

**Return of Allotment of Shares**Company Name: **Oxford Nanopore Technologies Limited**Company Number: **05386273**Received for filing in Electronic Format on the: **01/05/2014**

X36ZN6YZ

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	09/04/2014	09/04/2014

Class of Shares: ORDINARY**Currency: GBP**Number allotted **660**Nominal value of each share **0.001**Amount paid: **1.335**Amount unpaid: **0.0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	810000
	SHARES	Aggregate nominal value:	4050
Currency:	GBP	Amount paid per share	0.005
		Amount unpaid per share	0

Prescribed particulars

THE A SHARES ARE NOT LIABLE TO BE REDEEMED. THE HOLDERS OF THE A SHARES ARE ENTITLED TO VOTE AT GENERAL MEETINGS. THE HOLDERS OF THE A SHARES ARE NOT ENTITLED TO PARTICIPATE IN DIVIDENDS PAID BY THE COMPANY UNLESS SUCH PARTICIPATION IS APPROVED BY THE DIRECTORS IN THEIR ABSOLUTE DISCRETION. AS REGARDS CAPITAL: ON AND WITH EFFECT FROM: (1) THE TRANSFER, IN A SINGLE TRANSACTION OR IN A SERIES OF RELATED TRANSACTIONS, OF ALL OR SUBSTANTIALLY ALL OF THE TRADE AND ASSETS OF THE COMPANY AND ITS SUBSIDIARIES ("THE GROUP") TO ANY PERSON IN CIRCUMSTANCES WHERE ALL OR A MAJORITY OF THE PROCEEDS OF SUCH TRANSFER ARE SUBSEQUENTLY DISTRIBUTED TO MEMBERS (A "DISPOSAL"); OR (2) ANY RETURN OF CAPITAL OF THE COMPANY RESULTING FROM ANY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY, WHETHER VOLUNTARY OR INVOLUNTARY OR ANY OTHER RETURN OF CAPITAL OF THE COMPANY NOT RESULTING FROM A DISPOSAL (A "LIQUIDATION EVENT") THEN, PROVIDED THAT: (A) THE DISPOSAL OR LIQUIDATION EVENT OCCURS BY 29 JANUARY 2015; AND (B) IN THE CASE OF A DISPOSAL, THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY EXCEEDS £160M (OR ANY EQUIVALENT VALUE IN A CURRENCY OTHER THAN POUND STERLING), THE HOLDERS OF THE A SHARES WILL BE ENTITLED TO RECEIVE A PROPORTION OF THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS (THE "A SHARE PROCEEDS") CALCULATED IN ACCORDANCE WITH THE FORMULA SET OUT BELOW AND THE HOLDERS OF THE ORDINARY SHARES WILL BE ENTITLED TO THE BALANCE OF SUCH AMOUNT. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS SHALL BE CALCULATED BY THE DIRECTORS OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS BY APPLYING THE FORMULA BELOW. $Y = [(X - 125M) / (A + B)] \times B$ BUT "Y"="D" WHERE: "Y"=THE TOTAL AMOUNT OF THE A SHARE PROCEEDS "X"=THE VALUE OF THE COMPANY AS DETERMINED BY THE DIRECTORS IN THEIR REASONABLE EXPECTATION AS AT THE DATE ON WHICH THE DISPOSAL OR LIQUIDATION EVENT BECOMES OR IS TO BECOME EFFECTIVE BASED ON

THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL OR LIQUIDATION EVENT BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY. "A"=THE AGGREGATE OF (I) THE NUMBER OF ORDINARY SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT; AND (II) THE NUMBER OF ORDINARY SHARES WHICH WOULD BE ISSUED IF ALL OPTIONS REMAINING UNDER ANY SHARE OPTION SCHEME ESTABLISHED BY THE COMPANY WHICH IS AN "EMPLOYEES' SHARE SCHEME" WITHIN THE MEANING OF SECTION 1166 OF THE COMPANIES ACT 2006 OR WOULD BE BUT FOR THE ABILITY OF CONSULTANTS AND/OR NON EXECUTIVE DIRECTORS TO PARTICIPATE THEREIN WHICH ARE CAPABLE OF BEING EXERCISED AT SUCH DISPOSAL OR LIQUIDATION EVENT WERE EXERCISED IN FULL "B"=THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT "D"=(E-1.5)XBX0.5 "E"=Z/(A+0.5B) "Z"=X+(0.5BX1.5) THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IF THE AMOUNT OF "X" DOES NOT EXCEED £125M. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS (SHOWN AS "Y") SHALL BE CAPPED AT THE AMOUNT OF "D". IF A DISPOSAL OR LIQUIDATION EVENT DOES NOT OCCUR BY 29TH JANUARY 2015 THE DIRECTORS OF THE COMPANY ARE OBLIGED, BY WRITTEN NOTICE TO THE HOLDERS OF THE A SHARES, TO CONVERT ALL THE A SHARES IN ISSUE TO DEFERRED SHARES AND WITHOUT ANY FURTHER ACTION REQUIRED, ALL SUCH A SHARES SHALL BE AUTOMATICALLY CONVERTED INTO DEFERRED SHARES. THE ENTITLEMENT OF HOLDERS OF ANY DEFERRED SHARES TO PARTICIPATION ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY SHALL BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID UP ON SUCH DEFERRED SHARES TO A MAX. OF 5 PENCE PER DEFERRED SHARE AND SUCH ENTITLEMENT SHALL TAKE PLACE ONLY AFTER EACH OF THE MEMBERS HAS RECEIVED HIS ENTITLED SUM CALCULATED PURSUANT TO ARTICLE 5.3.4(B) PLUS THE PAYMENT IN CASH OF £1M. HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY OTHER RETURN OF CAPITAL OR RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY

Class of Shares:	ORDINARY	Number allotted	5721000
Currency:	GBP	Aggregate nominal value:	5721
		Amount paid per share	0.001
		Amount unpaid per share	0

