

# SH01

## Return of allotment of shares



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☒ **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 subscribers  
on formation of the company or  
for an allotment of a new class of  
shares by an unlimited company.

### 1 Company details

Company number 6 0 6 1 7 6 5

Company name in full Dome Holdings Limited

→ **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 ①

From Date d0 d6 m1 m0 y2 y0 y0 y9  
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.

#### ② Currency

If currency details are not  
completed we will assume currency  
is in pound sterling.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
Preference Shares		164,989,261	£1.00	£164,989,261	nil

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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**Statement of capital**

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return.

**4 Statement of capital (Share capital in pound sterling (£))**

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Preference Shares	£1.00	nil	164,989,261	£ 164,989,261
A Ordinary Shares	£1.00	nil	1,895,482	£ 1,895,482
B Ordinary Shares	£0.01	nil	2,001,985	£ 20,019.85
Deferred Shares	£0.01	nil	204,354	£ 2,043.54
<b>Totals</b>			169,091,082	£ 166,906,806.39

**5 Statement of capital (Share capital in other currencies)**

Please complete the table below to show any class of shares held in other currencies.  
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

**6 Statement of capital (Totals)**

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares	
Total aggregate nominal value ④	

④ Total aggregate nominal value  
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

① Including both the nominal value and any share premium.

② E.g. Number of shares issued multiplied by nominal value of each share.

**Continuation Pages**  
Please use a Statement of Capital continuation page if necessary.

③ Total number of issued shares in this class.

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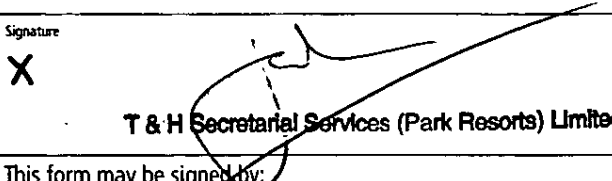
7

**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 statement of capital share tables in <b>Section 4</b> and <b>Section 5</b> .		<b>Prescribed particulars of rights attached to shares</b>  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 and any terms or conditions relating to redemption of these shares.  A separate table must be used for each class of share.  <b>Continuation page</b> Please use a Statement of Capital continuation page if necessary.
Class of share	Preference Shares		
Prescribed particulars ①	<b>Voting Rights</b> Preference Shares do not carry an entitlement to vote either on a show of hands or on a poll and whether in general meeting or written resolution or unanimous assent save with respect to matters affecting the holders of Preference Shares as a class. The class rights of the Preference Shares as set out in the Articles may only be modified, abrogated or varied in accordance with the sanction of a Preference Share Extraordinary Resolution (see continuation sheets #1-4)		
Class of share	A Ordinary Shares		
Prescribed particulars ①	<b>Voting Rights</b> At a general meeting of the Company on a show of hands every holder of A Ordinary Shares who is present shall have one vote, and on a poll every holder of A Ordinary Shares present in person, by representative or by proxy shall have one vote for every A Ordinary Share of which he is the holder provided that the holder of any A Ordinary Share shall have no vote at such general meeting arising from such holding in relation to any Key Change (see continuation sheets #5-11)		
Class of share	B Ordinary Shares		
Prescribed particulars ①	<b>Voting Rights</b> At a general meeting of the Company on a show of hands every holder of B Ordinary Shares who is present shall have one vote, and on a poll every holder of B Ordinary Shares present in person, by representative or by proxy shall have one vote for every B Ordinary Share of which he is the Holder. Where a vote is under consideration in relation to a Key Change the resolution concerned shall only be considered to be passed if (see continuation sheets #12-13)		

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**Signature**

	I am signing this form on behalf of the company.		<b>Societas Europaea</b> 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.  <b>Person authorised</b> Under either section 270 or 274 of the Companies Act 2006.
Signature	Signature  <b>T &amp; H Secretarial Services (Park Resorts) Limited</b>		
	This form may be signed by: Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.		

