

DON'T
STAPLE

SH01

Return of allotment of shares



Companies House

FileOnline

Go online to file this information
www.gov.uk/companieshouse

✓ **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 subscription on formation of the company for an allotment of a new class of shares by an unlimited company.

SATURDAY



A17 *ACG3KTAA* 11/11/2023 #177
COMPANIES HOUSE

1 Company details

Company number 5 1 2 7 9 4 9

Company name in full NEOM Ltd.

→ **Filling 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 1 2 1 0 2 0 2 3
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.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	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
GBP	E Ordinary	51,150	£0.01	£0.01	£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.

Details of non-cash consideration.

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

Continuation page
Please use a continuation page if necessary.

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

GBP	See continuation pages			
Totals				

Currency table B

Totals				

Currency table C

Totals				

Total issued share capital table

You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value	Total aggregate amount unpaid ^❶
		Show different currencies separately. For example: £100 + €100 + \$10	Show different currencies separately. For example: £100 + €100 + \$10
Grand total	615,854	£6158.54	£0.00

❶ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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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 share capital tables in **Section 4**.

Class of share

See continuation pages

Prescribed particulars

①

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.

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

Prescribed particulars

①

Class of share

Prescribed particulars

①

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Ray McNeice

078934BD0E10487...

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, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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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

Paige Hinchliffe

Company name

Oakwood Corporate Services Limited

Address

3rd Floor

1 Ashley Road

Post town

Altrincham

County/Region

Cheshire

Postcode

W A 1 4 2 D T

Country

United Kingdom

DX

Telephone

**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

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.

**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 relevant sections of the statement of capital.
- ☐ You have signed the form.

**Further information**

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

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

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

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

Details of non-cash
consideration.

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

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Return of allotment of shares**5****Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	A Ordinary	
Prescribed particulars	<p>(1 of 3)</p> <p>Voting: One vote on a show of hands and one vote per share on a poll.</p> <p>Dividend rights: The A Ordinary shares, B Ordinary shares, C Ordinary shares and C1 Ordinary shares rank (pro rata) equally for any dividend declared by the Company.</p> <p>Return of capital/Winding up: The proceeds on a winding up or other return of capital after payment of any debts which have become due in accordance with Article 5 of the articles of association and all other debts and liabilities of the Company and of the costs, charges and expenses of such winding up shall be applied as if they were the Exit Value in connection with a Realisation in accordance with article 15. In which event, any remaining assets available for distribution (if any) shall be distributed amongst the Holders of the A Ordinary Shares, B Ordinary Shares, the C Ordinary Shares, the C1 Ordinary shares, the D Ordinary shares and the D1 Ordinary Shares as if they were one class, in proportion to the amount that was paid up or treated as paid up on each of those Shares (but, for the avoidance of doubt, excluding any share premium).</p> <p>Realisation: The proceeds on a Realisation shall be the proportions of the Exit Value and allocated as follows: (a) FIRSTLY, an amount of the Exit Value equal to the aggregate Issue Price of the A Ordinary Shares (Investment Value) shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares (unless, by Investor Consent, they shall specify a different basis of apportionment); (b) SECOND, an amount of the Exit Value equal to the Rollover Value (or the entirety of the Exit Value above the Investment Value if the Exit Value is less than the Base Amount) shall be shared between the B Shareholders, C Shareholders and C1 Shareholders as follows: (i) X% of such amount shall be shared between the B Shareholders and C Shareholders pro rata to their respective holdings of B Ordinary Shares and C Ordinary Shares as if they were one class (but excluding any such Shares issued after the Adoption Date); and (ii) Y% of such amount shall be shared between the C1 Shareholders pro rata to their respective holdings of C1 Ordinary Shares (but excluding any such Shares issued after the Amendment Date, other than an issue of up to 19,450 C1 Ordinary Shares pursuant to an option agreement entered into between the Company and Emmanuel Osti on or around the Amendment Date), where (in this sub-paragraph): $X\% = 100\% - Y\%$ and $Y\% = (\text{Issue Price of C1 Ordinary Shares} / \text{Rollover Value}) * 100$ (c) THIRD: (i) if the Exit Value is more than the Base Amount, but less than or equal to the D1 Growth Share Hurdle, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares;</p> <p>SEE CONTINUATION SHEET FOR FURTHER DETAILS</p>	

