

No. 3783 of 2010

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

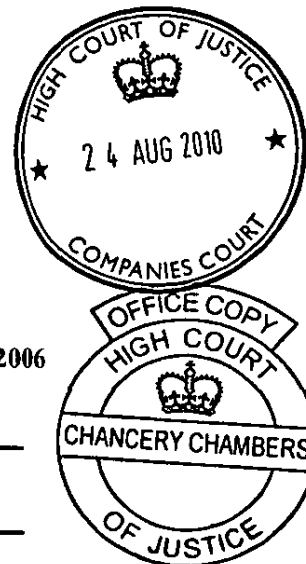
MR JUSTICE WARREN

IN THE MATTER OF ARRIVA PLC

- and -

IN THE MATTER OF THE COMPANIES ACT 2006

ORDER



UPON THE ADJOURNED APPLICATION by Part 8 Claim Form dated 7th May 2010 of the above named Arriva plc (the "**Company**") whose registered office is situated at 1 Admiral Way, Doxford International Business Park, Sunderland, SR3 3XP

AND UPON HEARING Counsel for the Company

AND UPON READING the Claim Form and the evidence

AND UPON DB UK Holding Limited appearing by Counsel for the Company (being its Counsel for this purpose) consenting to the scheme of arrangement (the "**Scheme**") under Part 26 of the Companies Act 2006 dated 18 May 2010 hereinafter sanctioned and undertaking to execute and do or procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it for the purpose of giving effect to the Scheme

THIS COURT HEREBY sanctions the Scheme as set out in the Schedule to this Order

IT IS ORDERED that this Order be produced by the Company to the Registrar of Companies and that the Company deliver an office copy of the Order to him

AND IT IS ORDERED that the further hearing of the Claim Form be adjourned to 26 August 2010

DATED 24 August 2010



SCHEME OF ARRANGEMENT

**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT**

No: 3783 of 2010

**IN THE MATTER OF ARRIVA PLC
and
IN THE MATTER OF THE COMPANIES ACT 2006**

SCHEME OF ARRANGEMENT

(under Part 26 of the Companies Act 2006)

between

ARRIVA PLC

and

THE HOLDERS OF SCHEME SHARES

(as hereinafter defined)

- (A) In the Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings

“Arriva”	Arriva plc, a company registered in England and Wales with registered number 347103
“Arriva Group”	Arriva and its subsidiaries and subsidiary undertakings
“Arriva Shares”	ordinary shares of 5 pence each in the capital of Arriva
“Arriva Share Schemes”	each of the following incentive schemes operated by the Arriva Group (i) the Arriva plc 1994 Executive Share Option Scheme, (ii) the Arriva plc 1996 Share Incentive Scheme, (iii) the Arriva plc Long Term Incentive Plan 2000, (iv) the Arriva plc Company Share Option Plan 2006 (Parts A and B), and (v) the Arriva plc Share Incentive Plan 2004
“Business Day”	any day (excluding Saturday, Sunday or public holidays in England or Wales) on which banks are open for general banking business in the City of London

“certificated” or “in certificated form”	in relation to a share or other security, a share or other security which is not in uncertificated form (that is, not in CREST)
“Companies Act”	the Companies Act 2006, as amended
“Court”	Her Majesty’s High Court of Justice in England and Wales
“Court Meeting”	the meeting of the holders of Arriva Shares convened by order of the Court pursuant to Section 896 of the Companies Act to consider and, if thought fit, approve the Scheme (with or without amendment), and any adjournment of that meeting
“CREST”	a relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI No 2001/3755)) in respect of which Euroclear is the Operator (as defined in such Regulations)
“DB UK”	DB UK Holding Limited, a company registered in England and Wales with registered number 6296328
“Deutsche Bahn”	Deutsche Bahn AG, a stock company incorporated under the laws of Germany
“Deutsche Bahn Group”	Deutsche Bahn and its subsidiaries and subsidiary undertakings
“Effective Date”	the date on which the Scheme becomes effective in accordance with clause 6 of the Scheme
“Encumbrances”	all mortgages, pledges, liens, charges, options, encumbrances, equitable rights, rights of pre-emption, assignments, hypothecations or any other third party rights of any nature whatsoever
“Euroclear”	Euroclear UK & Ireland Limited
“holder”	a registered holder of shares and includes any person(s) entitled by transmission
“Member”	a member of Arriva on the register of members at any relevant date
“New Arriva Shares”	the new ordinary shares of five pence each in the capital of Arriva to be issued and credited as fully paid pursuant to the Scheme
“Panel”	the Panel on Takeovers and Mergers
“Reduction Hearing Date”	the hearing by the Court to confirm the Reduction of Capital under section 648 of the Companies Act
“Reduction of Capital”	the reduction of Arriva’s share capital by the cancellation of the Scheme Shares under section 641 of the Companies Act
“Scheme”	this scheme of arrangement in its present form or with or subject to any modification, addition or condition which the Court may think fit to approve or impose
“Scheme Document”	the circular to be sent to holders of Arriva Shares containing inter alia, details of the Scheme and the notice of the Court Meeting
“Scheme Effective Time”	the time on the Effective Date at which the Scheme becomes effective
“Scheme Hearing Date”	the date of the hearing by the Court to sanction the Scheme