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### 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 **Brian Howard**

Company name **Trowers & Hamlins LLP**

Address **Sceptre Court, 40 Tower Hill**

Post town **London**

County/Region

Postcode **E C 3 N 4 D X**

Country **England**

DX **774 Lon/City**

Telephone **020 7423 8122**



### 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 appropriate sections of the Statement of Capital.
- ☐ You have signed the form.



### 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  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
DX 481 N.R. Belfast 1.



### Further information

For further information please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preference Shares	
Prescribed particulars	<p>Voting Rights (contd.)</p> <p>"Preference Share Extraordinary Resolution" means a resolution passed at a meeting of the holders of the Preference Shares duly convened and held or by consent in writing by:</p> <ul style="list-style-type: none"> <li>(a) a majority consisting of more than 50 per cent. of the persons voting at the meeting upon a show of hands; or</li> <li>(b) if a poll is demanded, by a majority consisting of more than 50 per cent. of the votes given on the poll; or</li> <li>(c) if by consent in writing, by the approval of the holders of more than 50 per cent in nominal value of the issued Preference Shares.</li> </ul> <p>In addition, no modification may be made to Articles 7.3.4, 7.3.5, 12.4.1, or 12.4.2 and no modification which would be likely materially and adversely to reduce the proportion of the overall value of the Company which at the relevant time is represented by the Preference Shares as a class or otherwise to shift value between the classes of Shares shall be made if the majority of the bank shareholders vote against the same within 21 days of the date of circulation of the proposed Preference Share Extraordinary Resolution or the notification procedure in the Articles of Association is not complied with. This does not apply: (a) with respect to any Preference Share Extraordinary Resolution or other resolution for the creation and issue of a new class of 12% redeemable non-voting cumulative preference shares ranking ahead of and in priority to the Preference Shares and the making of consequential amendments to the Articles of Association if such shares are issued for cash and each bank shareholder is given the opportunity to subscribe for the same proportion of such priority ranking new shares as it then holds in the Preference Shares and on the same terms as are then available to the Majority Shareholder; or (b) in respect of a Preference Share Extraordinary Resolution for the reinstatement of any Preference Dividend which may have been waived or reduced in accordance with Article 7.2 of the Articles of Association provided that such reinstatement applies to all the Preference Shares then in issue.</p> <p>Income Distributions</p> <p>The profits of the Company available for distribution and resolved to be distributed in respect of any financial year shall be distributed first among the holders of the Preference Shares in priority to the holders of the A Ordinary Shares and the holders of the B Ordinary Shares.</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preference Shares	
Prescribed particulars	Income Distributions (contd.)	
	<p>The profits available for distribution that are resolved to be distributed among the Company's members are firstly to be distributed to the holders of the Preference Shares, as a class, by way of a fixed cumulative preferential cash dividend of twelve per cent (12%) per annum calculated by reference to the nominal amount of each Preference Share held by each holder of the Preference Shares pro rata as nearly as may be practicable, to their respective holdings of Preference Shares accruing from and including 21 March 2007 and shall accrue to 31 March in each year thereafter on the basis of a 365 or 366 day year (as the case may be) and actual days elapsed but subject to the paragraph below in respect of dividends on the Preference Shares after March 2017 (the "Preference Dividend"). The accrued Preference Dividend on each Preference Share to and including 30 September 2009 is £0.334. The Preference Dividend shall be payable at such time as the Company may determine in its sole discretion but any unpaid Preference Dividend shall compound annually on 31 March at an interest rate of 12% per annum and shall be payable in priority to any other dividend in subsequent years.</p> <p>To the extent (i) the Preference Shares have not been redeemed on or prior to 31 March 2017 following delivery of the certificates for the Preference Shares; or (ii) any sum due and payable to the holders of the Preference Shares as a Preference Dividend or on a redemption is not paid on the due date (being, as the case may be, (a) the date that the Company resolves payment of Preference Dividends will be made, or (b) the date that the Company resolves it will redeem the Preference Shares or 31 March 2017 (if earlier) and upon due delivery of a certificate for the Preference Shares (the Due Date)) a Preference Dividend shall accrue on the amount due and unpaid at the rate of fourteen per cent. (14%) per annum compounding on a daily basis. Subject to the voting rights described above, the holders of the Preference Shares may from time to time waive the Preference Dividend due to them under the Company's Articles of Association or agree to a lower Preference Dividend on such terms as they think fit by Preference Share Extraordinary Resolution.</p>	
