

SH01

Return of allotment of shares

DIGITA

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

☐ **What this form is NOT for**
You cannot use this form to
give notice of shares taken by special
resolution of the company
on formation of the company
for an allotment of a new class of
shares by an unlimited company

SATURDAY



A15VQEGX
A16 31/03/2012 #329
COMPANIES HOUSE

1 Company details

Company number 01894292

Company name in full TUSTIN DEVELOPMENTS LIMITED

→ **Filing in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Allotment dates

From Date d 2 d 3 m 0 m 2 y 2 y 0 y 1 y 2
To Date d d m m y y y y

① **Allotment date**
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes

3 Shares allotted

Please give details of the shares allotted, including bonus shares
(Please use a continuation page if necessary)

② **Currency**
If currency details are not
completed we will assume currency
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
UK J SHARES £1	GBP	1	1	1 00	0 00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Continuation page
Please use a continuation page if
necessary

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

SH01

Return of allotment of shares

Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4**Statement of capital (Share capital in pound sterling (£))**

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

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
NEW DEFERRED SHARES £1	1 00	0 00	6000	£ 6000 00
UK A SHARES £1	1 00	0 00	732	£ 732 00
UK B SHARES £1	1 00	0 00	4912	£ 4912 00
(FROM CONTINUATION SHEET)			12358	£ 12358 00
Totals			24002	£ 24002 00

5**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				

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				

6**Statement of capital (Totals)**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	24002
Total aggregate nominal value ④	24002 00

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

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share

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

③ Total number of issued shares in this class

SH01

Return of allotment of shares

7 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 4** and **Section 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

Continuation page

Please use a Statement of Capital continuation page if necessary

Class of share	UK ORDINARY SHARES £1
Prescribed particulars ①	SEE CONTINUATION SHEET
Class of share	US ORDINARY SHARES £1
Prescribed particulars ①	SEE CONTINUATION SHEET
Class of share	NEW DEFERRED SHARES £1
Prescribed particulars ①	SEE CONTINUATION SHEET

8 Signature

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by
Director ②, Secretary, Person authorised ①, Administrator, Administrative receiver,
Receiver, Receiver manager, CIC manager

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

Person authorised

Under either section 270 or 274 of the Companies Act 2006

SH01

Return of allotment of shares

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 **SIMON DAVIES**

Company name **BEEVER AND STRUTHERS**

Address **CENTRAL BUILDINGS, RICHMOND TERRACE**

Post town **BLACKBURN**

County/Region **LANCS**

Postcode

B	B	1		7	A	P
---	---	---	--	---	---	---

Country **ENGLAND**

DX

Telephone **01254 686600**

Checklist

We may return the 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 shown the date(s) of allotment in section 2
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate sections of the Statement of Capital
- ☐ You have signed the form