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Class of share	A Ordinary	
Prescribed particulars	<p>Continuation (3 of 3)</p> <p>D) Z% of an amount equal to the amount shared between the E Shareholders pursuant to Article 15.1.1(c)(v)(B) shall be shared between the D Shareholders pro rata to their respective holdings of D Ordinary Shares where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$; and $Y\% = (\text{number of E Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ and $Z\% = (\text{number of D Ordinary Shares} / \text{number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and C1 Ordinary Shares (other than Deferred Shares)}) * 100$ or (vi) if the Exit Value exceeds the Hurdle End Amount: (A) X% of such amount as is the difference between the D1 Growth Share Hurdle and Exit Value shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) Y% of such amount in excess of the E Hurdle Amount shall be shared between the E Shareholders pro rata to their respective holdings of E Ordinary Shares; and (C) Z% of an amount equal to the amount shared between the E Shareholders pursuant to Article 15.1.1(c)(vi)(B) shall be shared between the D Shareholders pro rata to their respective holdings of D Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$, $Y\% = (\text{number of E Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ and $Z\% = (\text{number of D Ordinary Shares} / \text{number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and C1 Ordinary Shares (other than Deferred Shares)}) * 100$ (d) FOURTH, any balance of the Exit Value shall be divided between the number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, C1 Ordinary Shares and D Ordinary Shares in issue and shall be shared equally amongst the Holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, C1 Ordinary Shares and D Ordinary Shares as if they were one class.</p>	

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Return of allotment of shares**5****Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	B Ordinary	
Prescribed particulars	<p>(1 of 3)</p> <p>Voting: One vote on a show of hands and one vote per share on a poll.</p> <p>Dividend rights: The A Ordinary shares, B Ordinary shares, C Ordinary shares and C1 Ordinary shares rank (pro rata) equally for any dividend declared by the Company.</p> <p>Return of capital/Winding up: The proceeds on a winding up or other return of capital after payment of any debts which have become due in accordance with Article 5 of the articles of association and all other debts and liabilities of the Company and of the costs, charges and expenses of such winding up shall be applied as if they were the Exit Value in connection with a Realisation in accordance with article 15. In which event, any remaining assets available for distribution (if any) shall be distributed amongst the Holders of the A Ordinary Shares, B Ordinary Shares, the C Ordinary Shares, the C1 Ordinary shares, the D Ordinary shares and the D1 Ordinary Shares as if they were one class, in proportion to the amount that was paid up or treated as paid up on each of those Shares (but, for the avoidance of doubt, excluding any share premium).</p> <p>Realisation: The proceeds on a Realisation shall be the proportions of the Exit Value and allocated as follows: (a) FIRSTLY, an amount of the Exit Value equal to the aggregate Issue Price of the A Ordinary Shares (Investment Value) shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares (unless, by Investor Consent, they shall specify a different basis of apportionment); (b) SECOND, an amount of the Exit Value equal to the Rollover Value (or the entirety of the Exit Value above the Investment Value if the Exit Value is less than the Base Amount) shall be shared between the B Shareholders, C Shareholders and C1 Shareholders as follows: (i) X% of such amount shall be shared between the B Shareholders and C Shareholders pro rata to their respective holdings of B Ordinary Shares and C Ordinary Shares as if they were one class (but excluding any such Shares issued after the Adoption Date); and (ii) Y% of such amount shall be shared between the C1 Shareholders pro rata to their respective holdings of C1 Ordinary Shares (but excluding any such Shares issued after the Amendment Date, other than an issue of up to 19,450 C1 Ordinary Shares pursuant to an option agreement entered into between the Company and Emmanuel Osti on or around the Amendment Date), where (in this sub-paragraph): $X\% = 100\% - Y\%$ and $Y\% = (\text{Issue Price of C1 Ordinary Shares} / \text{Rollover Value}) * 100$ (c) THIRD: (i) if the Exit Value is more than the Base Amount, but less than or equal to the D1 Growth Share Hurdle, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares;</p> <p>SEE CONTINUATION SHEET FOR FURTHER DETAILS</p>	

