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WESTSIDE INVESTMENTS PLC

(Incorporated in England and Wales under the Companies Act 1985 with registered number 03882621)

PROPOSED CHANGE OF NAME TO ULTIMATE SPORTS GROUP PLC PROPOSED SHARE CONSOLIDATION

and

NOTICE OF GENERAL MEETING

The London Stock Exchange Plc has not itself examined or approved the contents of this document. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List and the AIM Rules are less demanding than those of the Official List. This document does not constitute an offer of securities and accordingly is not a prospectus, neither does it constitute an admission document drawn up in accordance with AIM Rules.

The Directors, whose names appear on page 5 of this document, both individually and collectively accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and there are no other facts the omission of which would affect the import of such information. A letter from the Chairman of Westside Investments Plc is set out in Part I of this document. Notice convening a General Meeting of the Company to be held at the offices of Howard Kennedy LLP at No. 1 London Bridge, London SE1 9BG on 29 October 2015 at 9.30 a.m. and a Form of Proxy for use at the meeting is enclosed with this document and should be completed, signed and returned in accordance with the instructions thereon, as soon as possible but, in any event, so as to be received by the Company's Registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL by not later than 9.30 a.m. on 27 October 2015 (or 48 hours before any adjournment of the General Meeting).

CONTENTS

	<i>Page</i>
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	3
DEFINITIONS	4
PART I – LETTER FROM THE CHAIRMAN	5
PART II – NOTICE OF GENERAL MEETING	9

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of this document	12 October 2015
Latest time and date of receipt of Forms of Proxy	9.30 a.m. on 27 October 2015
General Meeting	9.30 a.m. on 29 October 2015

DEFINITIONS

“Act”	the Companies Act 2006 as amended, restated or re-enacted;
“AIM”	the AIM Market of the London Stock Exchange Plc;
“AIM Rules”	the AIM rules for companies published by the London Stock Exchange Plc from time to time;
“Articles”	the current articles of association of the Company;
“Company” or “Westside”	Westside Investments Plc;
“CREST”	the relevant system (as defined by the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the CREST Regulations);
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended);
“Directors” or “Board”	the directors of the Company as set out on page 5 of this document;
“Existing Ordinary Shares”	the Ordinary Shares in issue on the date of this document, being 1,426,163,845 Ordinary Shares;
“FCA”	Financial Conduct Authority;
“Form of Proxy”	the form of proxy for use by Shareholders at the GM;
“GM” or “General Meeting”	the general meeting of the Company convened for 9.30 a.m. on 29 October 2015 at the address set out in the Notice;
“Group”	the Company and its subsidiaries;
“ISIN”	International Securities Identification Number;
“New Ordinary Shares”	ordinary shares of 10 pence each in the capital of the Company arising from the completion of the Share Consolidation;
“Notice”	the notice of GM which is set out at the end of this document;
“Ordinary Shares”	the ordinary shares of 0.1 pence each in the capital of the Company;
“Proposals”	the proposals set out in this document;
“Record Date”	5.00 p.m. on 29 October 2015 (or such other time and date as the Directors may determine);
“Resolutions”	the ordinary and special resolutions which are set out in the Notice;
“Share Consolidation”	the share consolidation of the Ordinary Shares as detailed in paragraph 3 of Part I of this document pursuant to which the Existing Ordinary Shares will be consolidated into the New Ordinary Shares; and
“Shareholder(s)”	holder(s) of Ordinary Shares.

PART I

LETTER FROM THE EXECUTIVE CHAIRMAN

WESTSIDE INVESTMENTS PLC

(Incorporated in England and Wales with registered number 03882621)

Directors:

Richard Owen (*Executive Chairman*)
Geoffrey Simmonds (*Chief Executive Officer*)
David Hillel (*Finance Director*)
John Zucker (*Non-Executive Director*)
David Coldbeck (*Non-Executive Director*)

Registered Office:

30 City Road
London
EC1Y 2AB

12 October 2015

To Shareholders and, for information purposes only, to participants in the Company's share option schemes

Dear Shareholder

1. Introduction

The Company wishes to change its name to Ultimate Sports Group Plc in order to better reflect the Company's change in strategic direction. In addition, the Company proposes to undertake the Share Consolidation in order to reduce the large number of Existing Ordinary Shares, which the Directors believe will make shares in the Company more attractive to future investors.

Accordingly, the Directors have convened the General Meeting at which Shareholders will consider, and if thought fit, approve the change of name of the Company and the Share Consolidation. Notice of the GM, which is convened for 29 October 2015, is set out at the end of this document.