Prescribed particulars

THE ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO VOTE AT GENERAL MEETINGS. THE HOLDERS OF

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LIQUIDATION EVENT "D"= (E-1.5) X B X 0.5 "E"= Z/(A + 0.5B) "Z"= X+(0.5B X 1.5) THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IF THE AMOUNT OF "X" DOES NOT EXCEED £125,000,000. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS (SHOWN AS "Y") SHALL BE CAPPED AT THE AMOUNT OF "B". IF A DISPOSAL OR LIQUIDATION EVENT DOES NOT OCCUR BY 29TH JANUARY 2015 THE DIRECTORS OF THE COMPANY ARE OBLIGED, BY WRITTEN NOTICE TO THE HOLDERS OF THE A SHARES, TO CONVERT ALL THE A SHARES IN ISSUE TO DEFERRED SHARES AND WITHOUT ANY FURTHER ACTION REQUIRED, ALL SUCH A SHARES SHALL BE AUTOMATICALLY CONVERTED INTO DEFERRED SHARES. THE ENTITLEMENT OF HOLDERS OF ANY DEFERRED SHARES TO PARTICIPATION ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY SHALL BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID UP ON SUCH DEFERRED SHARES TO A MAXIMUM OF 5 PENCE PER DEFERRED SHARE AND SUCH ENTITLEMENT SHALL TAKE PLACE ONLY AFTER EACH OF THE MEMBERS HAS RECEIVED HIS ENTITLED SUM CALCULATED PURSUANT TO ARTICLE 5.3.4(B) PLUS THE PAYMENT IN CASH OF £1 MILLION. HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY OTHER RETURN OF CAPITAL OR RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY.

Class of Shares:	ORDINARY	Number allotted	60000
Currency:	GBP	Aggregate nominal value:	60
		Amount paid per share	0.5
		Amount unpaid per share	0

Prescribed particulars

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PROVIDED THAT: (A) THE DISPOSAL OR LIQUIDATION EVENT OCCURS BY 29 JANUARY 2015; AND (B) IN THE CASE OF A DISPOSAL, THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY EXCEEDS £160 MILLION (OR ANY EQUIVALENT VALUE IN A CURRENCY OTHER THAN POUND STERLING) THE HOLDERS OF THE A SHARES WILL BE ENTITLED TO RECEIVE A PROPORTION OF THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS (THE 'A SHARE PROCEEDS') CALCULATED IN ACCORDANCE WITH THE FORMULA SET OUT BELOW AND THE HOLDERS OF THE ORDINARY SHARES WILL BE ENTITLED TO THE BALANCE OF SUCH AMOUNT. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS SHALL BE CALCULATED BY THE DIRECTORS OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS BY APPLYING THE FORMULA BELOW. $Y = [(X-125,000,000)/(A+B)]XB$ BUT "Y" = D WHERE: "Y"= THE TOTAL AMOUNT OF THE A SHARE PROCEEDS "X"= THE VALUE OF THE COMPANY AS DETERMINED BY THE DIRECTORS IN THEIR REASONABLE EXPECTATION AS AT THE DATE ON WHICH THE DISPOSAL OR LIQUIDATION EVENT BECOMES OR IS TO BECOME EFFECTIVE BASED ON THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL OR LIQUIDATION EVENT BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY. "A" = THE AGGREGATE OF (I) THE NUMBER OF ORDINARY SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT; AND (II) THE NUMBER OF ORDINARY SHARES WHICH WOULD BE ISSUED IF ALL OPTIONS REMAINING UNDER ANY SHARE OPTION SCHEME ESTABLISHED BY THE COMPANY WHICH IS AN "EMPLOYEES' SHARE SCHEME" WITHIN THE MEANING OF SECTION 1166 OF THE COMPANIES ACT 2006 OR WOULD BE BUT FOR THE ABILITY OF CONSULTANTS AND/OR NON EXECUTIVE DIRECTORS TO PARTICIPATE THEREIN WHICH ARE CAPABLE OF BEING EXERCISED AT SUCH DISPOSAL OR LIQUIDATION EVENT WERE EXERCISED IN FULL "B" = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT "D"= $(E-1.5) \times B \times 0.5$ "E"= $Z/(A + 0.5B)$ "Z"= $X+(0.5B \times 1.5)$ THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IF THE AMOUNT OF "X" DOES NOT EXCEED £125,000,000. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS (SHOWN AS "Y") SHALL BE CAPPED AT THE AMOUNT OF "B". IF A DISPOSAL OR LIQUIDATION EVENT DOES NOT OCCUR BY 29TH JANUARY 2015 THE DIRECTORS OF THE COMPANY ARE OBLIGED, BY WRITTEN NOTICE TO THE HOLDERS OF THE A SHARES, TO CONVERT ALL THE A SHARES IN ISSUE TO DEFERRED SHARES AND WITHOUT ANY FURTHER ACTION REQUIRED, ALL SUCH A SHARES SHALL BE AUTOMATICALLY CONVERTED INTO DEFERRED SHARES. THE ENTITLEMENT OF HOLDERS OF ANY DEFERRED SHARES TO PARTICIPATION ON A RETURN OF CAPITAL ON A WINDING

UP OF THE COMPANY SHALL BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID UP ON SUCH DEFERRED SHARES TO A MAXIMUM OF 5 PENCE PER DEFERRED SHARE AND SUCH ENTITLEMENT SHALL TAKE PLACE ONLY AFTER EACH OF THE MEMBERS HAS RECEIVED HIS ENTITLED SUM CALCULATED PURSUANT TO ARTICLE 5.3.4(B) PLUS THE PAYMENT IN CASH OF £1 MILLION. HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY OTHER RETURN OF CAPITAL OR RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY.