Important information

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

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

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

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

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK ORDINARY SHARES £1	
Prescribed particulars	<p>Voting</p> <p>The "UK" Ordinary Shares so long as any are in issue shall as a class have voting rights representing a percentage of the voting power in a general meeting of the Company calculated as 50 - V</p> <p>Where V is the percentage of voting power controlled by the holders of New Deferred Shares as a class at that time provided that V shall not exceed 50</p> <p>Such voting power to be controlled by the holders of the "UK" Ordinary Shares in the proportions of their respective holdings of issued "UK" Ordinary Shares</p> <p>Dividend</p> <p>The "UK" Ordinary Shares as a class shall be entitled to receive such aggregate amount of dividend attributable to that class as the Directors or Members shall from time to time agree to declare and may receive such a dividend whether or not a dividend is declared on any other class of shares and may receive no dividend if one is declared on other classes of shares but not the "UK" Ordinary Shares,</p> <p>Capital</p> <p>i) For the purposes of this sub-Article 3(c) the following terms shall have the meanings set out below</p> <p>B = the open market value of the "UK" Ordinary Shares as a class as at the date of adoption of this Article as determined in accordance with sub-Article 3(d) below</p> <p>C = the capital sum representing a return on capital by the Company, the surplus for distribution on dissolution of the Company or the aggregate value of a sale of the entire issued share capital of the Company</p> <p>D = the sum received by the holders of "UK" Ordinary Shares as a class by way of dividends between the date of adoption of this Article and the date of application of this Article</p> <p>E = (C + 2)</p> <p>F = (C + 2)</p> <p>G = (B - D) provided that G shall not be less than zero or greater than F</p> <p>H = (F - G) provided that F shall not be less than zero</p> <p>ii) Where there is a return on capital by the Company, a surplus for distribution on dissolution of the Company or a sale of the entire issued share capital of the Company the relative rights of the holders of classes of shares to receive such sum shall be</p> <p>(1) To "US" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by E,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK ORDINARY SHARES £1	
Prescribed particulars	<p>(2) To "UK" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by G,</p> <p>(3) To New Deferred Shares as a class irrespective of the number of such shares in issue the sum represented by H,</p> <p>(4) Ordinary Shares shall not participate in any such division irrespective of the number of such shares in issue,</p> <p>(5) For the purposes of this Article 3(c) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, UK "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares</p> <p>ii) Where this sub-Article (c) applies as a result of a sale of the issued share capital of the Company this sub-Article shall apply to govern the division of the proceeds of sale between the members who were the vendors in that transaction and not the new shareholders created by the sale</p> <p>iv) Where a sum of money to be divided between members cannot be so divided pending resolution of a valuation under sub-Article 3(d) or pending resolution of any other issue all members shall (so far as each is able) ensure that any such sum is deposited in a designated deposit account expressed to be the property of the members and not withdrawn from any such account until the sums payable to each member are agreed or otherwise resolved</p> <p>v) Where on a sale of the entire issued share capital of the Company the consideration is payable wholly or in part in shares or other non-cash consideration the provisions of this Article shall apply to such non-cash consideration as to cash unless all of the members agree otherwise in writing</p> <p>d) Where this sub-Article applies the open market value of the "UK" Ordinary Shares as a class, for the purpose of this Article ("OMV") shall be</p> <p>i) the OMV as agreed or adjudicated by the competent taxation authority or the appellate body whose jurisdiction applies to the relevant taxation authority for any UK taxation purpose at any time prior to the first application of this sub-Article 3(d) to calculate a value for E, G or H (as defined in sub-Article 3(c)(i)) ("Effective Date") or within 28 days of the Effective Date where in the case of an adjudication the outcome is not open to appeal or is open to appeal but is not made the subject of an appeal within any applicable time limit,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	US ORDINARY SHARES £1	
Prescribed particulars	<p>Voting The "US" Ordinary Shares so long as any are in issue shall as a class have voting rights representing one-half of the voting power in a general meeting of the Company, such voting power to be controlled by the holders of the "US" Ordinary Shares in the proportions of their respective holdings of issued "US" Ordinary Shares</p> <p>Dividend The "US" Ordinary Shares as a class shall be entitled to receive such aggregate amount of dividend attributable to that class as the Directors or Members shall from time to time agree to declare and may receive such a dividend whether or not a dividend is declared on any other class of shares and may receive no dividend if one is declared on other classes of shares but not the "US" Ordinary Shares,</p> <p>Capital i) For the purposes of this sub-Article 3(c) the following terms shall have the meanings set out below B = the open market value of the "UK" Ordinary Shares as a class as at the date of adoption of this Article as determined in accordance with sub-Article 3(d) below C = the capital sum representing a return on capital by the Company, the surplus for distribution on dissolution of the Company or the aggregate value of a sale of the entire issued share capital of the Company D = the sum received by the holders of "UK" Ordinary Shares as a class by way of dividends between the date of adoption of this Article and the date of application of this Article E = (C ÷ 2) F = (C ÷ 2) G = (B - D) provided that G shall not be less than zero or greater than F H = (F - G) provided that F shall not be less than zero ii) Where there is a return on capital by the Company, a surplus for distribution on dissolution of the Company or a sale of the entire issued share capital of the Company the relative rights of the holders of classes of shares to receive such sum shall be (1) To "US" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by E, (2) To "UK" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by G, (3) To New Deferred Shares as a class irrespective of the number of such shares in issue the sum represented by H,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	US ORDINARY SHARES £1	
Prescribed particulars	<p>(4) Ordinary Shares shall not participate in any such division irrespective of the number of such shares in issue,</p> <p>(5) For the purposes of this Article 3(c) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, UK "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares</p> <p>iii) Where this sub-Article (c) applies as a result of a sale of the issued share capital of the Company this sub-Article shall apply to govern the division of the proceeds of sale between the members who were the vendors in that transaction and not the new shareholders created by the sale</p> <p>iv) Where a sum of money to be divided between members cannot be so divided pending resolution of a valuation under sub-Article 3(d) or pending resolution of any other issue all members shall (so far as each is able) ensure that any such sum is deposited in a designated deposit account expressed to be the property of the members and not withdrawn from any such account until the sums payable to each member are agreed or otherwise resolved</p> <p>v) Where on a sale of the entire issued share capital of the Company the consideration is payable wholly or in part in shares or other non-cash consideration the provisions of this Article shall apply to such non-cash consideration as to cash unless all of the members agree otherwise in writing</p> <p>d) Where this sub-Article applies the open market value of the "UK" Ordinary Shares as a class, for the purpose of this Article ("OMV") shall be</p> <p>i) the OMV as agreed or adjudicated by the competent taxation authority or the appellate body whose jurisdiction applies to the relevant taxation authority for any UK taxation purpose at any time prior to the first application of this sub-Article 3(d) to calculate a value for E, G or H (as defined in sub-Article 3(c)(i)) ("Effective Date") or within 28 days of the Effective Date where in the case of an adjudication the outcome is not open to appeal or is open to appeal but is not made the subject of an appeal within any applicable time limit,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	NEW DEFERRED SHARES £1	