	Capital Distributions	
	<p>On a return of assets on liquidation, winding up or other return of capital by whatever means effected (each a "Capital Realisation"), the surplus assets of the Company available for distribution among</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preference Shares	
Prescribed particulars	<p>Capital Distributions (contd.)</p> <p>the members, after payment of all debts and satisfaction of all liabilities of the Company, shall be applied, firstly, in paying to the holders of the Preference Shares as a class and in full in priority to any payment to the holders of any other class of shares pro-rata as nearly as may be practicable to their respective holdings of Preference Shares an amount equal to the nominal value of such Preference Shares and any Preference Dividend which has accrued but is unpaid as at such date. The Preference Shares shall not entitle their holders to any further right of participation in the assets of the Company.</p> <p>Redemption</p> <p>The Preference Shares are liable to be repaid where the Company, in circumstances permitted by the 2006 Act, gives the holders of the Preference Shares not less than seven and not more than 30 days' prior written notice, to redeem all or some of the outstanding Preference Shares in amounts or in integral multiples of £100 at their nominal value together with any accrued but unpaid Preference Dividend (after deduction of tax, if applicable) up to the date specified as the redemption date in such notice of redemption (the "Redemption Notice"). Such a Redemption Notice is irrevocable. In the case of a partial redemption such redemption shall be made pro-rata amongst the holders of the Preference Shares.</p> <p>The Company may buy back any of the Preference Shares at any price: (i) by tender (available to all holders of Preference Shares alike); or (ii) private treaty or otherwise by agreement with any holder of Preference Shares who holds a minority interest in the Shares issued by the Company if that holder of Preference Shares is not a corporate member of the Investor Group or a corporate entity which is an Affiliate of the Investor Group, subject to satisfaction of the relevant stipulations of the 2006 Act.</p> <p>For these purposes "Investor Group" means all or any of GI Partners Fund II LP and GI Partners Side Fund II LP or any funds managed by GI Manager LP or GI International LP and in each case their affiliates, Dome Capital Sarl and its direct and indirect subsidiaries, GI Partners UK Limited, GI Partners Europe Limited and in each case their directors, officers and employees.</p> <p>The Company shall in any event seek to redeem all the issued Preference Shares by no later than 31 March 2017 (or in the event that day is not a business day, the immediately preceding business day) provided that such redemption is permitted by the 2006 Act and any other obligations on the Company.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preference Shares	
Prescribed particulars	<p>Redemption (contd.)</p> <p>On or before the dates for redemption so notified in each Redemption Notice, each holder of Preference Shares shall surrender to the Company the certificate for his Preference Shares (or such indemnity in lieu thereof as the Company may reasonably require) which are to be redeemed in order that it may, subject to redemption of such Preference Shares, be cancelled provided that if any certificate so surrendered includes any Preference Shares not redeemable at that time the Company shall issue to the relevant holders a fresh certificate for the balance of the Preference Shares not redeemable. On receipt thereof, the Company shall pay on each Preference Share so redeemed the nominal value of that Preference Share together with a sum equal to any Preference Dividend which has accrued but has been unpaid as at such date (after deduction of tax if applicable).</p> <p>If a holder whose Preference Shares are to be redeemed shall fail to deliver the certificate (or certificates) or indemnity in respect thereof in a form reasonably satisfactory to the directors for those Preference Shares to the Company, the Company may retain the redemption moneys. Such redemption moneys shall be paid to such holder within 10 business days of receipt of the certificate (or certificates) or indemnity in respect of the certificate (or certificates) in a form reasonably satisfactory to the directors. No person shall have a claim against the Company for any interest on any redemption moneys so retained and the Preference Dividend shall cease to accrue in respect of any Preference Shares to be redeemed.</p> <p>The Preference Dividend shall cease to accrue on the due date for redemption of the Preference Shares. However, if upon due delivery of a certificate for the Preference Shares the redemption payment due to the holder of the Preference Shares is withheld or refused in breach of these Articles, the Preference Dividend shall continue to accrue at the rate specified above.</p> <p>No holder of Preference Shares shall be entitled to have any Preference Shares held by such individual redeemed at any time prior to the Company deciding to redeem such Preference Shares in accordance with the above.</p>	