Class of Shares:	ORDINARY	Number allotted	235720
Currency:	GBP	Aggregate nominal value:	235.72
		Amount paid per share	0.7
		Amount unpaid per share	0

Prescribed particulars

THE ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO VOTE AT GENERAL MEETINGS. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO PARTICIPATE IN DIVIDENDS PAID BY THE COMPANY. AS REGARDS CAPITAL: ON AND WITH EFFECT FROM: (1) THE TRANSFER, IN A SINGLE TRANSACTION OR IN A SERIES OF RELATED TRANSACTIONS, OF ALL OR SUBSTANTIALLY ALL OF THE TRADE AND ASSETS OF THE COMPANY AND ITS SUBSIDIARIES ("THE GROUP") TO ANY PERSON IN CIRCUMSTANCES WHERE ALL OR A MAJORITY OF THE PROCEEDS OF SUCH TRANSFER ARE SUBSEQUENTLY DISTRIBUTED TO MEMBERS (A DISPOSAL'); OR (2) ANY RETURN OF CAPITAL OF THE COMPANY RESULTING FROM ANY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY, WHETHER VOLUNTARY OR INVOLUNTARY OR ANY OTHER RETURN OF CAPITAL OF THE COMPANY NOT RESULTING FROM A DISPOSAL (A "LIQUIDATION EVENT") THEN, PROVIDED THAT: (A) THE DISPOSAL OR LIQUIDATION EVENT OCCURS BY 29 JANUARY 2015; AND (B) IN THE CASE OF A DISPOSAL, THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY EXCEEDS £160 MILLION (OR ANY EQUIVALENT VALUE IN A CURRENCY OTHER THAN POUND STERLING) THE HOLDERS OF THE A SHARES WILL BE ENTITLED TO RECEIVE A PROPORTION OF THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS (THE 'A SHARE PROCEEDS') CALCULATED IN ACCORDANCE WITH THE FORMULA SET OUT BELOW AND THE HOLDERS OF THE ORDINARY SHARES WILL BE ENTITLED TO THE BALANCE OF SUCH AMOUNT. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS SHALL BE CALCULATED BY

THE DIRECTORS OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS BY APPLYING THE FORMULA BELOW. $Y = [(X-125,000,000)/(A+B)]XB$ BUT "Y" = D WHERE: "Y"= THE TOTAL AMOUNT OF THE A SHARE PROCEEDS "X"= THE VALUE OF THE COMPANY AS DETERMINED BY THE DIRECTORS IN THEIR REASONABLE EXPECTATION AS AT THE DATE ON WHICH THE DISPOSAL OR LIQUIDATION EVENT BECOMES OR IS TO BECOME EFFECTIVE BASED ON THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL OR LIQUIDATION EVENT BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY. "A" = THE AGGREGATE OF (I) THE NUMBER OF ORDINARY SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT; AND (II) THE NUMBER OF ORDINARY SHARES WHICH WOULD BE ISSUED IF ALL OPTIONS REMAINING UNDER ANY SHARE OPTION SCHEME ESTABLISHED BY THE COMPANY WHICH IS AN "EMPLOYEES' SHARE SCHEME" WITHIN THE MEANING OF SECTION 1166 OF THE COMPANIES ACT 2006 OR WOULD BE BUT FOR THE ABILITY OF CONSULTANTS AND/OR NON EXECUTIVE DIRECTORS TO PARTICIPATE THEREIN WHICH ARE CAPABLE OF BEING EXERCISED AT SUCH DISPOSAL OR LIQUIDATION EVENT WERE EXERCISED IN FULL "B" = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT "D"= $(E-1.5) \times B \times 0.5$ "E"= $Z/(A + 0.5B)$ "Z"= $X+(0.5B \times 1.5)$ THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IF THE AMOUNT OF "X" DOES NOT EXCEED £125,000,000. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS (SHOWN AS "Y") SHALL BE CAPPED AT THE AMOUNT OF "B". IF A DISPOSAL OR LIQUIDATION EVENT DOES NOT OCCUR BY 29TH JANUARY 2015 THE DIRECTORS OF THE COMPANY ARE OBLIGED, BY WRITTEN NOTICE TO THE HOLDERS OF THE A SHARES, TO CONVERT ALL THE A SHARES IN ISSUE TO DEFERRED SHARES AND WITHOUT ANY FURTHER ACTION REQUIRED, ALL SUCH A SHARES SHALL BE AUTOMATICALLY CONVERTED INTO DEFERRED SHARES. THE ENTITLEMENT OF HOLDERS OF ANY DEFERRED SHARES TO PARTICIPATION ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY SHALL BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID UP ON SUCH DEFERRED SHARES TO A MAXIMUM OF 5 PENCE PER DEFERRED SHARE AND SUCH ENTITLEMENT SHALL TAKE PLACE ONLY AFTER EACH OF THE MEMBERS HAS RECEIVED HIS ENTITLED SUM CALCULATED PURSUANT TO ARTICLE 5.3.4(B) PLUS THE PAYMENT IN CASH OF £1 MILLION. HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY OTHER RETURN OF CAPITAL OR RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY.

Class of Shares: ORDINARY

Number allotted

14690

Currency:	GBP	Aggregate nominal value:	14.69
		Amount paid per share	1.15
		Amount unpaid per share	0

Prescribed particulars

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Class of Shares:	ORDINARY	Number allotted	158040
Currency:	GBP	Aggregate nominal value:	158.04
		Amount paid per share	1.335
		Amount unpaid per share	0

Prescribed particulars

THE ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO VOTE AT GENERAL MEETINGS. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO PARTICIPATE IN DIVIDENDS PAID BY THE COMPANY. AS REGARDS CAPITAL: ON AND WITH EFFECT FROM: (1) THE TRANSFER, IN A SINGLE TRANSACTION OR IN A SERIES OF RELATED TRANSACTIONS, OF ALL OR SUBSTANTIALLY ALL OF THE TRADE AND ASSETS OF THE COMPANY AND ITS