Prescribed particulars	<p>Voting The holders of the New Deferred Shares so long as any are in issue shall as a class have voting rights representing a percentage of the voting power in a general meeting of the Company calculated as $(D / 10,600,000) \times 50$ Where D is the sum received by the holders of "UK" Ordinary Shares as a class by way of dividends between the date of adoption of this Article and the date of calculation of voting rights provided that D shall not exceed 10,600,000</p> <p>Such voting power to be controlled by the holders of the New Deferred Shares in the proportions of their respective holdings of issued New Deferred Shares</p> <p>Dividend The New Deferred Shares as a class shall be entitled to receive such aggregate amount of dividend attributable to that class as the Directors or Members shall from time to time agree to declare and may receive such a dividend whether or not a dividend is declared on any other class of shares and may receive no dividend if one is declared on other classes of shares but not the New Deferred Shares,</p> <p>Capital i) For the purposes of this sub-Article 3(c) the following terms shall have the meanings set out below B = the open market value of the "UK" Ordinary Shares as a class as at the date of adoption of this Article as determined in accordance with sub-Article 3(d) below C = the capital sum representing a return on capital by the Company, the surplus for distribution on dissolution of the Company or the aggregate value of a sale of the entire issued share capital of the Company D = the sum received by the holders of "UK" Ordinary Shares as a class by way of dividends between the date of adoption of this Article and the date of application of this Article $E = (C + 2)$ $F = (C + 2)$ $G = (B - D)$ provided that G shall not be less than zero or greater than F $H = (F - G)$ provided that F shall not be less than zero ii) Where there is a return on capital by the Company, a surplus for distribution on dissolution of the Company or a sale of the entire issued share capital of the Company the relative rights of the holders of classes of shares to receive such sum shall be</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	NEW DEFERRED SHARES £1	
Prescribed particulars	<p>(1) To "US" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by E,</p> <p>(2) To "UK" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by G,</p> <p>(3) To New Deferred Shares as a class irrespective of the number of such shares in issue the sum represented by H,</p> <p>(4) Ordinary Shares shall not participate in any such division irrespective of the number of such shares in issue,</p> <p>(5) For the purposes of this Article 3(c) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, UK "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares</p> <p>iii) Where this sub-Article (c) applies as a result of a sale of the issued share capital of the Company this sub-Article shall apply to govern the division of the proceeds of sale between the members who were the vendors in that transaction and not the new shareholders created by the sale</p> <p>iv) Where a sum of money to be divided between members cannot be so divided pending resolution of a valuation under sub-Article 3(d) or pending resolution of any other issue all members shall (so far as each is able) ensure that any such sum is deposited in a designated deposit account expressed to be the property of the members and not withdrawn from any such account until the sums payable to each member are agreed or otherwise resolved</p> <p>v) Where on a sale of the entire issued share capital of the Company the consideration is payable wholly or in part in shares or other non-cash consideration the provisions of this Article shall apply to such non-cash consideration as to cash unless all of the members agree otherwise in writing</p> <p>d) Where this sub-Article applies the open market value of the "UK" Ordinary Shares as a class, for the purpose of this Article ("OMV") shall be</p> <p>i) the OMV as agreed or adjudicated by the competent taxation authority or the appellate body whose jurisdiction applies to the relevant taxation authority for any UK taxation purpose at any time prior to the first application of this sub-Article 3(d) to calculate a value for E, G or H (as defined in sub-Article 3(c)(i)) ("Effective Date") or within 28 days of the Effective Date where in the case of an adjudication the outcome is not open to appeal or is open to appeal but is not made the subject of an appeal within any applicable time limit,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK A SHARES £1	
Prescribed particulars	<p>Voting For the purposes of this Article 3(a) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares,</p> <p>Dividend The UK "A" Shares as a class shall be entitled to receive such aggregate amount of dividend attributable to that class as the Members shall from time to time agree to declare and may receive such a dividend whether or not a dividend is declared on any other class of shares and may receive no dividend if one is declared on other classes of shares but not the UK "A" Shares PROVIDED THAT any dividend declared on UK "A" Shares shall be deemed for the purposes of Article 3(a)(i) and Articles 3(c)(i) to be a dividend on "UK" Ordinary Shares,</p> <p>Capital i) For the purposes of this sub-Article 3(c) the following terms shall have the meanings set out below B = the open market value of the "UK" Ordinary Shares as a class as at the date of adoption of this Article as determined in accordance with sub-Article 3(d) below C = the capital sum representing a return on capital by the Company, the surplus for distribution on dissolution of the Company or the aggregate value of a sale of the entire issued share capital of the Company D = the sum received by the holders of "UK" Ordinary Shares as a class by way of dividends between the date of adoption of this Article and the date of application of this Article E = (C ÷ 2) F = (C ÷ 2) G = (B - D) provided that G shall not be less than zero or greater than F H = (F - G) provided that F shall not be less than zero ii) Where there is a return on capital by the Company, a surplus for distribution on dissolution of the Company or a sale of the entire issued share capital of the Company the relative rights of the holders of classes of shares to receive such sum shall be (1) To "US" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by E, (2) To "UK" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by G, (3) To New Deferred Shares as a class irrespective of the number of such shares in issue the sum represented by H,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK A SHARES £1	