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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares	
Prescribed particulars	Voting Rights (contd.)	
	<p>In this regard, "Key Change" means any change to the Articles of Association of the Company which:</p> <p>(i) amends Articles 5, 12, 13 or 14, the definitions in Article 2.1 of 'Bad Leaver', 'Cash Equivalent', 'Cause', 'Employee Member', 'Good Leaver', 'IRR', 'Key Change', 'Leaving Date', 'Permitted Transferor', 'Permitted Transferee', 'Prescribed Fraction', 'Proceeds', 'Reference Date', 'Start Date' and 'Threshold Amount' or any term defined in the Articles which is used in any such definition; or</p> <p>(ii) is in relation to any increase in the number of authorised shares in the capital of the Company (except an increase in the A Ordinary Shares or B Ordinary Shares where such increase is in proportion to additional capital being introduced, and/or in circumstances where the increase follows the conversion of B Ordinary Shares to Deferred Shares and has the effect of restoring the number of authorised B Ordinary Shares to the same number as was authorised immediately prior to the first such conversion, or if there had been an intermediate increase in such number, to such increased number).</p> <p>The holders of the A Ordinary Shares also have voting rights where the special rights attached to the class of A Ordinary Shares are to abrogated or varied. In such circumstances such rights may be varied or abrogated either with the consent in writing of the holders of not less than three quarters in nominal value of the issued A Ordinary Shares or with the sanction of a special resolution passed at a separate general meeting of the holders of the A Ordinary Shares (but not otherwise) and may be so varied or abrogated whilst the Company is a going concern or during or in contemplation of a winding-up. The rights attached to the A Ordinary Shares shall not, unless otherwise expressly provided by the terms of issue of such A Ordinary Shares, be varied or be deemed to be varied (i) by the purchase by the Company of any of its own shares in accordance with the Companies Act 2006 and the Company's Articles; (ii) by the creation or issue of further A Ordinary Shares or other shares ranking as regards participation in the profits or assets of the Company in some or all respects equally with such shares but in no respect in priority to such shares; or (iii) by the creation or issue of the Preference Shares.</p>	
	Income Distributions	
	<p>The A Ordinary Shares have rights to participate as respects dividends in a distribution after the rights of the holders of the Preference Shares in respect of the Preference Dividends.</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares	
Prescribed particulars	Income Distributions (contd.)	
	<p>The profits of the Company available for distribution and resolved to be distributed in respect of any financial year shall be distributed by the Company after the payment of the Preference Dividend has been made in full in cash in respect of any financial year and in respect of all previous financial years for which such Preference Dividend is payable to the holders of the Preference Shares and before paying any dividend or other distribution on the B Ordinary Shares, to the holders of the A Ordinary Shares, as a class (pro-rata, as nearly as may be practicable, to their respective holding of A Ordinary Shares), as a dividend (the "A Ordinary Dividend") of the amount (if any) by which the Investor Proceeds received by Investors prior to the payment of such dividend is less than the Threshold Amount.</p>	
	<p>No dividend or distribution shall be paid to the Holders of the A Ordinary Shares to the extent that the same shall exceed the Threshold Amount.</p>	
	<p>For these purposes:</p>	
	<p>"Affiliate" means, in respect of any person:</p> <ul style="list-style-type: none"> <li>(a) any person connected with such person (and connected with bears the meaning set out in section 839 of the Income and Corporation Taxes Act ("ICTA")); and/or</li> <li>(b) any person employed by such person or by any Affiliate of such person; and/or</li> <li>(c) any company under the control of such person (and control bears the meaning set out in section 840 of ICTA); and/or</li> <li>(d) any associated company of such person (and associated company bears the meaning set out in section 416 of ICTA);</li> </ul>	
	<p>"A Ordinary Majority Shareholder" means the holder(s) of A Ordinary Shares representing (between them, if there is more than one such holder) more than 50 per cent in nominal amount of the total number of A Ordinary Shares in issue at the relevant time;</p>	
	<p>"Board" means the board of directors of the Company for the time being;</p>	
	<p>"Cash Flow" has the meaning described in the definition of IRR;</p>	
	<p>"Company Securities" means any and all shares, debentures or other securities of whatsoever nature (including, without limitation, equity securities, the Initial Loan Notes, any other loan notes or Payment in Kind Notes and any other debt securities and loans) advanced, held or acquired at any time by or on behalf of any Investor in, or in</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares	