- “Scheme Record Time”** 6 00 p m on the Business Day immediately preceding the Reduction Hearing Date
- “Scheme Shares”** the Arriva Shares
- (i) in issue at the date of the Scheme and which remain in issue until the Scheme Record Time,
- (ii) (if any) issued after the date of the Scheme and prior to the Voting Record Time and which remain in issue until the Scheme Record Time, and
- (iii) (if any) issued on or after the Voting Record Time and before the Scheme Record Time on terms that the holder thereof shall be bound by the Scheme or in respect of which the original or any subsequent holder thereof is or shall have agreed in writing to be bound by the Scheme and, in each case, which remain in issue until the Scheme Record Time, excluding, in any case, any Arriva Shares held by or on behalf of any member of the Deutsche Bahn Group at the Scheme Record Time
- “UK Listing Authority”** any member of the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000
- “uncertificated” or “uncertificated form”** in relation to a share or other security, a share or other security which is recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which may be transferred by means of CREST, and
- “Voting Record Time”** 6 00 p m on 15 June 2010 or, if the Court Meeting is adjourned, 6 00 p m on the day which is two days before such adjourned meeting
- (B) As at 14 May 2010 (the latest practicable date prior to the date of this Scheme) 199,257,639 Arriva Shares have been issued and are credited as fully paid There are subsisting options to subscribe for up to 5,262,596 Arriva Shares under the Arriva Share Schemes
- (C) As at the date of the Scheme DB UK does not own any Arriva Shares It is proposed that DB UK will acquire one Arriva Share prior to the Scheme Record Time
- (D) The purpose of the Scheme is to provide for the cancellation of the Scheme Shares in consideration for the payment of 775 pence in cash per Scheme Share to the holders of the Scheme Shares
- (E) DB UK has agreed to appear by counsel at the hearing to sanction the Scheme and the hearing to confirm the Reduction of Capital to consent to the Scheme and has agreed to be bound by, and to undertake to the Court to be bound by, the terms of the Scheme and to execute and do, or procure to be executed and done, all such documents, acts and things as may be necessary or desirable to be executed or done by it for the purposes of giving effect to the Scheme

The Scheme

1. Cancellation of Scheme Shares

- 1 1 The share capital of Arriva shall be reduced by cancelling and extinguishing the Scheme Shares
- 1 2 Forthwith and contingently upon the Reduction of Capital taking effect and notwithstanding anything to the contrary in Arriva's articles of association
- (a) the share capital of Arriva shall be increased to its former amount by the issue of such number of New Arriva Shares as shall be equal to the number of Scheme Shares cancelled pursuant to clause 1 1 of the Scheme, and
 - (b) Arriva shall apply and capitalise the reserve arising in its books of account as a result of the cancellation of the Scheme Shares in paying up, in full at par, the New Arriva Shares issued pursuant to clause 1 2(a) of the Scheme which shall be allotted and issued credited free from Encumbrances as fully paid to DB UK

2. Consideration for the cancellation of the Scheme Shares

- 2 1 In consideration of the cancellation of the Scheme Shares and the allotment and issue of the New Arriva Shares as provided in clause 1 2(b) of the Scheme, DB UK shall pay to each holder of Scheme Shares (as appearing in the register of members of Arriva at the Scheme Record Time) cash consideration on the following basis
- | | |
|--|--------------------------|
| for each Scheme Share appearing
on the register of Arriva at the
Scheme Record Time | 775 pence in cash |
|--|--------------------------|