Prescribed particulars	<p>(4) Ordinary Shares shall not participate in any such division irrespective of the number of such shares in issue,</p> <p>(5) For the purposes of this Article 3(c) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, UK "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares</p> <p>iii) Where this sub-Article (c) applies as a result of a sale of the issued share capital of the Company this sub-Article shall apply to govern the division of the proceeds of sale between the members who were the vendors in that transaction and not the new shareholders created by the sale</p> <p>iv) Where a sum of money to be divided between members cannot be so divided pending resolution of a valuation under sub-Article 3(d) or pending resolution of any other issue all members shall (so far as each is able) ensure that any such sum is deposited in a designated deposit account expressed to be the property of the members and not withdrawn from any such account until the sums payable to each member are agreed or otherwise resolved</p> <p>v) Where on a sale of the entire issued share capital of the Company the consideration is payable wholly or in part in shares or other non-cash consideration the provisions of this Article shall apply to such non-cash consideration as to cash unless all of the members agree otherwise in writing</p> <p>d) Where this sub-Article applies the open market value of the "UK" Ordinary Shares as a class, for the purpose of this Article ("OMV") shall be</p> <p>i) the OMV as agreed or adjudicated by the competent taxation authority or the appellate body whose jurisdiction applies to the relevant taxation authority for any UK taxation purpose at any time prior to the first application of this sub-Article 3(d) to calculate a value for E, G or H (as defined in sub-Article 3(c)(i)) ("Effective Date") or within 28 days of the Effective Date where in the case of an adjudication the outcome is not open to appeal or is open to appeal but is not made the subject of an appeal within any applicable time limit,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK B SHARES £1	
Prescribed particulars	<p>Voting For the purposes of this Article 3(a) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares,</p> <p>Dividend The UK "B" Shares as a class shall be entitled to receive such aggregate amount of dividend attributable to that class as the Members shall from time to time agree to declare and may receive such a dividend whether or not a dividend is declared on any other class of shares and may receive no dividend if one is declared on other classes of shares but not the UK "B" Shares PROVIDED THAT any dividend declared on UK "B" Shares shall be deemed for the purposes of Article 3(a)(i) and Articles 3(c)(i) to be a dividend on "UK" Ordinary Shares,</p> <p>Capital i) For the purposes of this sub-Article 3(c) the following terms shall have the meanings set out below B = the open market value of the "UK" Ordinary Shares as a class as at the date of adoption of this Article as determined in accordance with sub-Article 3(d) below C = the capital sum representing a return on capital by the Company, the surplus for distribution on dissolution of the Company or the aggregate value of a sale of the entire issued share capital of the Company D = the sum received by the holders of "UK" Ordinary Shares as a class by way of dividends between the date of adoption of this Article and the date of application of this Article E = (C + 2) F = (C + 2) G = (B - D) provided that G shall not be less than zero or greater than F H = (F - G) provided that F shall not be less than zero ii) Where there is a return on capital by the Company, a surplus for distribution on dissolution of the Company or a sale of the entire issued share capital of the Company the relative rights of the holders of classes of shares to receive such sum shall be (1) To "US" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by E, (2) To "UK" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by G, (3) To New Deferred Shares as a class irrespective of the number of such shares in issue the sum represented by H,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK B SHARES £1	
Prescribed particulars	<p>(4) Ordinary Shares shall not participate in any such division irrespective of the number of such shares in issue,</p> <p>(5) For the purposes of this Article 3(c) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, UK "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares</p> <p>iii) Where this sub-Article (c) applies as a result of a sale of the issued share capital of the Company this sub-Article shall apply to govern the division of the proceeds of sale between the members who were the vendors in that transaction and not the new shareholders created by the sale</p> <p>iv) Where a sum of money to be divided between members cannot be so divided pending resolution of a valuation under sub-Article 3(d) or pending resolution of any other issue all members shall (so far as each is able) ensure that any such sum is deposited in a designated deposit account expressed to be the property of the members and not withdrawn from any such account until the sums payable to each member are agreed or otherwise resolved</p> <p>v) Where on a sale of the entire issued share capital of the Company the consideration is payable wholly or in part in shares or other non-cash consideration the provisions of this Article shall apply to such non-cash consideration as to cash unless all of the members agree otherwise in writing</p> <p>d) Where this sub-Article applies the open market value of the "UK" Ordinary Shares as a class, for the purpose of this Article ("OMV") shall be</p> <p>i) the OMV as agreed or adjudicated by the competent taxation authority or the appellate body whose jurisdiction applies to the relevant taxation authority for any UK taxation purpose at any time prior to the first application of this sub-Article 3(d) to calculate a value for E, G or H (as defined in sub-Article 3(c)(i)) ("Effective Date") or within 28 days of the Effective Date where in the case of an adjudication the outcome is not open to appeal or is open to appeal but is not made the subject of an appeal within any applicable time limit,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK C SHARES £1	
Prescribed particulars	<p>Voting For the purposes of this Article 3(a) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares,</p> <p>Dividend The UK "C" Shares as a class shall be entitled to receive such aggregate amount of dividend attributable to that class as the Members shall from time to time agree to declare and may receive such a dividend whether or not a dividend is declared on any other class of shares and may receive no dividend if one is declared on other classes of shares but not the UK "C" Shares PROVIDED THAT any dividend declared on UK "C" Shares shall be deemed for the purposes of Article 3(a)(i) and Articles 3(c)(i) to be a dividend on "UK" Ordinary Shares,</p> <p>Capital i) For the purposes of this sub-Article 3(c) the following terms shall have the meanings set out below B = the open market value of the "UK" Ordinary Shares as a class as at the date of adoption of this Article as determined in accordance with sub-Article 3(d) below C = the capital sum representing a return on capital by the Company, the surplus for distribution on dissolution of the Company or the aggregate value of a sale of the entire issued share capital of the Company D = the sum received by the holders of "UK" Ordinary Shares as a class by way of dividends between the date of adoption of this Article and the date of application of this Article E = (C + 2) F = (C + 2) G = (B - D) provided that G shall not be less than zero or greater than F H = (F - G) provided that F shall not be less than zero ii) Where there is a return on capital by the Company, a surplus for distribution on dissolution of the Company or a sale of the entire issued share capital of the Company the relative rights of the holders of classes of shares to receive such sum shall be (1) To "US" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by E, (2) To "UK" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by G, (3) To New Deferred Shares as a class irrespective of the number of such shares in issue the sum represented by H,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK C SHARES £1	