SUBSIDIARIES ("THE GROUP") TO ANY PERSON IN CIRCUMSTANCES WHERE ALL OR A MAJORITY OF THE PROCEEDS OF SUCH TRANSFER ARE SUBSEQUENTLY DISTRIBUTED TO MEMBERS (A DISPOSAL'); OR (2) ANY RETURN OF CAPITAL OF THE COMPANY RESULTING FROM ANY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY, WHETHER VOLUNTARY OR INVOLUNTARY OR ANY OTHER RETURN OF CAPITAL OF THE COMPANY NOT RESULTING FROM A DISPOSAL (A "LIQUIDATION EVENT") THEN, PROVIDED THAT: (A) THE DISPOSAL OR LIQUIDATION EVENT OCCURS BY 29 JANUARY 2015; AND (B) IN THE CASE OF A DISPOSAL, THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY EXCEEDS £160 MILLION (OR ANY EQUIVALENT VALUE IN A CURRENCY OTHER THAN POUND STERLING) THE HOLDERS OF THE A SHARES WILL BE ENTITLED TO RECEIVE A PROPORTION OF THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS (THE 'A SHARE PROCEEDS') CALCULATED IN ACCORDANCE WITH THE FORMULA SET OUT BELOW AND THE HOLDERS OF THE ORDINARY SHARES WILL BE ENTITLED TO THE BALANCE OF SUCH AMOUNT. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS SHALL BE CALCULATED BY THE DIRECTORS OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS BY APPLYING THE FORMULA BELOW. $Y = [(X-125,000,000)/(A+B)]XB$ BUT "Y" = D WHERE: "Y"= THE TOTAL AMOUNT OF THE A SHARE PROCEEDS "X"= THE VALUE OF THE COMPANY AS DETERMINED BY THE DIRECTORS IN THEIR REASONABLE EXPECTATION AS AT THE DATE ON WHICH THE DISPOSAL OR LIQUIDATION EVENT BECOMES OR IS TO BECOME EFFECTIVE BASED ON THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL OR LIQUIDATION EVENT BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY. "A" = THE AGGREGATE OF (I) THE NUMBER OF ORDINARY SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT; AND (II) THE NUMBER OF ORDINARY SHARES WHICH WOULD BE ISSUED IF ALL OPTIONS REMAINING UNDER ANY SHARE OPTION SCHEME ESTABLISHED BY THE COMPANY WHICH IS AN "EMPLOYEES' SHARE SCHEME" WITHIN THE MEANING OF SECTION 1166 OF THE COMPANIES ACT 2006 OR WOULD BE BUT FOR THE ABILITY OF CONSULTANTS AND/OR NON EXECUTIVE DIRECTORS TO PARTICIPATE THEREIN WHICH ARE CAPABLE OF BEING EXERCISED AT SUCH DISPOSAL OR LIQUIDATION EVENT WERE EXERCISED IN FULL "B" = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT "D"= $(E-1.5) \times B \times 0.5$ "E"= $Z/(A + 0.5B)$ "Z"= $X+(0.5B \times 1.5)$ THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IF THE AMOUNT OF "X" DOES NOT EXCEED £125,000,000. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS (SHOWN AS "Y") SHALL BE CAPPED AT THE AMOUNT OF "B". IF

A DISPOSAL OR LIQUIDATION EVENT DOES NOT OCCUR BY 29TH JANUARY 2015 THE DIRECTORS OF THE COMPANY ARE OBLIGED, BY WRITTEN NOTICE TO THE HOLDERS OF THE A SHARES, TO CONVERT ALL THE A SHARES IN ISSUE TO DEFERRED SHARES AND WITHOUT ANY FURTHER ACTION REQUIRED, ALL SUCH A SHARES SHALL BE AUTOMATICALLY CONVERTED INTO DEFERRED SHARES. THE ENTITLEMENT OF HOLDERS OF ANY DEFERRED SHARES TO PARTICIPATION ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY SHALL BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID UP ON SUCH DEFERRED SHARES TO A MAXIMUM OF 5 PENCE PER DEFERRED SHARE AND SUCH ENTITLEMENT SHALL TAKE PLACE ONLY AFTER EACH OF THE MEMBERS HAS RECEIVED HIS ENTITLED SUM CALCULATED PURSUANT TO ARTICLE 5.3.4(B) PLUS THE PAYMENT IN CASH OF £1 MILLION. HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY OTHER RETURN OF CAPITAL OR RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY.

Class of Shares:	ORDINARY	Number allotted	1320
Currency:	GBP	Aggregate nominal value:	1.32
		Amount paid per share	2.6
		Amount unpaid per share	0

Prescribed particulars

THE ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO VOTE AT GENERAL MEETINGS. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO PARTICIPATE IN DIVIDENDS PAID BY THE COMPANY. AS REGARDS CAPITAL: ON AND WITH EFFECT FROM: (1) THE TRANSFER, IN A SINGLE TRANSACTION OR IN A SERIES OF RELATED TRANSACTIONS, OF ALL OR SUBSTANTIALLY ALL OF THE TRADE AND ASSETS OF THE COMPANY AND ITS SUBSIDIARIES ("THE GROUP") TO ANY PERSON IN CIRCUMSTANCES WHERE ALL OR A MAJORITY OF THE PROCEEDS OF SUCH TRANSFER ARE SUBSEQUENTLY DISTRIBUTED TO MEMBERS (A DISPOSAL'); OR (2) ANY RETURN OF CAPITAL OF THE COMPANY RESULTING FROM ANY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY, WHETHER VOLUNTARY OR INVOLUNTARY OR ANY OTHER RETURN OF CAPITAL OF THE COMPANY NOT RESULTING FROM A DISPOSAL (A "LIQUIDATION EVENT") THEN, PROVIDED THAT: (A) THE DISPOSAL OR LIQUIDATION EVENT OCCURS BY 29 JANUARY 2015; AND (B) IN THE CASE OF A DISPOSAL, THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY EXCEEDS £160