3. Share certificates and cancellations in CREST

- 3 1 With effect from the Scheme Effective Time, each existing certificate representing a holding of Scheme Shares shall cease to be valid in respect of such holding and each holder of Scheme Shares shall be bound at the request of Arriva to deliver up the same to Arriva or to any person appointed by Arriva to receive the same for cancellation or destroy such share certificate
- 3 2 With effect from the Scheme Effective Time, in respect of those holders of Scheme Shares held in uncertificated form, Euroclear shall be instructed to cancel such holders' entitlement to such Scheme Shares
- 3 3 With effect from the Scheme Effective Time, as regards all Scheme Shares, appropriate entries will be made in Arriva's register of members to reflect their cancellation with effect from the Scheme Effective Time

4. Settlement

- 4 1 Settlement of the consideration shall be effected as follows
- (a) in the case of Scheme Shares which at the Scheme Record Time are in uncertificated form in CREST, the cash consideration to which such person is entitled shall be credited to such person's CREST account as soon as practicable, in any event not later than 14 days after the Effective Date

As from the Scheme Record Time, each holding of Scheme Shares credited to any stock account in CREST shall be disabled and all Scheme Shares will be removed from CREST in due course thereafter, and

- (b) in the case of Scheme Shares which at the Scheme Record Time are in certificated form, the cash consideration shall be paid by way of a cheque. Cheques shall be despatched as soon as practicable, in any event not later than 14 days after the Effective Date

- 4 2 All deliveries of documents and cheques required to be made pursuant to the Scheme shall be effected by posting the same by first class post (or such other method as may be approved by the Panel) to the address appearing in the register of members of Arriva at the Scheme Record Time (or, in the case of joint holders, to the address of that one of the joint holders whose name appears first in the register of members of Arriva in respect of such joint holding) or in accordance with any applicable special instructions received by Computershare regarding communications prior to the Scheme Record Time
- 4 3 Neither DB UK nor Arriva shall be responsible for any loss or delay in the delivery of any documents or cheques posted in accordance with clause 4 1 or 4 2, which shall be posted at the risk of the persons entitled thereto
- 4 4 All cheques shall be made payable to the holder or, in the case of joint holders, to the first named of such holders of the Scheme Shares concerned and the encashment of any such cheque shall be a complete discharge of the obligations of DB UK to pay the money represented thereby
- 4 5 In respect of payments made through CREST, DB UK shall procure that a payment obligation is created in favour of the holder's payment bank. The creation of such a payment obligation shall be a complete discharge of DB UK's obligation to pay such money

5. Dividend and other mandates and instructions

All mandates relating to the payment of dividends on Scheme Shares and all instructions (or deemed instructions) given (or deemed given) in Arriva in relation to notices and other communications by Members which are in force at the Scheme Effective Time shall be revoked at the Scheme Effective Time

6. The Scheme Effective Time

- 6 1 The Scheme shall become effective as soon as office copies of the Scheme Court Order sanctioning the Scheme, the Reduction Court Order and the Statement of Capital shall have been delivered to the Registrar of Companies for registration
- 6 2 Unless the Scheme shall have become effective on or before the close of business on 22 December 2010 (London time), or such later date (if any) as Arriva and DB UK may, with the consent of the Panel, agree and the Court may approve, the Scheme shall never become effective

7. Modification

- 7.1 Arriva and DB UK may jointly consent on behalf of all persons concerned to any modification of or addition to the Scheme or to any condition which the Court may think fit to approve or impose
- 7.2 Nothing in the Scheme shall prevent the articles of association of Arriva from being altered from time to time in any manner permitted by law

Dated 18 May 2010

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CHANCERY DIVISION

MR JUSTICE WARREN

24 August 2010

- and -

**IN THE MATTER OF THE
COMPANIES ACT 2006**

ORDER

Herbert Smith LLP
Exchange House
Primrose Street
London EC2A 2HS
Tel 020 7374 8000
Fax 020 7374 0888

his Order was sealed by AR
 "and my associate (Tel 020 7947 7061)
 and order should be made now
 in the Court of Appeal
 under the 1961 Theft Act (Moore Building,
 London WC2A 2PL DX 44450 Strand) or