Prescribed particulars	<p>(4) Ordinary Shares shall not participate in any such division irrespective of the number of such shares in issue,</p> <p>(5) For the purposes of this Article 3(c) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, UK "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares</p> <p>iii) Where this sub-Article (c) applies as a result of a sale of the issued share capital of the Company this sub-Article shall apply to govern the division of the proceeds of sale between the members who were the vendors in that transaction and not the new shareholders created by the sale</p> <p>iv) Where a sum of money to be divided between members cannot be so divided pending resolution of a valuation under sub-Article 3(d) or pending resolution of any other issue all members shall (so far as each is able) ensure that any such sum is deposited in a designated deposit account expressed to be the property of the members and not withdrawn from any such account until the sums payable to each member are agreed or otherwise resolved</p> <p>v) Where on a sale of the entire issued share capital of the Company the consideration is payable wholly or in part in shares or other non-cash consideration the provisions of this Article shall apply to such non-cash consideration as to cash unless all of the members agree otherwise in writing</p> <p>d) Where this sub-Article applies the open market value of the "UK" Ordinary Shares as a class, for the purpose of this Article ("OMV") shall be</p> <p>i) the OMV as agreed or adjudicated by the competent taxation authority or the appellate body whose jurisdiction applies to the relevant taxation authority for any UK taxation purpose at any time prior to the first application of this sub-Article 3(d) to calculate a value for E, G or H (as defined in sub-Article 3(c)(i)) ("Effective Date") or within 28 days of the Effective Date where in the case of an adjudication the outcome is not open to appeal or is open to appeal but is not made the subject of an appeal within any applicable time limit,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK D SHARES £1	
Prescribed particulars	<p>Voting For the purposes of this Article 3(a) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares,</p> <p>Dividend The UK "D" Shares as a class shall be entitled to receive such aggregate amount of dividend attributable to that class as the Members shall from time to time agree to declare and may receive such a dividend whether or not a dividend is declared on any other class of shares and may receive no dividend if one is declared on other classes of shares but not the UK "D" Shares PROVIDED THAT any dividend declared on UK "D" Shares shall be deemed for the purposes of Article 3(a)(i) and Articles 3(c)(i) to be a dividend on "UK" Ordinary Shares,</p> <p>Capital i) For the purposes of this sub-Article 3(c) the following terms shall have the meanings set out below B = the open market value of the "UK" Ordinary Shares as a class as at the date of adoption of this Article as determined in accordance with sub-Article 3(d) below C = the capital sum representing a return on capital by the Company, the surplus for distribution on dissolution of the Company or the aggregate value of a sale of the entire issued share capital of the Company D = the sum received by the holders of "UK" Ordinary Shares as a class by way of dividends between the date of adoption of this Article and the date of application of this Article $E = (C + 2)$ $F = (C + 2)$ $G = (B - D)$ provided that G shall not be less than zero or greater than F $H = (F - G)$ provided that F shall not be less than zero ii) Where there is a return on capital by the Company, a surplus for distribution on dissolution of the Company or a sale of the entire issued share capital of the Company the relative rights of the holders of classes of shares to receive such sum shall be (1) To "US" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by E, (2) To "UK" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by G, (3) To New Deferred Shares as a class irrespective of the number of such shares in issue the sum represented by H,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK D SHARES £1	
Prescribed particulars	<p>(4) Ordinary Shares shall not participate in any such division irrespective of the number of such shares in issue,</p> <p>(5) For the purposes of this Article 3(c) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, UK "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares</p> <p>iii) Where this sub-Article (c) applies as a result of a sale of the issued share capital of the Company this sub-Article shall apply to govern the division of the proceeds of sale between the members who were the vendors in that transaction and not the new shareholders created by the sale</p> <p>iv) Where a sum of money to be divided between members cannot be so divided pending resolution of a valuation under sub-Article 3(d) or pending resolution of any other issue all members shall (so far as each is able) ensure that any such sum is deposited in a designated deposit account expressed to be the property of the members and not withdrawn from any such account until the sums payable to each member are agreed or otherwise resolved</p> <p>v) Where on a sale of the entire issued share capital of the Company the consideration is payable wholly or in part in shares or other non-cash consideration the provisions of this Article shall apply to such non-cash consideration as to cash unless all of the members agree otherwise in writing</p> <p>d) Where this sub-Article applies the open market value of the "UK" Ordinary Shares as a class, for the purpose of this Article ("OMV") shall be</p> <p>i) the OMV as agreed or adjudicated by the competent taxation authority or the appellate body whose jurisdiction applies to the relevant taxation authority for any UK taxation purpose at any time prior to the first application of this sub-Article 3(d) to calculate a value for E, G or H (as defined in sub-Article 3(c)(i)) ("Effective Date") or within 28 days of the Effective Date where in the case of an adjudication the outcome is not open to appeal or is open to appeal but is not made the subject of an appeal within any applicable time limit,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK E SHARES £1	
Prescribed particulars	<p>Voting For the purposes of this Article 3(a) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares,</p> <p>Dividend The UK "E" Shares as a class shall be entitled to receive such aggregate amount of dividend attributable to that class as the Members shall from time to time agree to declare and may receive such a dividend whether or not a dividend is declared on any other class of shares and may receive no dividend if one is declared on other classes of shares but not the UK "E" Shares PROVIDED THAT any dividend declared on UK "E" Shares shall be deemed for the purposes of Article 3(a)(i) and Articles 3(c)(i) to be a dividend on "UK" Ordinary Shares,</p> <p>Capital i) For the purposes of this sub-Article 3(c) the following terms shall have the meanings set out below B = the open market value of the "UK" Ordinary Shares as a class as at the date of adoption of this Article as determined in accordance with sub-Article 3(d) below C = the capital sum representing a return on capital by the Company, the surplus for distribution on dissolution of the Company or the aggregate value of a sale of the entire issued share capital of the Company D = the sum received by the holders of "UK" Ordinary Shares as a class by way of dividends between the date of adoption of this Article and the date of application of this Article E = (C + 2) F = (C - 2) G = (B - D) provided that G shall not be less than zero or greater than F H = (F - G) provided that F shall not be less than zero ii) Where there is a return on capital by the Company, a surplus for distribution on dissolution of the Company or a sale of the entire issued share capital of the Company the relative rights of the holders of classes of shares to receive such sum shall be (1) To "US" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by E, (2) To "UK" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by G, (3) To New Deferred Shares as a class irrespective of the number of such shares in issue the sum represented by H,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK E SHARES £1	