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Prescribed particulars	<p>Continuation (2 of 3):</p> <p>(ii) if the Exit Value is more than the D1 Growth Share Hurdle, but less than or equal to the Hurdle Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows: (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) any balance of such amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ (iii) if the Exit Value is more than the Hurdle Amount, but less than or equal to the Hurdle Start Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority)): (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; and (B) an amount equal to the Investment Value (Preferred Amount) shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ or (iv) If the Exit Value exceeds the Hurdle Start Amount but is less than the E Hurdle Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority) (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) the Preferred Amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, save that such Preferred Amount shall reduce proportionately on a linear basis from the full amount of the Preferred Amount at an Exit Value of the Hurdle Start Amount to zero at an Exit Value of the Hurdle End Amount, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ or (v) If the Exit Value exceeds the E Hurdle Amount but is less than the Hurdle End Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority): (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) Y% of such amount in excess of the E Hurdle Amount shall be shared between the E Shareholders pro rata to their respective holdings of E Ordinary Shares; (C) the Preferred Amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, save that such Preferred Amount shall reduce proportionately on a linear basis from the full amount of the Preferred Amount at an Exit Value of the Hurdle Start Amount to zero at an Exit Value of the Hurdle End Amount; and SEE CONINUATION SHEET FOR FURTHER DETAILS</p>	

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Prescribed particulars	<p>Continuation (2 of 3):</p> <p>(ii) if the Exit Value is more than the D1 Growth Share Hurdle, but less than or equal to the Hurdle Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows: (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) any balance of such amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ (iii) if the Exit Value is more than the Hurdle Amount, but less than or equal to the Hurdle Start Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority)): (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; and (B) an amount equal to the Investment Value (Preferred Amount) shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ or (iv) If the Exit Value exceeds the Hurdle Start Amount but is less than the E Hurdle Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority) (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) the Preferred Amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, save that such Preferred Amount shall reduce proportionately on a linear basis from the full amount of the Preferred Amount at an Exit Value of the Hurdle Start Amount to zero at an Exit Value of the Hurdle End Amount, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ or (v) If the Exit Value exceeds the E Hurdle Amount but is less than the Hurdle End Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority): (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) Y% of such amount in excess of the E Hurdle Amount shall be shared between the E Shareholders pro rata to their respective holdings of E Ordinary Shares; (C) the Preferred Amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, save that such Preferred Amount shall reduce proportionately on a linear basis from the full amount of the Preferred Amount at an Exit Value of the Hurdle Start Amount to zero at an Exit Value of the Hurdle End Amount; and SEE CONINUATION SHEET FOR FURTHER DETAILS</p>	

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Return of allotment of shares**5 Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	C Ordinary
Prescribed particulars	<p>Continuation (3 of 3)</p> <p>D) Z% of an amount equal to the amount shared between the E Shareholders pursuant to Article 15.1.1(c)(v)(B) shall be shared between the D Shareholders pro rata to their respective holdings of D Ordinary Shares where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$; and $Y\% = (\text{number of E Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ and $Z\% = (\text{number of D Ordinary Shares} / \text{number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and C1 Ordinary Shares (other than Deferred Shares)}) * 100$ or (vi) if the Exit Value exceeds the Hurdle End Amount: (A) X% of such amount as is the difference between the D1 Growth Share Hurdle and Exit Value shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) Y% of such amount in excess of the E Hurdle Amount shall be shared between the E Shareholders pro rata to their respective holdings of E Ordinary Shares; and (C) Z% of an amount equal to the amount shared between the E Shareholders pursuant to Article 15.1.1(c)(vi)(B) shall be shared between the D Shareholders pro rata to their respective holdings of D Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$, $Y\% = (\text{number of E Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ and $Z\% = (\text{number of D Ordinary Shares} / \text{number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and C1 Ordinary Shares (other than Deferred Shares)}) * 100$ (d) FOURTH, any balance of the Exit Value shall be divided between the number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, C1 Ordinary Shares and D Ordinary Shares in issue and shall be shared equally amongst the Holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, C1 Ordinary Shares and D Ordinary Shares as if they were one class.</p>

