or other securities or reduced or made any other change to any part of its share capital;
 - (xiii) been unable or admitted that it is unable to pay its debts or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business; and
 - (xiv) entered into, varied or modified any contract, commitment or agreement with respect to any of the transactions, matters or events referred to in this condition (g) or announced an intention to do so;
- (h) since 29 July 2010, save as Disclosed:
- (i) no litigation, arbitration, prosecution or other legal proceedings having been instituted, announced or threatened or become pending or remaining outstanding by or against any member of the wider COE Group or to which any member of the wider COE Group is or may become a party (whether as claimant, respondent or otherwise) and no enquiry or investigation by or complaint or reference to any Relevant Authority or other investigative body having been threatened, announced, implemented or instituted or remaining outstanding against or in respect of any member of the wider COE Group which, in any such case, would or might reasonably be expected adversely to affect any member of the wider COE Group to an extent which is material in the context of the COE Group taken as a whole;
 - (ii) no material adverse change having occurred in the business, assets, financial or trading position, profits or prospects of the wider COE Group taken as a whole;
 - (iii) no contingent or other liability having arisen which might reasonably be

expected materially adversely to affect the wider COE Group taken as a whole;

- (iv) no investigation by any Relevant Authority having been threatened, announced, implemented or instituted or remaining outstanding which in any case would be likely to have a material adverse effect on the financial position of the COE Group taken as a whole;
- (i) save as Disclosed, Digital Barriers not having discovered that:
- (i) any business, financial or other information concerning any member of the wider COE Group publicly disclosed or disclosed to Digital Barriers at any time by or on behalf of any member of the COE Group is misleading, contains a misrepresentation of fact or omits to state a fact necessary to make the information contained therein not misleading which, in any such case, is material and adverse in the context of the wider COE Group taken as a whole;
 - (ii) any member of the wider COE Group is subject to any liability, actual or contingent which is material in the context of the wider COE Group taken as a whole;
 - (iii) any past or present member of the wider COE Group has not complied with all applicable legislation or regulations of any jurisdiction with regard to the storage, disposal, discharge, spillage, leak or emission of any waste or hazardous substance or any substance likely to impair the environment or to harm human health or otherwise relating to environmental matters (which non-compliance might give rise to any liability (whether actual or contingent) on the part of any member of the wider COE Group which is material and adverse in the context of the COE Group taken as a whole) or that there has otherwise been any such disposal, discharge, spillage, leak or emission (whether or not the same constituted a non-compliance by any person with any such legislation or regulations and wherever the same may have taken place) which in any such case might give rise to any liability (whether actual or contingent) on the part of any member of the wider COE Group which is material in the context of the COE Group taken as a whole;
 - (iv) there is, or is likely to be, any liability (whether actual or contingent) to make good, repair, reinstate or clean up any property now or previously owned, occupied or made use of by any past or present member of the wider COE Group or any controlled waters under any environmental legislation, regulation, notice, circular or order of any Relevant Authority or otherwise and which is material in the context of the COE Group taken as a whole; or
 - (v) circumstances exist (whether as a result of the making of the Offer or otherwise) which would be likely to lead to any Relevant Authority instituting, or whereby any member of the wider COE Group or the wider Digital Barriers Group would be likely to be required to institute, an environmental audit or take any other steps which in any such case would be likely to result in any actual or contingent liability on the part of any member of the wider COE Group or the wider Digital Barriers Group to improve or install new plant or equipment or make good, repair, re-instate or clean up any land or other asset now or previously owned, occupied or

made use of by any member of the wider COE Group which liability is or is likely to be material in the context of the COE Group taken as a whole.

Digital Barriers reserves the right to waive all or any of conditions (c) to (i) (inclusive) above, in whole or in part. Conditions (c) to (i) (inclusive) must be fulfilled or waived by midnight on the 21st day after the later of the first closing date of the Offer and the date on which condition (a) is fulfilled (or such later date as the Panel may agree). Digital Barriers shall be under no obligation to waive or treat as fulfilled any of conditions (c) to (i) (inclusive) by a date earlier than the latest date specified above for the fulfilment thereof notwithstanding that the other conditions of the Offer may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such conditions may not be capable of fulfilment.