Prescribed particulars	<p>(4) Ordinary Shares shall not participate in any such division irrespective of the number of such shares in issue,</p> <p>(5) For the purposes of this Article 3(c) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, UK "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares</p> <p>iii) Where this sub-Article (c) applies as a result of a sale of the issued share capital of the Company this sub-Article shall apply to govern the division of the proceeds of sale between the members who were the vendors in that transaction and not the new shareholders created by the sale</p> <p>iv) Where a sum of money to be divided between members cannot be so divided pending resolution of a valuation under sub-Article 3(d) or pending resolution of any other issue all members shall (so far as each is able) ensure that any such sum is deposited in a designated deposit account expressed to be the property of the members and not withdrawn from any such account until the sums payable to each member are agreed or otherwise resolved</p> <p>v) Where on a sale of the entire issued share capital of the Company the consideration is payable wholly or in part in shares or other non-cash consideration the provisions of this Article shall apply to such non-cash consideration as to cash unless all of the members agree otherwise in writing</p> <p>d) Where this sub-Article applies the open market value of the "UK" Ordinary Shares as a class, for the purpose of this Article ("OMV") shall be</p> <p>i) the OMV as agreed or adjudicated by the competent taxation authority or the appellate body whose jurisdiction applies to the relevant taxation authority for any UK taxation purpose at any time prior to the first application of this sub-Article 3(d) to calculate a value for E, G or H (as defined in sub-Article 3(c)(i)) ("Effective Date") or within 28 days of the Effective Date where in the case of an adjudication the outcome is not open to appeal or is open to appeal but is not made the subject of an appeal within any applicable time limit,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK F SHARES £1	
Prescribed particulars	<p>Voting For the purposes of this Article 3(a) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares,</p> <p>Dividend The UK "F" Shares as a class shall be entitled to receive such aggregate amount of dividend attributable to that class as the Members shall from time to time agree to declare and may receive such a dividend whether or not a dividend is declared on any other class of shares and may receive no dividend if one is declared on other classes of shares but not the UK "F" Shares PROVIDED THAT any dividend declared on UK "F" Shares shall be deemed for the purposes of Article 3(a)(i) and Articles 3(c)(i) to be a dividend on "UK" Ordinary Shares,</p> <p>Capital i) For the purposes of this sub-Article 3(c) the following terms shall have the meanings set out below B = the open market value of the "UK" Ordinary Shares as a class as at the date of adoption of this Article as determined in accordance with sub-Article 3(d) below C = the capital sum representing a return on capital by the Company, the surplus for distribution on dissolution of the Company or the aggregate value of a sale of the entire issued share capital of the Company D = the sum received by the holders of "UK" Ordinary Shares as a class by way of dividends between the date of adoption of this Article and the date of application of this Article $E = (C + 2)$ $F = (C + 2)$ $G = (B - D)$ provided that G shall not be less than zero or greater than F $H = (F - G)$ provided that F shall not be less than zero ii) Where there is a return on capital by the Company, a surplus for distribution on dissolution of the Company or a sale of the entire issued share capital of the Company the relative rights of the holders of classes of shares to receive such sum shall be (1) To "US" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by E, (2) To "UK" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by G, (3) To New Deferred Shares as a class irrespective of the number of such shares in issue the sum represented by H,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK F SHARES £1	
Prescribed particulars	<p>(4) Ordinary Shares shall not participate in any such division irrespective of the number of such shares in issue,</p> <p>(5) For the purposes of this Article 3(c) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, UK "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares</p> <p>iii) Where this sub-Article (c) applies as a result of a sale of the issued share capital of the Company this sub-Article shall apply to govern the division of the proceeds of sale between the members who were the vendors in that transaction and not the new shareholders created by the sale</p> <p>iv) Where a sum of money to be divided between members cannot be so divided pending resolution of a valuation under sub-Article 3(d) or pending resolution of any other issue all members shall (so far as each is able) ensure that any such sum is deposited in a designated deposit account expressed to be the property of the members and not withdrawn from any such account until the sums payable to each member are agreed or otherwise resolved</p> <p>v) Where on a sale of the entire issued share capital of the Company the consideration is payable wholly or in part in shares or other non-cash consideration the provisions of this Article shall apply to such non-cash consideration as to cash unless all of the members agree otherwise in writing</p> <p>d) Where this sub-Article applies the open market value of the "UK" Ordinary Shares as a class, for the purpose of this Article ("OMV") shall be</p> <p>i) the OMV as agreed or adjudicated by the competent taxation authority or the appellate body whose jurisdiction applies to the relevant taxation authority for any UK taxation purpose at any time prior to the first application of this sub-Article 3(d) to calculate a value for E, G or H (as defined in sub-Article 3(c)(i)) ("Effective Date") or within 28 days of the Effective Date where in the case of an adjudication the outcome is not open to appeal or is open to appeal but is not made the subject of an appeal within any applicable time limit,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK G SHARES £1	
Prescribed particulars	<p>Voting For the purposes of this Article 3(a) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares,</p> <p>Dividend The UK "G" Shares as a class shall be entitled to receive such aggregate amount of dividend attributable to that class as the Members shall from time to time agree to declare and may receive such a dividend whether or not a dividend is declared on any other class of shares and may receive no dividend if one is declared on other classes of shares but not the UK "G" Shares PROVIDED THAT any dividend declared on UK "G" Shares shall be deemed for the purposes of Article 3(a)(i) and Articles 3(c)(i) to be a dividend on "UK" Ordinary Shares</p> <p>Capital i) For the purposes of this sub-Article 3(c) the following terms shall have the meanings set out below B = the open market value of the "UK" Ordinary Shares as a class as at the date of adoption of this Article as determined in accordance with sub-Article 3(d) below C = the capital sum representing a return on capital by the Company, the surplus for distribution on dissolution of the Company or the aggregate value of a sale of the entire issued share capital of the Company D = the sum received by the holders of "UK" Ordinary Shares as a class by way of dividends between the date of adoption of this Article and the date of application of this Article E = (C + 2) F = (C + 2) G = (B - D) provided that G shall not be less than zero or greater than F H = (F - G) provided that F shall not be less than zero ii) Where there is a return on capital by the Company, a surplus for distribution on dissolution of the Company or a sale of the entire issued share capital of the Company the relative rights of the holders of classes of shares to receive such sum shall be (1) To "US" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by E, (2) To "UK" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by G, (3) To New Deferred Shares as a class irrespective of the number of such shares in issue the sum represented by H,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK G SHARES £1	