SH01 - continuation page
Return of allotment of shares**5 Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	C1 Ordinary	
Prescribed particulars	<p>(1 of 3)</p> <p>Voting: One vote on a show of hands and one vote per share on a poll.</p> <p>Dividend rights: The A Ordinary shares, B Ordinary shares, C Ordinary shares and C1 Ordinary shares rank (pro rata) equally for any dividend declared by the Company.</p> <p>Return of capital/Winding up: The proceeds on a winding up or other return of capital after payment of any debts which have become due in accordance with Article 5 of the articles of association and all other debts and liabilities of the Company and of the costs, charges and expenses of such winding up shall be applied as if they were the Exit Value in connection with a Realisation in accordance with article 15. In which event, any remaining assets available for distribution (if any) shall be distributed amongst the Holders of the A Ordinary Shares, B Ordinary Shares, the C Ordinary Shares, the C1 Ordinary shares, the D Ordinary shares and the D1 Ordinary Shares as if they were one class, in proportion to the amount that was paid up or treated as paid up on each of those Shares (but, for the avoidance of doubt, excluding any share premium).</p> <p>Realisation: The proceeds on a Realisation shall be the proportions of the Exit Value and allocated as follows: (a) FIRSTLY, an amount of the Exit Value equal to the aggregate Issue Price of the A Ordinary Shares (Investment Value) shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares (unless, by Investor Consent, they shall specify a different basis of apportionment); (b) SECOND, an amount of the Exit Value equal to the Rollover Value (or the entirety of the Exit Value above the Investment Value if the Exit Value is less than the Base Amount) shall be shared between the B Shareholders, C Shareholders and C1 Shareholders as follows: (i) X% of such amount shall be shared between the B Shareholders and C Shareholders pro rata to their respective holdings of B Ordinary Shares and C Ordinary Shares as if they were one class (but excluding any such Shares issued after the Adoption Date); and (ii) Y% of such amount shall be shared between the C1 Shareholders pro rata to their respective holdings of C1 Ordinary Shares (but excluding any such Shares issued after the Amendment Date, other than an issue of up to 19,450 C1 Ordinary Shares pursuant to an option agreement entered into between the Company and Emmanuel Osti on or around the Amendment Date), where (in this sub-paragraph): $X\% = 100\% - Y\%$ and $Y\% = (\text{Issue Price of C1 Ordinary Shares} / \text{Rollover Value}) * 100$ (c) THIRD: (i) if the Exit Value is more than the Base Amount, but less than or equal to the D1 Growth Share Hurdle, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares;</p> <p>SEE CONTINUATION SHEET FOR FURTHER DETAILS</p>	

SH01 - continuation page
Return of allotment of shares**5****Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	C1 Ordinary	
Prescribed particulars	<p>Continuation (2 of 3):</p> <p>(ii) if the Exit Value is more than the D1 Growth Share Hurdle, but less than or equal to the Hurdle Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows: (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) any balance of such amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ (iii) if the Exit Value is more than the Hurdle Amount, but less than or equal to the Hurdle Start Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority)): (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; and (B) an amount equal to the Investment Value (Preferred Amount) shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ or (iv) If the Exit Value exceeds the Hurdle Start Amount but is less than the E Hurdle Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority) (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) the Preferred Amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, save that such Preferred Amount shall reduce proportionately on a linear basis from the full amount of the Preferred Amount at an Exit Value of the Hurdle Start Amount to zero at an Exit Value of the Hurdle End Amount, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ or (v) If the Exit Value exceeds the E Hurdle Amount but is less than the Hurdle End Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority): (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) Y% of such amount in excess of the E Hurdle Amount shall be shared between the E Shareholders pro rata to their respective holdings of E Ordinary Shares; (C) the Preferred Amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, save that such Preferred Amount shall reduce proportionately on a linear basis from the full amount of the Preferred Amount at an Exit Value of the Hurdle Start Amount to zero at an Exit Value of the Hurdle End Amount; and SEE CONTINUATION SHEET FOR FURTHER DETAILS</p>	

SH01 - continuation page
Return of allotment of shares**5****Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	C1 Ordinary	
Prescribed particulars	<p>Continuation (3 of 3)</p> <p>D) Z% of an amount equal to the amount shared between the E Shareholders pursuant to Article 15.1.1(c)(v)(B) shall be shared between the D Shareholders pro rata to their respective holdings of D Ordinary Shares where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$; and $Y\% = (\text{number of E Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ and $Z\% = (\text{number of D Ordinary Shares} / \text{number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and C1 Ordinary Shares (other than Deferred Shares)}) * 100$ or (vi) if the Exit Value exceeds the Hurdle End Amount: (A) X% of such amount as is the difference between the D1 Growth Share Hurdle and Exit Value shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) Y% of such amount in excess of the E Hurdle Amount shall be shared between the E Shareholders pro rata to their respective holdings of E Ordinary Shares; and (C) Z% of an amount equal to the amount shared between the E Shareholders pursuant to Article 15.1.1(c)(vi)(B) shall be shared between the D Shareholders pro rata to their respective holdings of D Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$, $Y\% = (\text{number of E Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ and $Z\% = (\text{number of D Ordinary Shares} / \text{number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and C1 Ordinary Shares (other than Deferred Shares)}) * 100$ (d) FOURTH, any balance of the Exit Value shall be divided between the number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, C1 Ordinary Shares and D Ordinary Shares in issue and shall be shared equally amongst the Holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, C1 Ordinary Shares and D Ordinary Shares as if they were one class.</p>	