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

MR JUSTICE WARREN



IN THE MATTER OF ARRIVA PLC

- and -

IN THE MATTER OF THE COMPANIES ACT 2006

ORDER

UPON THE ADJOURNED APPLICATION by Part 8 Claim Form dated 7 May 2010 of the above named Arriva plc (the "**Company**") whose registered office is situated at 1 Admiral Way, Doxford International Business Park, Sunderland, SR3 3XP

AND UPON HEARING Counsel for the Company.

AND UPON READING the Claim Form and the evidence

THIS COURT HEREBY confirms, in accordance with the provisions of the above mentioned Act, the reduction of the capital in connection with the scheme of arrangement resolved on and effected by a special resolution passed at a general meeting of the Company held on 17 June 2010

AND THE COURT HEREBY APPROVES the statement of capital set out in the Schedule hereto

AND IT IS ORDERED THAT:

- (a) this Order be produced by the Company to the Registrar of Companies and that the Company deliver an office copy of the Order to him together with a copy of the said statement of capital,
- (b) the Registrar of Companies be directed pursuant to section 650(2)(a) of the above mentioned Act to register this Order notwithstanding that it has the effect of bringing the nominal value of the allotted share capital of the Company below the authorised minimum, and
- (c) notice of registration by the Registrar of Companies of this Order (so far as it confirms the reduction of capital of the Company) and of the said statement of capital be published by the Company once in The Times newspaper within 21 days after such registration

DATED 26 August 2010

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

MR JUSTICE WARREN

IN THE MATTER OF ARRIVA PLC

- and -

**IN THE MATTER OF THE COMPANIES
ACT 2006**

ORDER

Herbert Smith LLP
Exchange House
Primrose Street
London EC2A 2HS
Tel 020 7374 8000
Fax 020 7374 0888

This Order was sealed by *Alan Brown*
Chancery Associate (Tel 020 7947 2061) to whom all enquiries
regarding this Order should be made between the hours 9.00-10.15am
on business days. When corresponding with the Court please address
enquiries to the Court Manager
Chancery, 2nd Floor, Thomas Moore Building, Royal Courts of Justice
Strand, London WC2A 2LL (DX 44450 Strand) and quote the case number

SH19

Statement of capital



A fee is payable with this form.
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.

✗ **What this form is NOT for**
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number 0 0 3 4 7 1 0 3

Company name in full Arriva plc

→ **Filling in this form**
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution.

2 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling.
If all your issued capital is in sterling, only complete **Section 2** and then go to **Section 5**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£348,605.65	£0.00	100	£ 5.00
				£
		£0.00		£
		£0.00		£
Totals			100	£ 5.00

3 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

① Including both the nominal value and any share premium.

② Total number of issued shares in this class

③ Number of shares issued multiplied by nominal value of each share

Continuation pages
Please use a Statement of Capital continuation page if necessary

SH19

Statement of capital

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

① Including both the nominal value and any share premium
② Total number of issued shares in this class
③ Number of shares issued multiplied by nominal value of each share

Continuation pages
Please use a Statement of Capital continuation page if necessary

4		Statement of capital (Totals)
		Please give the total number of shares and total aggregate nominal value of issued share capital.
Total number of shares		100
Total aggregate ④ nominal value		£5.00

④ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately
For example £100 + €100 + \$10 etc

5		Statement of capital (Prescribed particulars of rights attached to shares)
		Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 2 and Section 3 .
Class of share	Ordinary	
Prescribed particulars ⑤	Please see continuation sheets	

⑤ **Prescribed particulars of rights attached to shares**
The particulars are
a. particulars of any voting rights, including rights that arise only in certain circumstances,
b. particulars of any rights, as respects dividends, to participate in a distribution,
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares


A separate table must be used for each class of share.
Please use a Statement of capital continuation page if necessary

Class of share		
Prescribed particulars ⑤		

SH19

Statement of capital

Class of share		1 Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

6	Signature	
	I am signing this form on behalf of the company.	
Signature	Signature X  X	2 Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership 3 Person authorised Under either section 270 or 274 of the Companies Act 2006
	This form may be signed by Director 2 , Secretary, Person authorised 3 , CIC manager	