Prescribed particulars	<p>(4) Ordinary Shares shall not participate in any such division irrespective of the number of such shares in issue,</p> <p>(5) For the purposes of this Article 3(c) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, UK "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares</p> <p>iii) Where this sub-Article (c) applies as a result of a sale of the issued share capital of the Company this sub-Article shall apply to govern the division of the proceeds of sale between the members who were the vendors in that transaction and not the new shareholders created by the sale</p> <p>iv) Where a sum of money to be divided between members cannot be so divided pending resolution of a valuation under sub-Article 3(d) or pending resolution of any other issue all members shall (so far as each is able) ensure that any such sum is deposited in a designated deposit account expressed to be the property of the members and not withdrawn from any such account until the sums payable to each member are agreed or otherwise resolved</p> <p>v) Where on a sale of the entire issued share capital of the Company the consideration is payable wholly or in part in shares or other non-cash consideration the provisions of this Article shall apply to such non-cash consideration as to cash unless all of the members agree otherwise in writing</p> <p>d) Where this sub-Article applies the open market value of the "UK" Ordinary Shares as a class, for the purpose of this Article ("OMV") shall be</p> <p>i) the OMV as agreed or adjudicated by the competent taxation authority or the appellate body whose jurisdiction applies to the relevant taxation authority for any UK taxation purpose at any time prior to the first application of this sub-Article 3(d) to calculate a value for E, G or H (as defined in sub-Article 3(c)(i)) ("Effective Date") or within 28 days of the Effective Date where in the case of an adjudication the outcome is not open to appeal or is open to appeal but is not made the subject of an appeal within any applicable time limit,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK H SHARES £1	
Prescribed particulars	<p>Voting For the purposes of this Article 3(a) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares,</p> <p>Dividend The UK "H" Shares as a class shall be entitled to receive such aggregate amount of dividend attributable to that class as the Members shall from time to time agree to declare and may receive such a dividend whether or not a dividend is declared on any other class of shares and may receive no dividend if one is declared on other classes of shares but not the UK "H" Shares PROVIDED THAT any dividend declared on UK "H" Shares shall be deemed for the purposes of Article 3(a)(i) and Articles 3(c)(i) to be a dividend on "UK" Ordinary Shares</p> <p>Capital i) For the purposes of this sub-Article 3(c) the following terms shall have the meanings set out below B = the open market value of the "UK" Ordinary Shares as a class as at the date of adoption of this Article as determined in accordance with sub-Article 3(d) below C = the capital sum representing a return on capital by the Company, the surplus for distribution on dissolution of the Company or the aggregate value of a sale of the entire issued share capital of the Company D = the sum received by the holders of "UK" Ordinary Shares as a class by way of dividends between the date of adoption of this Article and the date of application of this Article E = (C ÷ 2) F = (C ÷ 2) G = (B - D) provided that G shall not be less than zero or greater than F H = (F - G) provided that F shall not be less than zero ii) Where there is a return on capital by the Company, a surplus for distribution on dissolution of the Company or a sale of the entire issued share capital of the Company the relative rights of the holders of classes of shares to receive such sum shall be (1) To "US" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by E, (2) To "UK" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by G, (3) To New Deferred Shares as a class irrespective of the number of such shares in issue the sum represented by H,</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK H SHARES £1	
Prescribed particulars	<p>(4) Ordinary Shares shall not participate in any such division irrespective of the number of such shares in issue,</p> <p>(5) For the purposes of this Article 3(c) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, UK "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares</p> <p>iii) Where this sub-Article (c) applies as a result of a sale of the issued share capital of the Company this sub-Article shall apply to govern the division of the proceeds of sale between the members who were the vendors in that transaction and not the new shareholders created by the sale</p> <p>iv) Where a sum of money to be divided between members cannot be so divided pending resolution of a valuation under sub-Article 3(d) or pending resolution of any other issue all members shall (so far as each is able) ensure that any such sum is deposited in a designated deposit account expressed to be the property of the members and not withdrawn from any such account until the sums payable to each member are agreed or otherwise resolved</p> <p>v) Where on a sale of the entire issued share capital of the Company the consideration is payable wholly or in part in shares or other non-cash consideration the provisions of this Article shall apply to such non-cash consideration as to cash unless all of the members agree otherwise in writing</p> <p>d) Where this sub-Article applies the open market value of the "UK" Ordinary Shares as a class, for the purpose of this Article ("OMV") shall be</p> <p>i) the OMV as agreed or adjudicated by the competent taxation authority or the appellate body whose jurisdiction applies to the relevant taxation authority for any UK taxation purpose at any time prior to the first application of this sub-Article 3(d) to calculate a value for E, G or H (as defined in sub-Article 3(c)(i)) ("Effective Date") or within 28 days of the Effective Date where in the case of an adjudication the outcome is not open to appeal or is open to appeal but is not made the subject of an appeal within any applicable time limit,</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	UK J SHARES £1
Prescribed particulars	<p>Voting</p> <p>For the purposes of this Article 3(a) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, UK "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares,</p> <p>Dividend</p> <p>The UK "J" Shares as a class shall be entitled to receive such aggregate amount of dividend attributable to that class as the Members shall from time to time agree to declare and may receive such a dividend whether or not a dividend is declared on any other class of shares and may receive no dividend if one is declared on other classes of shares but not the UK "J" Shares PROVIDED THAT any dividend declared on UK "J" Shares shall be deemed for the purposes of Article 3(a)(i) and Articles 3(c)(i) to be a dividend on "UK" Ordinary Shares</p> <p>Capital</p> <p>i) For the purposes of this sub-Article 3(c) the following terms shall have the meanings set out below</p> <p>B = the open market value of the "UK" Ordinary Shares as a class as at the date of adoption of this Article as determined in accordance with sub-Article 3(d) below</p> <p>C = the capital sum representing a return on capital by the Company, the surplus for distribution on dissolution of the Company or the aggregate value of a sale of the entire issued share capital of the Company</p> <p>D = the sum received by the holders of "UK" Ordinary Shares as a class by way of dividends between the date of adoption of this Article and the date of application of this Article</p> <p>$E = (C + 2)$</p> <p>$F = (C + 2)$</p> <p>$G = (B - D)$ provided that G shall not be less than zero or greater than F</p> <p>$H = (F - G)$ provided that F shall not be less than zero</p> <p>ii) Where there is a return on capital by the Company, a surplus for distribution on dissolution of the Company or a sale of the entire issued share capital of the Company the relative rights of the holders of classes of shares to receive such sum shall be</p> <p>(1) To "US" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by E,</p> <p>(2) To "UK" Ordinary Shares as a class irrespective of the number of such shares in issue the sum represented by G,</p> <p>(3) To New Deferred Shares as a class irrespective of the number of such shares in issue the sum represented by H,</p>