SH01 - continuation page
Return of allotment of shares**5****Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	D Ordinary
Prescribed particulars	<p>Voting: The holders of D Ordinary Shares shall not have any voting rights in respect of any D Ordinary Shares nor any rights to receive notice of or attend or speak at any general meetings of the Company.</p> <p>Dividend: The holders of D ordinary Shares shall not be entitled to receive any dividend.</p> <p>Return of capital/Winding up: The proceeds on a winding up or other return of capital after payment of any debts which have become due in accordance with Article 5 of the articles of association and all other debts and liabilities of the Company and of the costs, charges and expenses of such winding up shall be applied as if they were the Exit Value in connection with a Realisation in accordance with article 15. In which event, any remaining assets available for distribution (if any) shall be distributed amongst the Holders of the A Ordinary Shares, B Ordinary Shares, the C Ordinary Shares, the C1 Ordinary shares, the D Ordinary shares and the D1 Ordinary Shares as if they were one class, in proportion to the amount that was paid up or treated as paid up on each of those Shares (but, for the avoidance of doubt, excluding any share premium).</p> <p>Realisation: The proceeds on a Realisation shall be the proportions of the Exit Value and allocated as follows:</p> <p>(a) FIRSTLY, an amount of the Exit Value equal to the aggregate Issue Price of the A Ordinary Shares (Investment Value) shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares (unless, by Investor Consent, they shall specify a different basis of apportionment); (b) SECOND, an amount of the Exit Value equal to the Rollover Value (or the entirety of the Exit Value above the Investment Value if the Exit Value is less than the Base Amount) shall be shared between the B Shareholders, C Shareholders and C1 Shareholders as follows: (i) X% of such amount shall be shared between the B Shareholders and C Shareholders pro rata to their respective holdings of B Ordinary Shares and C Ordinary Shares as if they were one class (but excluding any such Shares issued after the Adoption Date); and (ii) Y% of such amount shall be shared between the C1 Shareholders pro rata to their respective holdings of C1 Ordinary Shares (but excluding any such Shares issued after the Amendment Date, other than an issue of up to 19,450 C1 Ordinary Shares pursuant to an option agreement entered into between the Company and Emmanuel Osti on or around the Amendment Date), where (in this sub-paragraph): $X\% = 100\% - Y\%$ and $Y\% = (\text{Issue Price of C1 Ordinary Shares} / \text{Rollover Value}) * 100$ (c) THIRD: (i) if the Exit Value is more than the Base Amount, but less than or equal to the D1 Growth Share Hurdle, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares;</p> <p>SEE CONTINUATION SHEET FOR FURTHER DETAILS</p>

SH01 - continuation page
Return of allotment of shares**5****Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	D Ordinary	
Prescribed particulars	<p>Continuation (2 of 3):</p> <p>(ii) if the Exit Value is more than the D1 Growth Share Hurdle, but less than or equal to the Hurdle Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows: (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) any balance of such amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ (iii) if the Exit Value is more than the Hurdle Amount, but less than or equal to the Hurdle Start Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority): (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; and (B) an amount equal to the Investment Value (Preferred Amount) shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ or (iv) If the Exit Value exceeds the Hurdle Start Amount but is less than the E Hurdle Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority) (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) the Preferred Amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, save that such Preferred Amount shall reduce proportionately on a linear basis from the full amount of the Preferred Amount at an Exit Value of the Hurdle Start Amount to zero at an Exit Value of the Hurdle End Amount, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ or (v) If the Exit Value exceeds the E Hurdle Amount but is less than the Hurdle End Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority): (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) Y% of such amount in excess of the E Hurdle Amount shall be shared between the E Shareholders pro rata to their respective holdings of E Ordinary Shares; (C) the Preferred Amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, save that such Preferred Amount shall reduce proportionately on a linear basis from the full amount of the Preferred Amount at an Exit Value of the Hurdle Start Amount to zero at an Exit Value of the Hurdle End Amount; and</p> <p>SEE CONTINUATION SHEET FOR FURTHER DETAILS</p>	