MILLION (OR ANY EQUIVALENT VALUE IN A CURRENCY OTHER THAN POUND STERLING) THE HOLDERS OF THE A SHARES WILL BE ENTITLED TO RECEIVE A PROPORTION OF THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS (THE 'A SHARE PROCEEDS') CALCULATED IN ACCORDANCE WITH THE FORMULA SET OUT BELOW AND THE HOLDERS OF THE ORDINARY SHARES WILL BE ENTITLED TO THE BALANCE OF SUCH AMOUNT. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS SHALL BE CALCULATED BY THE DIRECTORS OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS BY APPLYING THE FORMULA BELOW. $Y = [(X-125,000,000)/(A+B)]XB$ BUT "Y" = D WHERE: "Y"= THE TOTAL AMOUNT OF THE A SHARE PROCEEDS "X"= THE VALUE OF THE COMPANY AS DETERMINED BY THE DIRECTORS IN THEIR REASONABLE EXPECTATION AS AT THE DATE ON WHICH THE DISPOSAL OR LIQUIDATION EVENT BECOMES OR IS TO BECOME EFFECTIVE BASED ON THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL OR LIQUIDATION EVENT BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY. "A" = THE AGGREGATE OF (I) THE NUMBER OF ORDINARY SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT; AND (II) THE NUMBER OF ORDINARY SHARES WHICH WOULD BE ISSUED IF ALL OPTIONS REMAINING UNDER ANY SHARE OPTION SCHEME ESTABLISHED BY THE COMPANY WHICH IS AN "EMPLOYEES' SHARE SCHEME" WITHIN THE MEANING OF SECTION 1166 OF THE COMPANIES ACT 2006 OR WOULD BE BUT FOR THE ABILITY OF CONSULTANTS AND/OR NON EXECUTIVE DIRECTORS TO PARTICIPATE THEREIN WHICH ARE CAPABLE OF BEING EXERCISED AT SUCH DISPOSAL OR LIQUIDATION EVENT WERE EXERCISED IN FULL "B" = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT "D"= $(E-1.5) \times B \times 0.5$ "E"= $Z/(A + 0.5B)$ "Z"= $X+(0.5B \times 1.5)$ THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IF THE AMOUNT OF "X" DOES NOT EXCEED £125,000,000. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS (SHOWN AS "Y") SHALL BE CAPPED AT THE AMOUNT OF "B". IF A DISPOSAL OR LIQUIDATION EVENT DOES NOT OCCUR BY 29TH JANUARY 2015 THE DIRECTORS OF THE COMPANY ARE OBLIGED, BY WRITTEN NOTICE TO THE HOLDERS OF THE A SHARES, TO CONVERT ALL THE A SHARES IN ISSUE TO DEFERRED SHARES AND WITHOUT ANY FURTHER ACTION REQUIRED, ALL SUCH A SHARES SHALL BE AUTOMATICALLY CONVERTED INTO DEFERRED SHARES. THE ENTITLEMENT OF HOLDERS OF ANY DEFERRED SHARES TO PARTICIPATION ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY SHALL BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID UP ON SUCH DEFERRED SHARES TO A MAXIMUM OF 5 PENCE PER DEFERRED SHARE AND SUCH ENTITLEMENT SHALL TAKE PLACE ONLY AFTER EACH OF THE MEMBERS HAS RECEIVED HIS ENTITLED SUM CALCULATED PURSUANT TO ARTICLE 5.3.4(B) PLUS THE PAYMENT IN

CASH OF £1 MILLION. HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY OTHER RETURN OF CAPITAL OR RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY.

Class of Shares:	ORDINARY	Number allotted	2152740
Currency:	GBP	Aggregate nominal value:	2152.74
		Amount paid per share	3.5
		Amount unpaid per share	0

Prescribed particulars

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THE DISPOSAL OR LIQUIDATION EVENT BECOMES OR IS TO BECOME EFFECTIVE BASED ON THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL OR LIQUIDATION EVENT BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY. "A" = THE AGGREGATE OF (I) THE NUMBER OF ORDINARY SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT; AND (II) THE NUMBER OF ORDINARY SHARES WHICH WOULD BE ISSUED IF ALL OPTIONS REMAINING UNDER ANY SHARE OPTION SCHEME ESTABLISHED BY THE COMPANY WHICH IS AN "EMPLOYEES' SHARE SCHEME" WITHIN THE MEANING OF SECTION 1166 OF THE COMPANIES ACT 2006 OR WOULD BE BUT FOR THE ABILITY OF CONSULTANTS AND/OR NON EXECUTIVE DIRECTORS TO PARTICIPATE THEREIN WHICH ARE CAPABLE OF BEING EXERCISED AT SUCH DISPOSAL OR LIQUIDATION EVENT WERE EXERCISED IN FULL "B" = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT "D"= $(E-1.5) \times B \times 0.5$ "E"= $Z/(A + 0.5B)$ "Z"= $X+(0.5B \times 1.5)$ THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IF THE AMOUNT OF "X" DOES NOT EXCEED £125,000,000. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS (SHOWN AS "Y") SHALL BE CAPPED AT THE AMOUNT OF "B". IF A DISPOSAL OR LIQUIDATION EVENT DOES NOT OCCUR BY 29TH JANUARY 2015 THE DIRECTORS OF THE COMPANY ARE OBLIGED, BY WRITTEN NOTICE TO THE HOLDERS OF THE A SHARES, TO CONVERT ALL THE A SHARES IN ISSUE TO DEFERRED SHARES AND WITHOUT ANY FURTHER ACTION REQUIRED, ALL SUCH A SHARES SHALL BE AUTOMATICALLY CONVERTED INTO DEFERRED SHARES. THE ENTITLEMENT OF HOLDERS OF ANY DEFERRED SHARES TO PARTICIPATION ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY SHALL BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID UP ON SUCH DEFERRED SHARES TO A MAXIMUM OF 5 PENCE PER DEFERRED SHARE AND SUCH ENTITLEMENT SHALL TAKE PLACE ONLY AFTER EACH OF THE MEMBERS HAS RECEIVED HIS ENTITLED SUM CALCULATED PURSUANT TO ARTICLE 5.3.4(B) PLUS THE PAYMENT IN CASH OF £1 MILLION. HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY OTHER RETURN OF CAPITAL OR RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY.

