

**Return of Allotment of Shares**Company Name: **UPL Europe Ltd**Company Number: **02844616**Received for filing in Electronic Format on the: **27/03/2023**

XC065W95

Shares Allotted (including bonus shares)

| Date or period during which shares are allotted | From | To |
|--|-------------------|-------------------|
| | 17/03/2023 | 17/03/2023 |

| | | | |
|-------------------------|-----------------|-----------------------------|----------------|
| Class of Shares: | ORDINARY | Number allotted | 4960828 |
| Currency: | GBP | Nominal value of each share | 1 |
| | | Amount paid: | 1 |
| | | Amount unpaid: | 0 |

Non-cash consideration

THE ASSIGNMENT OF A RECEIVABLE DUE TO THE ALLOTTEE FROM UPL CORPORATION LIMITED (MAURITIUS) IN THE SUM OF USD 6,079,991 (THE USD TO GBP EXCHANGE RATE ON 20 JUNE 2022 BEING 1.2256:1), AS DOCUMENTED BY WAY OF A DEED OF ASSIGNMENT BETWEEN THE COMPANY AND THE ALLOTTEE.

Statement of Capital (Share Capital)

| | | | |
|-------------------------|-----------------|--------------------------|-------------------|
| Class of Shares: | ORDINARY | Number allotted | 1675289993 |
| Currency: | GBP | Aggregate nominal value: | 1675289993 |

Prescribed particulars

VOTING: EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING.

DIVIDENDS: IF AND SO FAR AS, IN THE OPINION OF THE DIRECTORS, THE PROFITS OF THE COMPANY JUSTIFY A PAYMENT OF PROFITS, THE PROFITS OF THE COMPANY MAY BE APPLIED FIRSTLY IN PAYING TO THE HOLDERS OF THE PREFERENCE SHARES A PREFERENTIAL DIVIDEND AT THE RATE OF 3% PER ANNUM (NET OF THE IMPUTED TAX CREDIT AVAILABLE TO SHAREHOLDERS, IF ANY) ON THE AMOUNTS FOR THE TIME BEING PAID UP OR CREDIT AS PAID UP (INCLUDING ANY PREMIUM) - THE SAID DIVIDEND RANKING FOR PAYMENT IN PRIORITY TO THE PAYMENT OF A DIVIDEND ON ANY OTHER SHARES IN THE COMPANY - AND SECOND IN PAYING A DIVIDEND TO THE HOLDERS OF THE ORDINARY SHARES.

WINDING UP: ON A WINDING UP OR OTHER REPAYMENT OF CAPITAL, THE ASSETS OF THE COMPANY (INCLUDING CAPITAL UNCALLED AT THE COMMENCEMENT OF THE WINDING UP) REMAINING AFTER PAYING AND DISCHARGING THE DEBTS AND LIABILITIES OF THE COMPANY AND THE COSTS OF WINDING UP, SHALL BE APPLIED THE FOLLOWING ORDER OF PRIORITY: (A) IN REPAYMENT OF THE CAPITAL PAID UP OR CREDITED AS PAID UP ON THE PREFERENCE SHARES (INCLUDING ANY PREMIUM), (B) IN REPAYMENT OF THE CAPITAL PAID UP OR CREDITED AS PAID UP ON THE ORDINARY SHARES (INCLUDING ANY PREMIUM), AND (C) THE RESIDUE (IF ANY) SHALL BE DIVIDED AMONG THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE NOMINAL AMOUNT PAID UP OR CREDITED AS PAID UP ON THE ORDINARY SHARES (INCLUDING ANY PREMIUM).

REDEMPTION: NO RIGHTS OF REDEMPTION APPLY.

| | | | |
|-------------------------|-------------------|--------------------------|-----------------|
| Class of Shares: | PREFERENCE | Number allotted | 19812277 |
| Currency: | GBP | Aggregate nominal value: | 19812277 |

Prescribed particulars

VOTING: THE HOLDER OF A PREFERENCE SHARE MAY, BY REASON OF HIS HOLDING SUCH PREFERENCE SHARE, BE ENTITLED TO RECEIVE NOTICE OF AND ATTEND ANY GENERAL MEETING OF THE COMPANY BUT IS NOT ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. DIVIDENDS: IF AND SO FAR AS, IN THE OPINION OF THE DIRECTORS, THE PROFITS OF THE COMPANY JUSTIFY SUCH PAYMENT, THE PROFITS OF THE COMPANY MAY BE APPLIED FIRSTLY IN PAYING TO THE HOLDERS OF THE PREFERENCE SHARES A PREFERENTIAL DIVIDEND AT THE RATE OF 3% PER ANNUM (NET OF THE IMPUTED TAX CREDIT AVAILABLE TO SHAREHOLDERS, IF ANY) ON THE AMOUNTS FOR THE TIME BEING PAID UP OR CREDITS AS PAID UP (INCLUDING ANY PREMIUM) - THE SAID DIVIDEND RANKING FOR PAYMENT IN PRIORITY TO THE PAYMENT OF A DIVIDEND ON ANY OTHER SHARES IN THE COMPANY - AND SECONDLY IN PAYING A DIVIDEND TO THE HOLDERS OF THE ORDINARY SHARES. WINDING UP: ON A WINDING UP OR OTHER REPAYMENT OF CAPITAL, THE ASSETS OF THE COMPANY (INCLUDING CAPITAL UNCALLED AT THE COMMENCEMENT OF THE WINDING UP) REMAINING AFTER PAYING AND DISCHARGING THE DEBTS AND LIABILITIES OF THE COMPANY AND THE COSTS OF WINDING UP, SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) IN REPAYMENT OF THE CAPITAL PAID UP OR CREDITED AS PAID UP ON THE PREFERENCE SHARES, (B) IN REPAYMENT OF THE CAPITAL PAID UP OR CREDITED AS PAID UP ON THE ORDINARY SHARES, AND (C) THE RESIDUE (IF ANY) SHALL BE DIVIDED AMONG THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE NOMINAL AMOUNT PAID UP OR CREDITED AS PAID UP ON THE ORDINARY SHARES (INCLUDING ANY PREMIUM). REDEMPTION: THE COMPANY MAY AT ANY TIME REDEEM THE WHOLE OR ANY PART OF ANY FULLY PAID PREFERENCE SHARES UPON GIVING TO THE SHAREHOLDERS WHOSE SHARES ARE TO BE REDEEMED NOT LESS THAN 14 DAYS' NOTICE IN WRITING EXPIRING AT ANY TIME, OF THE DATE FIXED FOR REDEMPTION. THERE SHALL BE PAID ON EACH PREFERENCE SHARE REDEEMED THE AMOUNT PAID UP OR CREDITED AS PAID UP THEREON (INCLUDING ANY PREMIUM).

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|-------------------|
| Currency: | GBP | Total number of shares: | 1695102270 |
| | | Total aggregate nominal value: | 1695102270 |
| | | Total aggregate amount unpaid: | 0 |

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.