SH01 - continuation page
Return of allotment of shares**5****Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	D Ordinary	
Prescribed particulars	<p>Continuation (3 of 3)</p> <p>D) Z% of an amount equal to the amount shared between the E Shareholders pursuant to Article 15.1.1(c)(v)(B) shall be shared between the D Shareholders pro rata to their respective holdings of D Ordinary Shares where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$; and $Y\% = (\text{number of E Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ and $Z\% = (\text{number of D Ordinary Shares} / \text{number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and C1 Ordinary Shares (other than Deferred Shares)}) * 100$ or (vi) if the Exit Value exceeds the Hurdle End Amount: (A) X% of such amount as is the difference between the D1 Growth Share Hurdle and Exit Value shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) Y% of such amount in excess of the E Hurdle Amount shall be shared between the E Shareholders pro rata to their respective holdings of E Ordinary Shares; and (C) Z% of an amount equal to the amount shared between the E Shareholders pursuant to Article 15.1.1(c)(vi)(B) shall be shared between the D Shareholders pro rata to their respective holdings of D Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$, $Y\% = (\text{number of E Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ and $Z\% = (\text{number of D Ordinary Shares} / \text{number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and C1 Ordinary Shares (other than Deferred Shares)}) * 100$ (d) FOURTH, any balance of the Exit Value shall be divided between the number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, C1 Ordinary Shares and D Ordinary Shares in issue and shall be shared equally amongst the Holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, C1 Ordinary Shares and D Ordinary Shares as if they were one class.</p>	

SH01 - continuation page
Return of allotment of shares**5****Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	D1 Ordinary
Prescribed particulars	<p>Voting: The holders of D1 Ordinary Shares shall not have any voting rights in respect of any D1 Ordinary Shares nor any rights to receive notice of or attend or speak at any general meetings of the Company.</p> <p>Dividend: The holders of D1 ordinary Shares shall not be entitled to receive any dividend.</p> <p>Return of capital/Winding up: The proceeds on a winding up or other return of capital after payment of any debts which have become due in accordance with Article 5 of the articles of association and all other debts and liabilities of the Company and of the costs, charges and expenses of such winding up shall be applied as if they were the Exit Value in connection with a Realisation in accordance with article 15. In which event, any remaining assets available for distribution (if any) shall be distributed amongst the Holders of the A Ordinary Shares, B Ordinary Shares, the C Ordinary Shares, the C1 Ordinary shares, the D Ordinary shares and the D1 Ordinary Shares as if they were one class, in proportion to the amount that was paid up or treated as paid up on each of those Shares (but, for the avoidance of doubt, excluding any share premium).</p> <p>Realisation: The proceeds on a Realisation shall be the proportions of the Exit Value and allocated as follows:</p> <p>(a) FIRSTLY, an amount of the Exit Value equal to the aggregate Issue Price of the A Ordinary Shares (Investment Value) shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares (unless, by Investor Consent, they shall specify a different basis of apportionment); (b) SECOND, an amount of the Exit Value equal to the Rollover Value (or the entirety of the Exit Value above the Investment Value if the Exit Value is less than the Base Amount) shall be shared between the B Shareholders, C Shareholders and C1 Shareholders as follows: (i) X% of such amount shall be shared between the B Shareholders and C Shareholders pro rata to their respective holdings of B Ordinary Shares and C Ordinary Shares as if they were one class (but excluding any such Shares issued after the Adoption Date); and (ii) Y% of such amount shall be shared between the C1 Shareholders pro rata to their respective holdings of C1 Ordinary Shares (but excluding any such Shares issued after the Amendment Date, other than an issue of up to 19,450 C1 Ordinary Shares pursuant to an option agreement entered into between the Company and Emmanuel Osti on or around the Amendment Date), where (in this sub-paragraph): $X\% = 100\% - Y\%$ and $Y\% = (\text{Issue Price of C1 Ordinary Shares} / \text{Rollover Value}) * 100$ (c) THIRD: (i) if the Exit Value is more than the Base Amount, but less than or equal to the D1 Growth Share Hurdle, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares;</p> <p>SEE CONTINUATION SHEET FOR FURTHER DETAILS</p>