Class of Shares:	ORDINARY	Number allotted	1758420
Currency:	GBP	Aggregate nominal value:	1758.42
		Amount paid per share	5.744
		Amount unpaid per share	0

Prescribed particulars

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BEING EXERCISED AT SUCH DISPOSAL OR LIQUIDATION EVENT WERE EXERCISED IN FULL "B" = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT "D"= (E-1.5) X B X 0.5 "E"= Z/(A + 0.5B) "Z"= X+(0.5B X 1.5) THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IF THE AMOUNT OF "X" DOES NOT EXCEED £125,000,000. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS (SHOWN AS "Y") SHALL BE CAPPED AT THE AMOUNT OF "B". IF A DISPOSAL OR LIQUIDATION EVENT DOES NOT OCCUR BY 29TH JANUARY 2015 THE DIRECTORS OF THE COMPANY ARE OBLIGED, BY WRITTEN NOTICE TO THE HOLDERS OF THE A SHARES, TO CONVERT ALL THE A SHARES IN ISSUE TO DEFERRED SHARES AND WITHOUT ANY FURTHER ACTION REQUIRED, ALL SUCH A SHARES SHALL BE AUTOMATICALLY CONVERTED INTO DEFERRED SHARES. THE ENTITLEMENT OF HOLDERS OF ANY DEFERRED SHARES TO PARTICIPATION ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY SHALL BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID UP ON SUCH DEFERRED SHARES TO A MAXIMUM OF 5 PENCE PER DEFERRED SHARE AND SUCH ENTITLEMENT SHALL TAKE PLACE ONLY AFTER EACH OF THE MEMBERS HAS RECEIVED HIS ENTITLED SUM CALCULATED PURSUANT TO ARTICLE 5.3.4(B) PLUS THE PAYMENT IN CASH OF £1 MILLION. HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY OTHER RETURN OF CAPITAL OR RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY.

Class of Shares:	ORDINARY	Number allotted	315270
Currency:	GBP	Aggregate nominal value:	315.27
		Amount paid per share	6.676851
		Amount unpaid per share	0

Prescribed particulars

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WHETHER VOLUNTARY OR INVOLUNTARY OR ANY OTHER RETURN OF CAPITAL OF THE COMPANY NOT RESULTING FROM A DISPOSAL (A "LIQUIDATION EVENT") THEN, PROVIDED THAT: (A) THE DISPOSAL OR LIQUIDATION EVENT OCCURS BY 29 JANUARY 2015; AND (B) IN THE CASE OF A DISPOSAL, THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY EXCEEDS £160 MILLION (OR ANY EQUIVALENT VALUE IN A CURRENCY OTHER THAN POUND STERLING) THE HOLDERS OF THE A SHARES WILL BE ENTITLED TO RECEIVE A PROPORTION OF THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS (THE 'A SHARE PROCEEDS') CALCULATED IN ACCORDANCE WITH THE FORMULA SET OUT BELOW AND THE HOLDERS OF THE ORDINARY SHARES WILL BE ENTITLED TO THE BALANCE OF SUCH AMOUNT. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS SHALL BE CALCULATED BY THE DIRECTORS OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS BY APPLYING THE FORMULA BELOW. $Y = [(X-125,000,000)/(A+B)]XB$ BUT "Y" = D WHERE: "Y"= THE TOTAL AMOUNT OF THE A SHARE PROCEEDS "X"= THE VALUE OF THE COMPANY AS DETERMINED BY THE DIRECTORS IN THEIR REASONABLE EXPECTATION AS AT THE DATE ON WHICH THE DISPOSAL OR LIQUIDATION EVENT BECOMES OR IS TO BECOME EFFECTIVE BASED ON THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL OR LIQUIDATION EVENT BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY. "A" = THE AGGREGATE OF (I) THE NUMBER OF ORDINARY SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT; AND (II) THE NUMBER OF ORDINARY SHARES WHICH WOULD BE ISSUED IF ALL OPTIONS REMAINING UNDER ANY SHARE OPTION SCHEME ESTABLISHED BY THE COMPANY WHICH IS AN "EMPLOYEES' SHARE SCHEME" WITHIN THE MEANING OF SECTION 1166 OF THE COMPANIES ACT 2006 OR WOULD BE BUT FOR THE ABILITY OF CONSULTANTS AND/OR NON EXECUTIVE DIRECTORS TO PARTICIPATE THEREIN WHICH ARE CAPABLE OF BEING EXERCISED AT SUCH DISPOSAL OR LIQUIDATION EVENT WERE EXERCISED IN FULL "B" = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT "D"= $(E-1.5) \times B \times 0.5$ "E"= $Z/(A + 0.5B)$ "Z"= $X+(0.5B \times 1.5)$ THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IF THE AMOUNT OF "X" DOES NOT EXCEED £125,000,000. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS (SHOWN AS "Y") SHALL BE CAPPED AT THE AMOUNT OF "B". IF A DISPOSAL OR LIQUIDATION EVENT DOES NOT OCCUR BY 29TH JANUARY 2015 THE DIRECTORS OF THE COMPANY ARE OBLIGED, BY WRITTEN NOTICE TO THE HOLDERS OF THE A SHARES, TO CONVERT ALL THE A SHARES IN ISSUE TO DEFERRED SHARES AND WITHOUT ANY FURTHER ACTION REQUIRED, ALL SUCH A SHARES SHALL BE