Prescribed particulars	<p>Income Distributions (contd.)</p> <p>relation to, the Company (excluding any and all Investor Shares but including, without limitation, any cash advanced directly or indirectly by any member of the GIP Group from time to time);</p> <p>"Deed Poll Instruments" means the deed poll instruments of the Company constituting loan notes dated 21 March 2007, 25 March 2008, 19 September 2008 and the deed poll instruments dated 5 October 2009;</p> <p>"GIP Group" means all or any of GI Partners Fund II L.P., GI Partners Side Fund II L.P. and any funds managed by GI Manager L.P. or a related Affiliate from time to time;</p> <p>"Initial Loan Notes" means all of the loan notes issued by the Company in accordance with the terms of the Deed Poll Instruments together with any further Payment in Kind Notes issued to, the Investors or any of them;</p> <p>"Investment" means, in relation to the Securities, the aggregate subscription price, or (in the case of shares transferred) purchase price, or (in the case of loans made or Initial Loan Notes subscribed for) amounts advanced in relation to all such Company Securities, Investor Shares or Subsidiary Securities (as the case may be) and, for these purposes, the amount of any accrued but unpaid dividend or interest or any unsatisfied Payment in Kind Note issued under the Deed Poll Instruments or any security which is converted into any Securities shall be treated as forming part of the Investment provided that where there has been any exchange or conversion of Initial Loan Notes with Preference Shares such conversion shall be ignored for the purposes of calculating the Investment and the amount initially subscribed for the Initial Loan Notes in such circumstances shall be treated as the part of the Investment attributable to such Initial Loan Notes and Preference Shares;</p> <p>"Investment Date" means the first date on which any Shares or Company Securities are issued to any Investor.</p> <p>"Investor" means GIP Group, any holder of Initial Loan Notes from time to time, any holder of A Ordinary Shares from time to time, any holder of Preference Shares from time to time, any Affiliate of any of them and any transferee of any of them;</p> <p>"Investor Proceeds" means Proceeds received by Investors in relation to any Investment;</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares	
Prescribed particulars	<p data-bbox="349 456 671 486">Income Distributions (contd.)</p> <p data-bbox="349 524 1117 651">"Investor Shares" means any and all Shares acquired at any time by or on behalf of any of the Investors including any shares arising on a sub-division, consolidation, re-designation, conversion or other reorganisation of such Shares;</p> <p data-bbox="349 689 1123 1010">"IRR" means as of any Reference Date, that annual percentage rate which when applied as a discount to the periodic cash flow set out in paragraphs (a) and (b) below ("Cash Flow") over the period from the Investment Date to the Reference Date gives rise to a net present value of such Cash Flow equal to zero. The IRR shall be calculated using the formula XIRR in Microsoft Office Excel 2003 (or such later version as the A Ordinary Majority Shareholder may determine to use) to the dates and times of the relevant Cash Flows to or from the Company or the Investors (as the case may be) treating the following as negative and positive amounts respectively:</p> <p data-bbox="349 1016 628 1046">(a) as negative amounts:</p> <p data-bbox="349 1052 1117 1144">(i) the amount agreed between the A Ordinary Majority Shareholder and Founder Shareholders in October 2009 as being the amounts paid or advanced by the Investors by way of Investment;</p> <p data-bbox="349 1151 1117 1243">(ii) the aggregate of all other amounts paid or advanced by the Investors by way of Investment in relation to Securities on or prior to the Reference Date;</p> <p data-bbox="349 1249 1123 1341">(iii) to the extent not comprised within paragraph (i) or (ii) above, the aggregate of all amounts paid by the Investors on a bonus, rights or other issue, in respect of Securities on or prior to the Reference Date;</p> <p data-bbox="349 1348 1123 1637">(iv) all bona fide third party costs, fees and expenses and all out-of-pocket expenses (including but not limited to the costs of legal, accounting and financial advice as well as any corporate finance, underwriters or banking fees) directly connected with the subscription, acquisition advance or disposal of any Securities which are incurred or ultimately borne by any Investor and not reimbursed or agreed to be reimbursed within such period of time as the A Ordinary Majority Shareholder may agree by any Group Company on or prior to the Reference Date; and</p> <p data-bbox="349 1644 1054 1704">(v) any other amount so designated by the A Ordinary Majority Shareholder with Management Agreement.</p> <p data-bbox="349 1742 620 1771">(b) as positive amounts:</p> <p data-bbox="349 1778 1037 1839">(i) all Proceeds actually received by the Investors prior to the Reference Date in cash on all or any of the Securities;</p> <p data-bbox="349 1845 1117 1874">(ii) all Proceeds actually received by the Investors on the Reference</p>	