SH01 - continuation page
Return of allotment of shares**5 Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	D1 Ordinary	
Prescribed particulars	<p>Continuation (2 of 3):</p> <p>(ii) if the Exit Value is more than the D1 Growth Share Hurdle, but less than or equal to the Hurdle Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows: (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) any balance of such amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ (iii) if the Exit Value is more than the Hurdle Amount, but less than or equal to the Hurdle Start Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority)): (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; and (B) an amount equal to the Investment Value (Preferred Amount) shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ or (iv) If the Exit Value exceeds the Hurdle Start Amount but is less than the E Hurdle Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority) (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) the Preferred Amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, save that such Preferred Amount shall reduce proportionately on a linear basis from the full amount of the Preferred Amount at an Exit Value of the Hurdle Start Amount to zero at an Exit Value of the Hurdle End Amount, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ or (v) If the Exit Value exceeds the E Hurdle Amount but is less than the Hurdle End Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority): (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) Y% of such amount in excess of the E Hurdle Amount shall be shared between the E Shareholders pro rata to their respective holdings of E Ordinary Shares; (C) the Preferred Amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, save that such Preferred Amount shall reduce proportionately on a linear basis from the full amount of the Preferred Amount at an Exit Value of the Hurdle Start Amount to zero at an Exit Value of the Hurdle End Amount; and</p> <p>SEE CONTINUATION SHEET FOR FURTHER DETAILS</p>	

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Return of allotment of shares**5 Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	D1 Ordinary	
Prescribed particulars	<p>Continuation (3 of 3)</p> <p>D) Z% of an amount equal to the amount shared between the E Shareholders pursuant to Article 15.1.1(c)(v)(B) shall be shared between the D Shareholders pro rata to their respective holdings of D Ordinary Shares where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$; and $Y\% = (\text{number of E Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ and $Z\% = (\text{number of D Ordinary Shares} / \text{number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and C1 Ordinary Shares (other than Deferred Shares)}) * 100$ or (vi) if the Exit Value exceeds the Hurdle End Amount: (A) X% of such amount as is the difference between the D1 Growth Share Hurdle and Exit Value shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) Y% of such amount in excess of the E Hurdle Amount shall be shared between the E Shareholders pro rata to their respective holdings of E Ordinary Shares; and (C) Z% of an amount equal to the amount shared between the E Shareholders pursuant to Article 15.1.1(c)(vi)(B) shall be shared between the D Shareholders pro rata to their respective holdings of D Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$, $Y\% = (\text{number of E Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ and $Z\% = (\text{number of D Ordinary Shares} / \text{number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and C1 Ordinary Shares (other than Deferred Shares)}) * 100$ (d) FOURTH, any balance of the Exit Value shall be divided between the number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, C1 Ordinary Shares and D Ordinary Shares in issue and shall be shared equally amongst the Holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, C1 Ordinary Shares and D Ordinary Shares as if they were one class.</p>	

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Return of allotment of shares**5****Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	E Ordinary	
Prescribed particulars	<p>Voting: The holders of E Ordinary Shares shall not have any voting rights in respect of any E Ordinary Shares nor any rights to receive notice of or attend or speak at any general meetings of the Company.</p> <p>Dividend: The holders of E ordinary Shares shall not be entitled to receive any dividend.</p> <p>Return of capital/Winding up: The proceeds on a winding up or other return of capital after payment of any debts which have become due in accordance with Article 5 of the articles of association and all other debts and liabilities of the Company and of the costs, charges and expenses of such winding up shall be applied as if they were the Exit Value in connection with a Realisation in accordance with article 15. In which event, any remaining assets available for distribution (if any) shall be distributed amongst the Holders of the A Ordinary Shares, B Ordinary Shares, the C Ordinary Shares, the C1 Ordinary shares, the D Ordinary shares and the D1 Ordinary Shares as if they were one class, in proportion to the amount that was paid up or treated as paid up on each of those Shares (but, for the avoidance of doubt, excluding any share premium).</p> <p>Realisation: The proceeds on a Realisation shall be the proportions of the Exit Value and allocated as follows:</p> <p>(a) FIRSTLY, an amount of the Exit Value equal to the aggregate Issue Price of the A Ordinary Shares (Investment Value) shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares (unless, by Investor Consent, they shall specify a different basis of apportionment); (b) SECOND, an amount of the Exit Value equal to the Rollover Value (or the entirety of the Exit Value above the Investment Value if the Exit Value is less than the Base Amount) shall be shared between the B Shareholders, C Shareholders and C1 Shareholders as follows: (i) X% of such amount shall be shared between the B Shareholders and C Shareholders pro rata to their respective holdings of B Ordinary Shares and C Ordinary Shares as if they were one class (but excluding any such Shares issued after the Adoption Date); and (ii) Y% of such amount shall be shared between the C1 Shareholders pro rata to their respective holdings of C1 Ordinary Shares (but excluding any such Shares issued after the Amendment Date, other than an issue of up to 19,450 C1 Ordinary Shares pursuant to an option agreement entered into between the Company and Emmanuel Osti on or around the Amendment Date), where (in this sub-paragraph): $X\% = 100\% - Y\%$ and $Y\% = (\text{Issue Price of C1 Ordinary Shares} / \text{Rollover Value}) * 100$ (c) THIRD: (i) if the Exit Value is more than the Base Amount, but less than or equal to the D1 Growth Share Hurdle, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares;</p> <p>SEE CONTINUATION SHEET FOR FURTHER DETAILS</p>	