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Class of Shares:	ORDINARY	Number allotted	1772320
Currency:	GBP	Aggregate nominal value:	1772.32
		Amount paid per share	6.676865
		Amount unpaid per share	0

Prescribed particulars

THE ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO VOTE AT GENERAL MEETINGS. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO PARTICIPATE IN DIVIDENDS PAID BY THE COMPANY. AS REGARDS CAPITAL: ON AND WITH EFFECT FROM: (1) THE TRANSFER, IN A SINGLE TRANSACTION OR IN A SERIES OF RELATED TRANSACTIONS, OF ALL OR SUBSTANTIALLY ALL OF THE TRADE AND ASSETS OF THE COMPANY AND ITS SUBSIDIARIES (“THE GROUP”) TO ANY PERSON IN CIRCUMSTANCES WHERE ALL OR A MAJORITY OF THE PROCEEDS OF SUCH TRANSFER ARE SUBSEQUENTLY DISTRIBUTED TO MEMBERS (A DISPOSAL’); OR (2) ANY RETURN OF CAPITAL OF THE COMPANY RESULTING FROM ANY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY, WHETHER VOLUNTARY OR INVOLUNTARY OR ANY OTHER RETURN OF CAPITAL OF THE COMPANY NOT RESULTING FROM A DISPOSAL (A “LIQUIDATION EVENT”) THEN, PROVIDED THAT: (A) THE DISPOSAL OR LIQUIDATION EVENT OCCURS BY 29 JANUARY 2015; AND (B) IN THE CASE OF A DISPOSAL, THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY EXCEEDS £160 MILLION (OR ANY EQUIVALENT VALUE IN A CURRENCY OTHER THAN POUND STERLING) THE HOLDERS OF THE A SHARES WILL BE ENTITLED TO RECEIVE A PROPORTION OF THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS (THE ‘A SHARE PROCEEDS’) CALCULATED IN ACCORDANCE WITH THE FORMULA SET OUT BELOW AND

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Class of Shares:	ORDINARY	Number allotted	2383990
Currency:	GBP	Aggregate nominal value:	2383.99
		Amount paid per share	7.314
		Amount unpaid per share	0

Prescribed particulars

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OF ORDINARY SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT; AND (II) THE NUMBER OF ORDINARY SHARES WHICH WOULD BE ISSUED IF ALL OPTIONS REMAINING UNDER ANY SHARE OPTION SCHEME ESTABLISHED BY THE COMPANY WHICH IS AN "EMPLOYEES' SHARE SCHEME" WITHIN THE MEANING OF SECTION 1166 OF THE COMPANIES ACT 2006 OR WOULD BE BUT FOR THE ABILITY OF CONSULTANTS AND/OR NON EXECUTIVE DIRECTORS TO PARTICIPATE THEREIN WHICH ARE CAPABLE OF BEING EXERCISED AT SUCH DISPOSAL OR LIQUIDATION EVENT WERE EXERCISED IN FULL "B" = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT "D"= (E-1.5) X B X 0.5 "E"= Z/(A + 0.5B) "Z"= X+(0.5B X 1.5) THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IF THE AMOUNT OF "X" DOES NOT EXCEED £125,000,000. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS (SHOWN AS "Y") SHALL BE CAPPED AT THE AMOUNT OF "B". IF A DISPOSAL OR LIQUIDATION EVENT DOES NOT OCCUR BY 29TH JANUARY 2015 THE DIRECTORS OF THE COMPANY ARE OBLIGED, BY WRITTEN NOTICE TO THE HOLDERS OF THE A SHARES, TO CONVERT ALL THE A SHARES IN ISSUE TO DEFERRED SHARES AND WITHOUT ANY FURTHER ACTION REQUIRED, ALL SUCH A SHARES SHALL BE AUTOMATICALLY CONVERTED INTO DEFERRED SHARES. THE ENTITLEMENT OF HOLDERS OF ANY DEFERRED SHARES TO PARTICIPATION ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY SHALL BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID UP ON SUCH DEFERRED SHARES TO A MAXIMUM OF 5 PENCE PER DEFERRED SHARE AND SUCH ENTITLEMENT SHALL TAKE PLACE ONLY AFTER EACH OF THE MEMBERS HAS RECEIVED HIS ENTITLED SUM CALCULATED PURSUANT TO ARTICLE 5.3.4(B) PLUS THE PAYMENT IN CASH OF £1 MILLION. HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY OTHER RETURN OF CAPITAL OR RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY.

Class of Shares:	ORDINARY	Number allotted	2735530
Currency:	GBP	Aggregate nominal value:	2735.53
		Amount paid per share	9.139
		Amount unpaid per share	0