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares	
Prescribed particulars	<p data-bbox="351 456 671 490">Income Distributions (contd.)</p> <p data-bbox="351 524 1102 680">Date on all or any of the Securities excluding any dividend on the A Ordinary Shares to be paid on the Reference Date by reference to the calculation of IRR as at that Reference Date; and (iii) any other amount so designated by the A Ordinary Majority Shareholder with Management Agreement,</p> <p data-bbox="351 725 1126 1308">Provided that no payment to or by the Investors shall be double counted and Provided further that no fees, costs, expenses or emoluments paid or reimbursed by any Group Company to any of the Investors shall be included in any Cash Flow and no tax paid or payable by any Investor in respect of its own actual income or capital gains shall be included in any Cash Flow but there shall be included in any Cash Flow as a negative amount any tax liability which shall actually be discharged by an Investor and which shall represent a secondary liability in circumstances where the primary liability for the relevant tax was owed or deemed to be owed by a Group Company and which shall not have been discharged by it or any other Group Company and Provided further that where there has been any exchange or conversion of Initial Loan Notes into Preference Shares such conversion shall be ignored for the purposes of calculating the IRR and the amount initially subscribed for the Initial Loan Notes in such circumstances shall be treated as the amount paid or advanced by Investors by way of Investment in respect of such Initial Loan Notes and Preference Shares;</p> <p data-bbox="351 1352 1129 1442">"New Subsidiary" means any body corporate which becomes and is for the time being a subsidiary undertaking of the Company which the Board resolves is a New Subsidiary;</p> <p data-bbox="351 1487 1078 1543">"Payment in Kind Notes" means any payment in kind note issued from time to time pursuant to the relevant Deed Poll Instruments;</p> <p data-bbox="351 1588 1126 1935">"Proceeds" means (a) in relation to any shares, amounts paid by way of a return of capital, dividends, distributions, capital payments, redemption payments or return of assets on liquidation or otherwise (including the cash equivalent of any distribution in specie); and (b) in relation to any debenture or loan securities or loans, amounts paid by way of repayment of principal, interest (including redemption premiums, default interest, penalties or other payments) (but excluding, for the avoidance of doubt, any issued but unredeemed Payment in Kind Notes) or redemption payment (including, without limitation, any redemption of any Payment in Kind Notes issued or to be issued pursuant to the terms of the Deed Poll Instruments); and</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares	
Prescribed particulars	<p data-bbox="339 454 671 481">Income Distributions (contd.)</p> <p data-bbox="339 521 1129 685">(c) any other consideration including marketable shares or securities or assets received in relation to the sale, transfer or disposal of any such Shares, debentures, loan securities or loans or any interest in any such shares, debentures, loan securities or loans and cash equivalent; and</p> <p data-bbox="339 719 1129 882">(d) where the Company is required to deduct any withholding tax in respect of any item of Proceeds in paragraphs (a) to (c) (inclusive) above the amount of such withholding shall be included as Proceeds and shall be deemed to be actually received by the relevant Investors;</p> <p data-bbox="339 916 1129 1043">"Reference Date" means for these purposes the date specified by the A Ordinary Majority Shareholder as the date as at which the IRR is to be calculated (being a date no more than three months prior to the date of the relevant payment of Proceeds);</p> <p data-bbox="339 1077 1086 1144">"Securities" means Investor Shares, the Subsidiary Securities and the Company Securities;</p> <p data-bbox="339 1178 1054 1245">"Shares" means A Ordinary Shares, B Ordinary Shares and Preference Shares or, where the context requires, any of them;</p> <p data-bbox="339 1279 1129 1346">"Specified Rate" means the rate specified as such in the applications for Shares made by the Founder Shareholders in March 2007;</p> <p data-bbox="339 1379 1129 1469">"Subsidiary" means all or any body corporate which is a subsidiary or subsidiary undertaking of the Company as at 5 October 2009 and the New Subsidiaries;</p> <p data-bbox="339 1503 1129 1704">"Subsidiary Securities" means any and all shares, debentures or other securities of whatsoever nature (including equity securities, debt securities, loan notes, Payment in Kind Notes and loans) advanced, held or acquired at any time by or on behalf of any Investor in, or in relation to, any Subsidiary (for the avoidance of doubt excluding any Company Securities or Investor Shares); and</p> <p data-bbox="339 1738 1129 1868">"Threshold Amount" means the greater of (i) the sum (if any) which it would be necessary to add to the Cash Flows as an amount received by the Investors as at the Reference Date so as to ensure that the IRR is the Specified Rate and (ii) £0.01.</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares	
Prescribed particulars	Capital Distributions	
	<p>On a Capital Realisation, the surplus assets of the Company available for distribution among the members, after payment of all debts and satisfaction of all liabilities of the Company, shall be applied (after paying to the holders of the Preference Shares as a class an amount equal to the nominal value of such Preference Shares and any Preference Dividend which has accrued but is unpaid as at such date) in paying to the holders of the A Ordinary Shares as a class, pro rata as nearly as may be practicable to their respective holdings of A Ordinary Shares, such sum as in aggregate is equal to (but not more than) the amount (if any) by which the aggregate Investor Proceeds received by Investors prior to the payment of the Capital Realisation (including without limitation any A Ordinary Dividend) is less than the Threshold Amount.</p>	
	Redemption	
	The A Ordinary Shares are not redeemable.	