If Digital Barriers is required by the Panel to make an offer for COE Shares under the provisions of Rule 9 of the Code, Digital Barriers may make such alterations to the conditions as are necessary to comply with the provisions of that Rule.

The Offer will lapse if, before 3.00 p.m. on the first closing date of the Offer or the date on which the Offer becomes or is declared unconditional as to acceptances (whichever is later), (i) the Offer or any part of it is referred to the Competition Commission; or (ii) following a request to the European Commission under Article 22(3) of Council Regulation 139/2004/EC (the "**Regulation**") in relation to the Offer or any part of it, which request is accepted by the European Commission, the European Commission initiates proceedings under Article 6(1)(c) of the Regulation.

APPENDIX II

BASES AND SOURCES

Unless otherwise stated in this announcement:

- (a) financial information relating to COE has been extracted from the audited accounts of COE for the year ended 30 June 2009;
- (b) the value of the fully diluted share capital of COE is calculated on the basis of (i) 36,744,400 COE Shares in issue on 29 July 2010 (being the last business day prior to the publication of this announcement) and (ii) no COE Shares subject to options outstanding under the COE Share Option Scheme on 29 July 2010 (being the last business day prior to the publication of this announcement) have an exercise price less than the Offer Price; and
- (c) all prices quoted for COE Shares are Closing Prices.

APPENDIX III

DETAILS OF IRREVOCABLE UNDERTAKINGS

Irrevocable undertakings to accept, or procure the acceptance of, the Offer have been received by Digital Barriers from the following persons in respect of the following interests in COE Shares:

<i>Name</i>	<i>Number of COE Shares</i>	<i>Percentage of existing issued share capital of COE (%)</i>
IP2IPO Limited ^{1,3}	13,574,849	36.9
Richard Farleigh ^{1,3}	4,612,010	12.6
Herald Investment Trust plc ^{1,3}	3,652,780	9.9
IP Venture Fund ^{1,3}	625,000	1.7
Ian Jefferson ^{1,2}	222,220	0.6
Mark Marriage ^{1,2}	81,300	0.2
Alison Fielding ^{1,2}	222,220	0.6
Anton Elsborg ^{1,2}	111,111	0.3

Notes:

- 1. These irrevocable undertakings to accept the Offer remain binding, even if a higher competing offer is announced by a third party.*
- 2. The number of COE Shares stated as being irrevocably committed excludes any COE Shares arising from the exercise of COE Options.*
- 3. These irrevocable undertakings to accept the Offer remain binding, even if a higher competing offer is announced by a third party unless the Offer lapses or is withdrawn or does not become wholly unconditional by 31 December 2010.*

APPENDIX IV

DEFINITIONS

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

"2006 Act"	the Companies Act 2006 (as amended)
"Acquisition"	the proposed acquisition of the COE Shares by Digital Barriers to be effected by means of the Offer
"AIM"	AIM, the market of that name operated by the London Stock Exchange
"AIM Rules"	the rules governing the admission to, and operation of, AIM as set out in the AIM Rules for Companies published by the London Stock Exchange from time to time
"Australia"	the commonwealth of Australia, its states, territories or possessions
"business day"	a day (not being a Saturday, a Sunday or a public holiday) on which clearing banks in the City of London are open for normal business
"Canada"	Canada, its possessions, provinces and territories and all areas subject to its jurisdiction or any political subdivision thereof
"Closing Price"	the closing middle market quotation of a share as derived from the AIM Appendix of the Daily Official List
"Code"	The City Code on Takeovers and Mergers
"COE"	COE Group plc
"COE Directors" or "COE Board"	the directors of COE at the date of this announcement
"COE Group"	COE and its existing subsidiary undertakings
"COE Optionholders"	holders of COE Options
"COE Options"	options or other rights to acquire COE Shares under the COE Share Option Schemes or otherwise
"COE Share Option Schemes"	the COE Group 2008 Share Option Plan and the COE Group 1999 Unapproved Share Option Scheme
"COE Shareholders"	holders of COE Shares
"COE Shares"	the existing issued fully paid ordinary shares of 1 pence each in the capital of COE and any further such shares which are unconditionally allotted or issued and fully paid or credited as fully

