

# G

COMPANIES FORM No. 123

## Notice of increase in nominal capital

# 123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

\*Insert full name  
of company

Name of company

\* OKA DIRECT LIMITED

3722366

† The copy must be  
printed or in some  
other form approved  
by the registrar

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 1 May 2001 the nominal capital of the company has been  
increased by £ 10,000 beyond the registered capital of £10,000

A copy of the resolution authorising the increase is attached. †

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the  
new shares have been or are to be issued are as follows:

As set out in the Schedule to the Articles of Association of the Company, a  
copy of which is attached hereto.

Please tick here if  
continued overleaf

☐

§  
Insert Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or Receiver  
(Scotland) as  
appropriate

Signed *Shadbolt & Co*Designation § *Director*Date *1 May 2001*Presentor's name, address and  
reference (if any):

Shadbolt & Co  
Chatham Court, Lesbourne  
Road  
Reigate  
Surrey RH2 7LD  
DX 30402 Reigate -1

For official use  
General Section

Post room



## SCHEDULE

For the purposes of the Schedule:

"A Ordinary Shareholders' Return"	means the total subscription price paid for the Loan Stock increased by 25% per annum on a compound basis from the date of issue of such Loan Stock (such 25% to include any interest paid to such holders of A Ordinary Shares while holders of the Loan Stock);
"Base Return"	means the aggregate of the M Shareholders' Return and the Investors' Return
"Exit"	means a sale of the entire issued share capital of the Company;
"Investors Return"	means the aggregate of the Ordinary Shareholders' Return and the A Ordinary Shareholders' Return;
"Loan Stock"	means the loan stock from which A Ordinary Shares are converted;
"M Shareholders' Return"	means the proportion of the Total Price Paid as the number of M Shares in issue bears to the total number of shares in the Company in issue;
"Ordinary Shareholders' Return"	means the total subscription price paid for the Ordinary Shares increased by 25% per annum on a compound basis from the date of issue of such shares;
"Total Price Paid"	means the total price paid for the entire issued share capital of the Company on an Exit.

1. Subject to paragraph 2 below, on an Exit the holders of the M Shares, the holders of the Ordinary Shares and the holders of the A Ordinary Shares shall be entitled to participate in the Total Price Paid in proportion to their respective holdings of shares (as if the M Shares, the Ordinary Shares and the A Ordinary Shares constituted one class).
2. If the Total Price Paid exceeds the Base Return, the holders of the M Shares, the holders of the Ordinary Shares and the holders of the A Ordinary Shares shall be entitled to participate in the Total Price Paid as follows:
  - 2.1 the holders of the M Shares shall be entitled to receive the aggregate of (a) the M Shareholders' Return, and (b) 70% of the Total Price Paid less

the Base Return;

- 2.2. the holders of Ordinary Shares and the holders of the A Ordinary Shares shall be entitled (subject to paragraph 2.3 below) to receive the aggregate of (a) the Investors' Return, and (b) 30% of the Total Price Paid less the Base Return;
- 2.3 the holders of the Ordinary Shares and the holders of the A Ordinary Shares shall participate in the amount of the Total Price Paid to them under paragraph 2.2 so that (a) the holders of the Ordinary Shares receive the Ordinary Shareholders' Return, (b) the holders of A Ordinary Shares receive the A Ordinary Shareholders' Return, and (c) the excess is divided in proportion to their respective holdings of shares.