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	UK J SHARES £1	
Prescribed particulars	<p>(4) Ordinary Shares shall not participate in any such division irrespective of the number of such shares in issue,</p> <p>(5) For the purposes of this Article 3(c) UK "A" Shares, UK "B" Shares, UK "C" Shares, UK "D" Shares, UK "E" Shares, UK "F" Shares, UK "G" Shares, UK "H" Shares, UK "J" Shares, UK "K" Shares and UK "L" Shares shall be treated as if they were "UK" Ordinary Shares</p> <p>iii) Where this sub-Article (c) applies as a result of a sale of the issued share capital of the Company this sub-Article shall apply to govern the division of the proceeds of sale between the members who were the vendors in that transaction and not the new shareholders created by the sale</p> <p>iv) Where a sum of money to be divided between members cannot be so divided pending resolution of a valuation under sub-Article 3(d) or pending resolution of any other issue all members shall (so far as each is able) ensure that any such sum is deposited in a designated deposit account expressed to be the property of the members and not withdrawn from any such account until the sums payable to each member are agreed or otherwise resolved</p> <p>v) Where on a sale of the entire issued share capital of the Company the consideration is payable wholly or in part in shares or other non-cash consideration the provisions of this Article shall apply to such non-cash consideration as to cash unless all of the members agree otherwise in writing</p> <p>d) Where this sub-Article applies the open market value of the "UK" Ordinary Shares as a class, for the purpose of this Article ("OMV") shall be</p> <p>i) the OMV as agreed or adjudicated by the competent taxation authority or the appellate body whose jurisdiction applies to the relevant taxation authority for any UK taxation purpose at any time prior to the first application of this sub-Article 3(d) to calculate a value for E, G or H (as defined in sub-Article 3(c)(i)) ("Effective Date") or within 28 days of the Effective Date where in the case of an adjudication the outcome is not open to appeal or is open to appeal but is not made the subject of an appeal within any applicable time limit,</p>	