2. Interim Results

The following is an extract from the Company's interim results for the sixth month period ended 30 June 2015, which were published on 22 September 2015:

"For the 6 months ended 30 June 2015 we are reporting a pre-tax loss of £69,062 (2014: loss £152,311). Westside's net cash balances as at 30 June 2015 were £449,996 (2014: £520,602).

Pantheon Leisure Plc ("Pantheon")

Westside holds 85.87 per cent. of the issued share capital of Pantheon which in turn owns 100 per cent. of the operating business of Pantheon's sport and leisure division. Pantheon's sports and leisure division comprises two trading companies, Sport in Schools Limited ('ESS'), also known as The Elms Sport in Schools, and Football Partners Limited ('FPL') – also known as The Elms Small Sided Football.

Pantheon as a group made a profit of £24,942 for the 6 months ended 30 June 2015 (2014: loss £25,375).

Sport in Schools Limited ('ESS' – Elms Sport in Schools)

On a turnover of £670,681 (2014: £680,106), ESS has contributed a divisional profit of £101,359 as compared with £100,597 to 30 June 2014. ESS specialises in the delivery of primary school sport – covering the National Curriculum during the day and The Extended Day before and after school hours (breakfast, lunchtime and after-school clubs). The majority of the breakfast and lunchtime clubs are provided and paid for by the school, whilst the majority of after-school clubs are paid for by parents.

Holiday camps are a successful area for ESS where we provide sports tuition during the school holidays. The majority of the camps are paid for by parents, whilst a few are paid for by the school.

The ESS directors have developed bespoke skill sets which have been adopted with great enthusiasm by our full time staff and part time coaches. They coach 21,000 children each week and on average coach between 12 to 25 hours a week. All our coaches are highly qualified (minimum level 2), DBS checked, Child protection vetted and are rigorously trained by ESS in all the main disciplines required by the National Curriculum. The management of ESS constantly monitors and assesses the level of performance of our coaches throughout the school year.

We continue to recognise the performance of the children through our specialised league tables dedicated to each school which operates under our new brand of Ultimate Player.

We are enthusiastic about the future development of the Ultimate Player brand as we launch UltimatePlayer.me and tap into the ESS platform which is already established and continues to grow.

UltimatePlayer.me

Since late 2013 we have been developing UltimatePlayer.me as a new 'free to view online platform' dedicated to bring to children an ability to measure their own individual skill sets. We have invested considerable time and money in this programme and the second stage of the programme is expected to achieve its milestone launch by the end of 2015.

We have adopted procedures to ensure that UltimatePlayer.me will comply as far as we are able and as far as is possible with best practise to protect the children visiting UltimatePlayer.me. This, of course, includes privacy over any personal information registered children entrust us with.

Our intention is that the Ultimate Player programme should provide an innovative, secure, interactive and exciting online platform that will stimulate interest in sport, fitness and statistics. As we fulfil our intentions and objectives we are confident that UltimatePlayer.me will establish a significant value as the brand becomes recognised and revenues are generated from specific enterprises wanting to advertise or act as sponsors.

As a result of the development programme over the last 24 months, we believe that in the last quarter of this year and into 2016 we shall see the breakthrough and establishment of UltimatePlayer.me.

Football Partners Limited ('FPL')

Our 5-a-side football operation enjoys full FA accreditation and its activities (conducted through FPL) continue to be influenced by a difficult market. Turnover (net of corporate fees) increased by 5 per cent. to £220,328 which resulted in an operating loss of £33,886 (2014: loss £62,818).

Outlook

We continue to be encouraged by the success of the sports tuition activities of ESS and consider that its potential represents a significant opportunity for growth. As anticipated in last year's interim report, the more comprehensive second phase and milestone launch of the UltimatePlayer.me programme will take place by the end of 2015. It will be innovative, secure and exciting as it provides the skill sets package for registered children. The objective of the programme will be to encourage children to improve their fitness levels and sporting skills.

We are confident that SIS and UltimatePlayer.me working together and taken together will represent the growth and future value to shareholders of Westside Investments Plc under the proposed new name of Ultimate Sports Group Plc."

3. The Share Consolidation

The Board is proposing to undertake a reorganisation of the capital structure of the Company by the proposal of Resolution 2 at the General Meeting. Currently the Company has one class of share, being the Ordinary Shares of 0.1 pence each in the capital of the Company. The number of Ordinary Shares currently in issue is 1,426,163,845. For the reasons described above, it is proposed to carry out the Share Consolidation as follows:

- that the Existing Ordinary Shares will be consolidated such that every 100 Existing Ordinary Shares of 0.1 pence each on the Record Date will be consolidated into one New Ordinary Share of 10 pence each. Shareholders with a holding of Existing Ordinary Shares which is not exactly divisible by 100 will have their holdings rounded down to the nearest whole number of Ordinary Shares. Holders of fewer than 100 Existing Ordinary Shares will not be entitled to receive any New Ordinary Shares following the Share Consolidation. Any fractional entitlements arising from the Share Consolidation will be aggregated and sold in the market (for the best price reasonable attainable), in accordance with Article 12 of the Articles, whereby in certain circumstances the net proceeds of such sale may be distributed among the persons entitled to them in accordance with the Articles;
- other than in respect of the change in the nominal value, the rights attaching to the New Ordinary Shares will be identical to the rights attaching to the Ordinary Shares.