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B Ordinary Shares	
Prescribed particulars	Voting Rights (contd.)	
	<p>80% of the votes of the holders of the B Ordinary Shares then present in person or by proxy shall be cast in favour of the relevant resolution or there is a Management Agreement to the same.</p> <p>For these purposes:</p> <p>"Management Agreement" means the agreement or affirmative vote of any of David Vaughan, Alan Castledine or Robert Sewell (the "Founder Shareholders") and if there is no Founder Shareholder at any time shall mean the agreement or affirmative vote of Employee Members who together hold more than 50% of the B Ordinary Shares held by Employee Members at the relevant time;</p> <p>"Employee Members" means a member who is or was an employee of a Group Company; and</p> <p>"Group Company" means the Company and any other company (or other entity) which is for the time being a subsidiary undertaking of the Company.</p> <p>In addition, no modification may be made to Article 7.1.1. of the Articles of Association of the Company with respect to partial redemptions of Preference Shares being made pro-rata among the holders of the Preference Shares without Management Agreement.</p> <p>The holders of the B Ordinary Shares also have voting rights where the special rights attached to the class of B Ordinary Shares are to be abrogated or varied. Subject to the procedure for Key Changes described above, such class rights may be varied or abrogated either with the consent in writing of the holders of not less than three quarters in nominal value of the issued B Ordinary Shares or with the sanction of a special resolution passed at a separate general meeting of the holders of the B Ordinary Shares (but not otherwise) and may be so varied or abrogated whilst the Company is a going concern or during or in contemplation of a winding-up.</p> <p>The rights attached to the B Ordinary Shares shall not be varied or be deemed to be varied (i) by the purchase by the Company of any of its own shares in accordance with the Companies Act 2006 and the Company's Articles of Association; (ii) by the creation or issue of further A Ordinary Shares or other shares ranking as regards participation in the profits or assets of the Company in some or all respects equally with such shares but in no respect in priority to such shares; (iii) by the creation or issue of any B Ordinary Shares or other shares ranking as regards participation in the profits or assets of the Company in some or all respects equally with such shares but in no respect in priority to such shares; or (iv) by the creation or issue of the Preference Shares.</p>	



