

**Return of Allotment of Shares**Company Name: **AZLAN EUROPEAN FINANCE LIMITED**Company Number: **04294906**Received for filing in Electronic Format on the: **08/10/2021**

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Shares Allotted (including bonus shares)

| Date or period during which shares are allotted | From | To |
|--|-------------------|----|
| | 10/09/2021 | |

| | | | |
|-------------------------|-----------------|-----------------------------|----------|
| Class of Shares: | ORDINARY | Number allotted | 2 |
| Currency: | EUR | Nominal value of each share | 1 |
| | | Amount paid: | 0 |
| | | Amount unpaid: | 0 |

Non-cash consideration

THE ENTIRE ISSUED SHARE CAPITAL OF TECH DATA LIMITED (COMPANY NUMBER 01691472) AND AN INTERCOMPANY RECEIVABLE OF AN AMOUNT EQUAL TO £15,600,000.

| | | | |
|-------------------------|-------------------|-----------------------------|------------|
| Class of Shares: | PREFERENCE | Number allotted | 400 |
| Currency: | EUR | Nominal value of each share | 1 |
| | | Amount paid: | 0 |
| | | Amount unpaid: | 0 |

Non-cash consideration

THE ENTIRE ISSUED SHARE CAPITAL OF TECH DATA LIMITED (COMPANY NUMBER 01691472) AND AN INTERCOMPANY RECEIVABLE OF AN AMOUNT EQUAL TO £15,600,000.

Statement of Capital (Share Capital)

| | | | |
|-------------------------|-----------------|--------------------------|-----------------|
| Class of Shares: | ORDINARY | Number allotted | 43151807 |
| Currency: | EUR | Aggregate nominal value: | 43151807 |

Prescribed particulars

(A) EACH MEMBER SHALL HAVE ONE VOTE ON A SHOW OF HANDS. ON A POLL VOTE, A MEMBER IS ENTITLED TO ONE VOTE PER SHARE. (B) PAYMENTS OF DIVIDENDS AND ARREARS OF DIVIDENDS SHALL BE MADE FIRST TO PREFERENCE SHAREHOLDERS, AFTER WHICH DIVIDENDS MAY BE PAID TO ORDINARY SHAREHOLDERS. (C) UPON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL, OR OTHERWISE, SURPLUS ASSETS OF THE COMPANY SHALL BE APPLIED FIRST TO HOLDERS OF PREFERENCE SHAREHOLDERS. THEREAFTER, ORDINARY SHAREHOLDERS SHALL RECEIVE AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PAID FOR SUCH SHARES. (D) THE ORDINARY SHARES ARE NOT REDEEMABLE.

| | | | |
|-------------------------|-------------------|--------------------------|------------|
| Class of Shares: | PREFERENCE | Number allotted | 400 |
| Currency: | EUR | Aggregate nominal value: | 400 |

Prescribed particulars

(A) EACH PREFERENCE SHARE SHALL CONFER UPON THE HOLDER OF THAT SHARE THE RIGHT TO RECEIVE A CUMULATIVE PREFERENTIAL CASH DIVIDEND, PAID IN PRIORITY TO THE PAYMENT OF ANY DIVIDEND TO THE HOLDER OF ANY OTHER CLASS OF SHARES IN THE COMPANY, EQUAL TO €1,000,000, PLUS ANY ARREARS OWED TO THE HOLDER OF THE PREFERENCE SHARE(S), MULTIPLIED BY THE SHORT-TERM RATE PUBLISHED BY THE EUROPEAN CENTRAL BANK FROM TIME TO TIME IN THE RELEVANT PERIOD PLUS A MARGIN OF 2%. THE AMOUNT OWED BY THE COMPANY SHALL ACCRUE ANNUALLY FROM THE DATE OF ISSUANCE OF THE PREFERENCE SHARES TO WHICH THE RIGHT OF SUCH DIVIDEND ATTACHES. THIS PREFERENCE DIVIDEND, OR ANY PART THEREOF, SHALL ONLY BE PAYABLE IN THE EVENT THAT THE BOARD DECLARES A DIVIDEND OR PART THEREOF, AND (I) SHALL ONLY BE PAYABLE IN THE MAXIMUM AMOUNT OF THE AMOUNT SO DECLARED BY THE BOARD, AND (II) NO DIVIDEND WILL BE DECLARED OR PAID ON THE OTHER SHARES IN THE CAPITAL OF THE COMPANY UNLESS AND UNTIL THE PREFERENCE DIVIDEND AND ANY ARREARS OF IT SHALL HAVE BEEN ACTUALLY PAID IN FULL IN RESPECT OF THAT FINANCIAL YEAR AND ALL PRECEDING FINANCIAL YEARS. (B) ON A RETURN OF ASSETS ON A LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION IN ACCORDANCE WITH THE TERMS OF ISSUE OF ANY SHARE, OR PURCHASE BY THE COMPANY OF ANY SHARE OR ON A CAPITALISATION ISSUE) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS DEBTS AND LIABILITIES WILL BE APPLIED: (I) FIRST, IN OR TOWARDS PAYING TO THE HOLDERS OF THE PREFERENCE SHARES IN PROPORTION TO THE AMOUNTS PAID UP OR CREDITED AS PAID UP ON SUCH SHARES (INCLUDING ANY PREMIUM AT WHICH SUCH SHARES WERE ISSUED) A SUM EQUAL TO ALL ARREARS OF THE PREFERENCE DIVIDEND, SUCH ARREARS TO BE CALCULATED DOWN TO THE DATE OF THE RETURN OF ASSETS ON THE BASIS THAT THE PREFERENCE DIVIDEND ACCRUES DUE AND PAYABLE ON A DAILY BASIS; (II) SECOND, IN OR TOWARDS PAYING TO THE HOLDERS OF THE PREFERENCE SHARES THE PREFERENCE AMOUNT FOR EACH PREFERRED SHARE; AND (III) THIRD, THE BALANCE (IF ANY) OF SUCH SURPLUS ASSETS SHALL BELONG TO AND BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE NOMINAL AMOUNTS PAID UP OR CREDITED AS PAID UP ON SUCH SHARES (EXCLUDING ANY PREMIUM AT WHICH SUCH SHARES WERE ISSUED) HELD BY THEM RESPECTIVELY. (C) THE PREFERENCE SHARES DO NOT HAVE VOTING RIGHTS (D) THE COMPANY WILL HAVE THE RIGHT TO REDEEM AT ANY TIME THE WHOLE OR ANY PART OF THE PREFERENCE SHARES FROM TIME TO TIME ISSUED AND OUTSTANDING. ON A REDEMPTION, THE HOLDERS OF THE PREFERENCE SHARES BEING REDEEMED WILL BE PAID THE PREFERENCE AMOUNT TOGETHER WITH A SUM EQUAL TO ANY ARREARS OF THE PREFERENCE DIVIDEND.

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|-----------------|
| Currency: | EUR | Total number of shares: | 43152207 |
| | | Total aggregate nominal value: | 43152207 |
| | | 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.