Immediately following the Share Consolidation, Shareholders will still hold the same proportion of the Company's ordinary share capital as before the Share Consolidation (save in respect of any fractional entitlements which will be dealt with as described above).

Following the Share Consolidation, replacement share certificates will be despatched by first class post at the risk of the Shareholder in respect of the newly denominated New Ordinary Shares which are to be held in certificated form. These new share certificates are expected to be despatched by 14 November 2015. Share certificates dated on or before the Record Date should be destroyed as they will cease to be valid.

In relation to Existing Ordinary Shares which are held in uncertificated form, CREST accounts will be credited with the newly denominated New Ordinary Shares on 30 October 2015.

In addition, following the Share Consolidation the new ISIN code for the New Ordinary Shares will be GB00BYV31355 and the new SEDOL will be BYV31355.

4. The General Meeting

Set out at the end of this document is a notice convening the General Meeting of the Company to be held at the offices of Howard Kennedy LLP at No 1. London Bridge, London SE1 9BG at 9.30 a.m. on 29 October 2015. At this meeting the following resolutions will be proposed:

Resolution 1

A special resolution to change the name of the Company to "Ultimate Sports Group Plc".

Resolution 2

An ordinary resolution to undertake the Share Consolidation.

5. Action to be taken by Shareholders

Shareholders will find enclosed with this document a Form of Proxy for use at the General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions printed thereon so as to arrive at the Company's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL as soon as possible and in any event not later than 9.30 a.m. on 27 October 2015. The completion and return of a Form of Proxy will not prevent Shareholders from attending and voting in person at the General Meeting should they so wish.

6. Recommendation

The Directors consider that the Proposals are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly the Directors recommend that you vote in favour of all of the Resolutions at the General Meeting as they intend to do in respect of their own beneficial holdings of 306,262,296 Existing Ordinary Shares, representing approximately 21.48 per cent. of the Existing Ordinary Shares.

Yours faithfully

Richard Owen
Executive Chairman

PART II

WESTSIDE INVESTMENTS PLC

(Incorporated in England and Wales with registered number 03882621)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at the offices of Howard Kennedy LLP at No.1 London Bridge, London SE1 9BG at 9.30 a.m. on 29 October 2015 for the purposes of considering and, if thought fit, passing the following Resolutions of which Resolution number 1 will be proposed as a Special Resolution and Resolution number 2 will be proposed as an Ordinary Resolution.

SPECIAL RESOLUTION

1. THAT the name of the Company be changed to "Ultimate Sports Group plc".

ORDINARY RESOLUTION

2. THAT every 100 ordinary shares of 0.1 pence each in the capital of the Company (each an "**Existing Ordinary Share**") as at 5.00 p.m. on 29 October 2015 (or such other time and date as the directors of the Company may determine) be consolidated into 1 ordinary share of 10 pence each (each a "**New Ordinary Share**"), having the same rights as the Existing Ordinary Shares provided that any fractional entitlements to the New Ordinary Shares will be aggregated and sold in the market and, subject to the provisions of Article 12 of the Company's articles of association, the net proceeds will be distributed to the persons entitled to them.

Registered Office:
30 City Road,
London EC1Y 2AB

By order of the Board
David Hillel FCA
Company Secretary

Dated: 12 October 2015

Notes:

1. A member entitled to attend and vote at the above meeting (the "General Meeting") is entitled to appoint a proxy or proxies to attend speak and vote, instead of him. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed for your use if desired. The instrument appointing a proxy must reach the Company's Registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL by post, by fax to 01252 719 232 or by email to proxies@shareregistrars.uk.com in each case not less than 48 hours (excluding weekends and Bank Holidays) before the time of holding of the General Meeting or any adjournment thereof.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members of the Company on the register 48 hours (excluding weekends and Bank Holidays) before the time of holding of the General Meeting or any adjournment thereof shall be entitled to attend or vote at the General Meeting or any adjournment thereof in respect of the number of shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL.
6. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
7. Except as provided above, members who have general queries about the General Meeting should telephone Share Registrars Limited on 01252-821390 Monday to Friday between 9.00 a.m. and 5.30 p.m. You may not use any electronic address provided either in this notice of General Meeting; or any related documents (including the chairman's letter and the Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