SH19

Statement of capital



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Gail Watt

Company name Herbert Smith LLP

Address Exchange House

Primrose Street

Post town London

Country/Region

Postcode E C 2 A 2 H S

Country

DX

Telephone 020 7466 2978



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have completed the relevant sections of the statement of capital
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

SH19 - Continuation page

Statement of capital

5 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary	
Prescribed particulars 1	<p>Continuation sheet 1</p> <p>GENERAL: The below comprises a summary and the full provisions of the Company's articles of association prevail and reflect the definitive position.</p> <p>DEFINITIONS: Terms shall have the meanings as set out in the Company's articles of association.</p> <p>Voting rights:</p> <p>Subject to any rights or restrictions attached to any shares:</p> <p>(a) on a show of hands</p> <p>(i) every member who is present in person has one vote;</p> <p>(ii) every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote, except that if the proxy has been duly appointed by more than one member entitled to vote on the resolution and is instructed by one or more of those members to vote for the resolution and by one or more others to vote against it, or is instructed by one or more of those members to vote in one way and is given discretion as to how to vote by one or more others (and wishes to use that discretion to vote in the other way) he has one vote for and one vote against the resolution; and</p> <p>(iii) every corporate representative present who has been duly authorised by a corporation has the same voting rights as the corporation would be entitled to;</p> <p>(b) on a poll every member present in person or by duly appointed proxy or corporate representative has one vote for every share of which he is the holder or in respect of which his appointment as proxy or corporate representative has been made.</p> <p>A member, proxy or corporate representative entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way.</p> <p>(Please see continuation sheet 2)</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>

SH19 - Continuation page

Statement of capital

5 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances, b. particulars of any rights, as respects dividends, to participate in a distribution, c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>
Prescribed particulars 1	<p>Continuation sheet 2</p> <p>Dividends:</p> <p>Except as otherwise provided by the Company's articles of association or the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. If any share is issued on terms that it ranks for dividend as from a particular date, it shall rank for dividend accordingly. In any other case (and except as aforesaid), dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. For the purpose of Article 118, no account is to be taken of any amount which has been paid up on a share in advance of the due date for payment of that amount.</p> <p>Capital:</p> <p>The directors may with the authority of an ordinary resolution of the Company:</p> <p>(a) subject as provided in Article 125, resolve to capitalise any profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of any reserve or fund of the Company (including any share premium account, capital redemption reserve, merger reserve or revaluation reserve);</p> <p>(b) appropriate the sum resolved to be capitalised to the members in proportion to the nominal amounts of the shares (whether or not fully paid) held by them respectively which would (or in the case of treasury shares, which would if such shares were not held as treasury shares) entitle them to participate in a distribution of that sum if the shares were fully paid and the sum were then distributable and were distributed by way of dividend and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full shares or debentures of the Company of a nominal amount equal to that sum, and allot such shares or debentures credited as fully paid to those members or as they may direct, in those proportions, or partly in one way and partly in the other, but the share premium account, the capital redemption reserve, and</p> <p>(Please see continuation sheet 3)</p>	

SH19 - Continuation page

Statement of capital

5 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary	
Prescribed particulars ①	<p>Continuation sheet 3</p> <p>any profits which are not available for distribution may, for the purposes of this article, only be applied in paying up shares to be allotted to members credited as fully paid;</p> <p>(c) resolve that any shares so allotted to any member in respect of a holding by him of any partly paid shares shall so long as such shares remain partly paid rank for dividend only to the extent that the latter shares rank for dividend;</p> <p>(d) make such provision by the issue of fractional certificates or other fractional entitlements (or by ignoring fractions) or by payment in cash or otherwise as they think fit in the case of shares or debentures becoming distributable in fractions (including provision whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned);</p> <p>(e) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any further shares to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members; and</p> <p>(f) generally do all acts and things required to give effect to such resolution as aforesaid.</p> <p>If the Company is wound up, the liquidator may, with the sanction of a special resolution and any other sanction required by law, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he may with the like sanction determine, but no member shall be compelled to accept any assets upon which there is a liability.</p> <p>Redemption:</p> <p>The ordinary shares are not redeemable.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>