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Return of allotment of shares**5****Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	E Ordinary	
Prescribed particulars	<p>Continuation (2 of 3):</p> <p>(ii) if the Exit Value is more than the D1 Growth Share Hurdle, but less than or equal to the Hurdle Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows: (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) any balance of such amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ (iii) if the Exit Value is more than the Hurdle Amount, but less than or equal to the Hurdle Start Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority)): (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; and (B) an amount equal to the Investment Value (Preferred Amount) shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ or (iv) If the Exit Value exceeds the Hurdle Start Amount but is less than the E Hurdle Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority) (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) the Preferred Amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, save that such Preferred Amount shall reduce proportionately on a linear basis from the full amount of the Preferred Amount at an Exit Value of the Hurdle Start Amount to zero at an Exit Value of the Hurdle End Amount, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ or (v) If the Exit Value exceeds the E Hurdle Amount but is less than the Hurdle End Amount, such amount as is equal to the difference between the Base Amount and the Exit Value shall be shared as follows (and in the following order of priority): (A) X% of such amount in excess of the D1 Growth Share Hurdle shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) Y% of such amount in excess of the E Hurdle Amount shall be shared between the E Shareholders pro rata to their respective holdings of E Ordinary Shares; (C) the Preferred Amount shall be shared between the A Shareholders pro rata to their respective holdings of A Ordinary Shares, save that such Preferred Amount shall reduce proportionately on a linear basis from the full amount of the Preferred Amount at an Exit Value of the Hurdle Start Amount to zero at an Exit Value of the Hurdle End Amount; and SEE CONTINUATION SHEET FOR FURTHER DETAILS</p>	

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Return of allotment of shares**5 Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	E Ordinary	
Prescribed particulars	<p>Continuation (3 of 3)</p> <p>D) Z% of an amount equal to the amount shared between the E Shareholders pursuant to Article 15.1.1(c) (v) (B) shall be shared between the D Shareholders pro rata to their respective holdings of D Ordinary Shares where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$; and $Y\% = (\text{number of E Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ and $Z\% = (\text{number of D Ordinary Shares} / \text{number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and C1 Ordinary Shares (other than Deferred Shares)}) * 100$ or (vi) if the Exit Value exceeds the Hurdle End Amount: (A) X% of such amount as is the difference between the D1 Growth Share Hurdle and Exit Value shall be shared between the D1 Shareholders pro rata to their respective holdings of D1 Ordinary Shares; (B) Y% of such amount in excess of the E Hurdle Amount shall be shared between the E Shareholders pro rata to their respective holdings of E Ordinary Shares; and (C) Z% of an amount equal to the amount shared between the E Shareholders pursuant to Article 15.1.1(c) (vi) (B) shall be shared between the D Shareholders pro rata to their respective holdings of D Ordinary Shares, where $X\% = (\text{number of D1 Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$, $Y\% = (\text{number of E Ordinary Shares} / \text{number of Shares (other than Deferred Shares)}) * 100$ and $Z\% = (\text{number of D Ordinary Shares} / \text{number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and C1 Ordinary Shares (other than Deferred Shares)}) * 100$ (d) FOURTH, any balance of the Exit Value shall be divided between the number of A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, C1 Ordinary Shares and D Ordinary Shares in issue and shall be shared equally amongst the Holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, C1 Ordinary Shares and D Ordinary Shares as if they were one class.</p>	

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

5

Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Deferred	
Prescribed particulars	<p>Voting: The holders of Deferred Shares shall not have any voting rights in respect of any Deferred Shares nor any rights to receive notice of or attend or speak at any general meetings of the Company.</p> <p>Dividend: The holders of Deferred Shares shall not be entitled to receive any dividend.</p> <p>Return of capital/Winding up: The Deferred Shares shall have no right to participate in the assets of the Company on a winding up or other return of capital until the Holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, Cl Ordinary Shares, D Ordinary Shares, Dl Ordinary Shares and E Ordinary Shares shall have each received the sum of £10,000,000 for each such share held by them, in which case the Holders of the Deferred Shares shall receive £1 for each Deferred Share held by them</p>	