	paid before the date on which the Offer closes (or such earlier date, not being earlier than the date on which the Offer becomes or is declared unconditional as to acceptances as Digital Barriers may, subject to the Code, decide)
"connected person"	has the meaning given to that term in section 252 of the 2006 Act
"Daily Official List"	the Daily Official List of the London Stock Exchange
"Dealing Disclosure"	the announcement concerning deals in relevant securities of any party to the Offer required for the purposes of Rule 8 of the Code
"Digital Barriers"	Digital Barriers plc
"Digital Barriers Directors" or "Digital Barriers Board"	the directors of Digital Barriers as at the date of this announcement
"Digital Barriers Group"	Digital Barriers and its existing subsidiary undertakings
"Digital Barriers Shares"	ordinary shares of 1 pence each in the capital of Digital Barriers
"Disclosed"	means (i) as disclosed in COE's report and accounts for the year ended 30 June 2009; (ii) as publicly announced by COE (by the delivery of an announcement to an authorised Regulatory Information Service prior to the date of this announcement); (iii) as disclosed in the Offer Document; or (iv) as otherwise disclosed in writing, or in the documentation or written information provided, to Digital Barriers or its advisers by or on behalf of COE prior to the date of this announcement in the context of the Offer
"Form of Acceptance"	the form of acceptance and authority relating to the Offer in respect of certificated COE Shares
"Investec"	Investec Bank plc
"IP"	internet protocol
"Japan"	Japan, its cities, prefectures, territories and possessions
"London Stock Exchange"	London Stock Exchange plc
"Offer"	the offer to be made by Digital Barriers, on the terms and subject to the conditions to be set out in the Offer Document and the Form of Acceptance (in respect of certificated COE Shares), to acquire all of the COE Shares (including, where the context requires, any subsequent revision, variation, extension or renewal of such offer)
"Offer Document"	the document containing the Offer
"Offer Period"	means the period commencing on the date of this announcement and ending upon the date the Offer becomes or is declared unconditional
"Offer Price"	9 pence per COE Share

"Opening Position Disclosure"	the announcement containing details of interests or short positions in, or rights to subscribe for, any relevant securities of a party to the Offer if the person concerned has such a position required for the purposes of Rule 8 of the Code
"Overseas Shareholders"	COE Shareholders (or nominees of, or custodians, or trustees, or guardians for COE Shareholders) not resident in or citizens of or nationals of the United Kingdom
"Overtis Solutions"	the solutions division of Overtis Group Limited
"Panel"	the Panel on Takeovers and Mergers
"PLUS"	PLUS Markets plc
"PLUS-traded market"	the PLUS-traded market, the market of that name operated by PLUS
"pounds", "£" or "pence"	the lawful currency of the United Kingdom
"Restricted Jurisdiction"	the United States, Canada, Australia or Japan or any other jurisdiction where extension or acceptance of the Offer would violate the law of that jurisdiction
"Rule"	refers to a rule of the Code
"SAL"	Security Applications Limited (trading as D Ford Associates)
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland
"US", "USA" or "United States"	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia and all other areas subject to its jurisdiction
"wider COE Group"	COE, its subsidiaries, subsidiary undertakings and associated undertakings and any other body corporate, partnership, joint venture or person in which COE and such undertakings (aggregating their interests) have an interest in 20 per cent. or more of the voting or equity capital (or the equivalent)
"wider Digital Barriers Group"	Digital Barriers, its subsidiaries, subsidiary undertakings and associated undertakings and any other body corporate, partnership, joint venture or person in which Digital Barriers and such undertakings (aggregating their interests) have an interest in 20 per cent. or more of the voting or equity capital (or the equivalent)
"Zeus"	Zeus Capital Limited

Save where otherwise stated, for the purpose of this announcement, "subsidiary", "subsidiary undertaking", "associated undertaking" and "undertaking" shall be construed in accordance with the 2006 Act.

In this announcement, the singular includes the plural and vice versa, unless the context otherwise requires.