Prescribed particulars

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IN A SINGLE TRANSACTION OR IN A SERIES OF RELATED TRANSACTIONS, OF ALL OR SUBSTANTIALLY ALL OF THE TRADE AND ASSETS OF THE COMPANY AND ITS SUBSIDIARIES ("THE GROUP") TO ANY PERSON IN CIRCUMSTANCES WHERE ALL OR A MAJORITY OF THE PROCEEDS OF SUCH TRANSFER ARE SUBSEQUENTLY DISTRIBUTED TO MEMBERS (A DISPOSAL'); OR (2) ANY RETURN OF CAPITAL OF THE COMPANY RESULTING FROM ANY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY, WHETHER VOLUNTARY OR INVOLUNTARY OR ANY OTHER RETURN OF CAPITAL OF THE COMPANY NOT RESULTING FROM A DISPOSAL (A "LIQUIDATION EVENT") THEN, PROVIDED THAT: (A) THE DISPOSAL OR LIQUIDATION EVENT OCCURS BY 29 JANUARY 2015; AND (B) IN THE CASE OF A DISPOSAL, THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY EXCEEDS £160 MILLION (OR ANY EQUIVALENT VALUE IN A CURRENCY OTHER THAN POUND STERLING) THE HOLDERS OF THE A SHARES WILL BE ENTITLED TO RECEIVE A PROPORTION OF THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS (THE 'A SHARE PROCEEDS') CALCULATED IN ACCORDANCE WITH THE FORMULA SET OUT BELOW AND THE HOLDERS OF THE ORDINARY SHARES WILL BE ENTITLED TO THE BALANCE OF SUCH AMOUNT. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS SHALL BE CALCULATED BY THE DIRECTORS OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS BY APPLYING THE FORMULA BELOW. $Y = [(X-125,000,000)/(A+B)]XB$ BUT "Y" = D WHERE: "Y"= THE TOTAL AMOUNT OF THE A SHARE PROCEEDS "X"= THE VALUE OF THE COMPANY AS DETERMINED BY THE DIRECTORS IN THEIR REASONABLE EXPECTATION AS AT THE DATE ON WHICH THE DISPOSAL OR LIQUIDATION EVENT BECOMES OR IS TO BECOME EFFECTIVE BASED ON THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL OR LIQUIDATION EVENT BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY. "A" = THE AGGREGATE OF (I) THE NUMBER OF ORDINARY SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT; AND (II) THE NUMBER OF ORDINARY SHARES WHICH WOULD BE ISSUED IF ALL OPTIONS REMAINING UNDER ANY SHARE OPTION SCHEME ESTABLISHED BY THE COMPANY WHICH IS AN "EMPLOYEES' SHARE SCHEME" WITHIN THE MEANING OF SECTION 1166 OF THE COMPANIES ACT 2006 OR WOULD BE BUT FOR THE ABILITY OF CONSULTANTS AND/OR NON EXECUTIVE DIRECTORS TO PARTICIPATE THEREIN WHICH ARE CAPABLE OF BEING EXERCISED AT SUCH DISPOSAL OR LIQUIDATION EVENT WERE EXERCISED IN FULL "B" = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT "D"= $(E-1.5) \times B \times 0.5$ "E"= $Z/(A + 0.5B)$ "Z"= $X+(0.5B \times 1.5)$ THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS

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Class of Shares:	ORDINARY	Number allotted	1926460
Currency:	GBP	Aggregate nominal value:	1926.46
		Amount paid per share	16.385
		Amount unpaid per share	0

Prescribed particulars

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FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY EXCEEDS £160 MILLION (OR ANY EQUIVALENT VALUE IN A CURRENCY OTHER THAN POUND STERLING) THE HOLDERS OF THE A SHARES WILL BE ENTITLED TO RECEIVE A PROPORTION OF THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS (THE 'A SHARE PROCEEDS') CALCULATED IN ACCORDANCE WITH THE FORMULA SET OUT BELOW AND THE HOLDERS OF THE ORDINARY SHARES WILL BE ENTITLED TO THE BALANCE OF SUCH AMOUNT. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS SHALL BE CALCULATED BY THE DIRECTORS OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS BY APPLYING THE FORMULA BELOW. $Y = [(X-125,000,000)/(A+B)]XB$ BUT "Y" = D WHERE: "Y"= THE TOTAL AMOUNT OF THE A SHARE PROCEEDS "X"= THE VALUE OF THE COMPANY AS DETERMINED BY THE DIRECTORS IN THEIR REASONABLE EXPECTATION AS AT THE DATE ON WHICH THE DISPOSAL OR LIQUIDATION EVENT BECOMES OR IS TO BECOME EFFECTIVE BASED ON THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL OR LIQUIDATION EVENT BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY. "A" = THE AGGREGATE OF (I) THE NUMBER OF ORDINARY SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT; AND (II) THE NUMBER OF ORDINARY SHARES WHICH WOULD BE ISSUED IF ALL OPTIONS REMAINING UNDER ANY SHARE OPTION SCHEME ESTABLISHED BY THE COMPANY WHICH IS AN "EMPLOYEES' SHARE SCHEME" WITHIN THE MEANING OF SECTION 1166 OF THE COMPANIES ACT 2006 OR WOULD BE BUT FOR THE ABILITY OF CONSULTANTS AND/OR NON EXECUTIVE DIRECTORS TO PARTICIPATE THEREIN WHICH ARE CAPABLE OF BEING EXERCISED AT SUCH DISPOSAL OR LIQUIDATION EVENT WERE EXERCISED IN FULL "B" = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT "D"= $(E-1.5) \times B \times 0.5$ "E"= $Z/(A + 0.5B)$ "Z"= $X+(0.5B \times 1.5)$ THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IF THE AMOUNT OF "X" DOES NOT EXCEED £125,000,000. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS (SHOWN AS "Y") SHALL BE CAPPED AT THE AMOUNT OF "B". IF A DISPOSAL OR LIQUIDATION EVENT DOES NOT OCCUR BY 29TH JANUARY 2015 THE DIRECTORS OF THE COMPANY ARE OBLIGED, BY WRITTEN NOTICE TO THE HOLDERS OF THE A SHARES, TO CONVERT ALL THE A SHARES IN ISSUE TO DEFERRED SHARES AND WITHOUT ANY FURTHER ACTION REQUIRED, ALL SUCH A SHARES SHALL BE AUTOMATICALLY CONVERTED INTO DEFERRED SHARES. THE ENTITLEMENT OF HOLDERS OF ANY DEFERRED SHARES TO PARTICIPATION ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY SHALL BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID UP ON SUCH DEFERRED SHARES TO A MAXIMUM OF 5 PENCE PER DEFERRED SHARE AND SUCH

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Class of Shares:	ORDINARY	Number allotted	1626019
Currency:	GBP	Aggregate nominal value:	1626.019
		Amount paid per share	24.6
		Amount unpaid per share	0

Prescribed particulars

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Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	21671519
		Total aggregate nominal value:	24911.519

Authorisation

Authenticated

This form was authorised by one of the following:

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