7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B Ordinary Shares	
Prescribed particulars	<p data-bbox="335 454 582 488"><b>Income Distributions</b></p> <p data-bbox="335 521 1125 913">The profits of the Company available for distribution and resolved to be distributed in respect of any financial year shall be distributed first among the holders of the Preference Shares and thereafter among the holders of the A Ordinary Shares and no dividend or distribution shall be declared or paid in relation to the B Ordinary Shares unless or until the Investors shall have received Investor Proceeds equal to the Threshold Amount. After the payment of the Preference Dividend and the A Ordinary Dividend any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of the B Ordinary Shares (as a class) pro-rata, as nearly as may be practicable, to their respective holding of B Ordinary Shares.</p> <p data-bbox="335 947 582 981"><b>Capital Distributions</b></p> <p data-bbox="335 1014 1125 1440">On a Capital Realisation, the surplus assets of the Company available for distribution among the members, after payment of all debts and satisfaction of all liabilities of the Company, shall be applied, firstly, in paying the holders of the Preference Shares their capital entitlements as described above and secondly, in paying to the holders of the A Ordinary Shares as a class such sum as in aggregate is equal to (but not more than) the amount (if any) by which the aggregate Investor Proceeds received by Investors prior to the payment of the Capital Realisation (including without limitation any A Ordinary Dividend) is less than the Threshold Amount and thereafter, in paying the balance of any surplus assets to the Holders of the B Ordinary Shares (as a class) pro rata as nearly as may be practicable to their respective holdings of B Ordinary Shares.</p> <p data-bbox="335 1473 494 1507"><b>Redemption</b></p> <p data-bbox="335 1541 845 1574">The B Ordinary Shares are not redeemable.</p>	

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Deferred Shares	
Prescribed particulars	Voting Rights	
	The Deferred Shares have no voting rights.	
	Income Distribution	
	The Deferred Shares do not participate in any income distributions of the Company.	
	Capital Distributions and Redemptions	
	On a Capital Realisation, a Deferred Share shall be entitled to be redeemed at par, but only if the holders of each B Ordinary Share then in issue shall have received a distribution of at least £1,000,000 per B Ordinary Share then held.	