

# SH19

## Statement of capital



A fee is payable with this form.  
Please see 'How to pay' on the last page

**✓ What this form is for**

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order

**✗ What this form is NOT for**

You cannot use this form to complete a statement of capital for a company re-registering unlimited to limited

THURSDAY



LD1 18/04/2013 #110  
COMPANIES HOUSE

### 1 Company details

Company number 6 2 5 0 1 7 6

Company name in full BrightHouse Group Limited (the "Company")

**→ Filling in this form**

Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by \*

### Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution

### 2 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling  
If all your issued capital is in sterling, only complete Section 2 and then go to Section 5.

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
SEE CONTINUATION PAGE				£
				£
				£
				£
Totals				£

### 3 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
Totals				

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

**Continuation pages**

Please use a Statement of Capital continuation page if necessary

# SH19

## Statement of capital

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>				

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

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

② Total number of issued shares in this class

### 4 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital		<b>④ Total aggregate nominal value</b> Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares		
Total aggregate ④ nominal value		


### 5 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 2</b> and <b>Section 3</b>		<b>⑤ 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  Please use a Statement of capital continuation page if necessary
Class of share	ALL CLASSES OF SHARES	
Prescribed particulars ⑤	SEE CONTINUATION PAGES	
Class of share		
Prescribed particulars ⑤		

# SH19

## Statement of capital

Class of share		<b>1 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  Please use a Statement of capital continuation page if necessary
Prescribed particulars <b>1</b>		
Class of share		
Prescribed particulars <b>1</b>		

<b>6</b>	<b>Signature</b>	
	I am signing this form on behalf of the company	
Signature	Signature X  X	<b>2 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>3 Person authorised</b> Under either section 270 or 274 of the Companies Act 2006
	This form may be signed by Director <b>2</b> , Secretary, Person authorised <b>3</b> , CIC manager	

# SH19

## Statement of capital



### 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 AAE / C 5349-2

Company name Travers Smith LLP

Address 10 Snow Hill

Post town London

County/Region

Postcode E C 1 A 2 A L

Country

DX

Telephone



### Checklist

**We may return 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 completed the relevant sections of the statement of capital
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



### Important information

**Please note that all information on this form will appear on the public record**



### How to pay

**A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.**

Make cheques or postal orders payable to 'Companies House'



### 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,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
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)**

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

1 Including both the nominal value and any share premium	3 Number of shares issued multiplied by nominal value of each share	50,808.7291167
2 Total number of issued shares in this class		

5

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

Class of share	ALL CLASSES OF SHARES	
Prescribed particulars 1	<p>CAPITALISED TERMS NOT DEFINED IN THIS FORM SH19 SHALL HAVE THE MEANINGS ATTRIBUTED TO THOSE TERMS IN THE ARTICLES OF ASSOCIATION OF THE COMPANY</p> <p><b>A Ordinary Shares:</b> A ordinary shares of £0 001 each in the capital of the Company,</p> <p><b>A Preferred Shareholders:</b> the Members for the time being holding A Preferred Shares,</p> <p><b>A Preferred Share Hurdle Amount:</b> means</p> <p>(a) in the first A Preferred Accrual Period, <math>P + Q</math>, where</p> <p style="padding-left: 40px;"><math>P =</math> £6,725,639, and</p> <p style="padding-left: 40px;"><math>Q =</math> the pound sterling amount that would have accrued if an interest rate of 10% per annum accruing on a daily basis and compounding annually on the anniversary of 22 November 2012 had been applied to <math>P</math> during the first A Preferred Accrual Period, and</p> <p>(b) in each other A Preferred Accrual Period, <math>P + Q</math>, where</p> <p style="padding-left: 40px;"><math>P =</math> the A Preferred Share Hurdle Amount for the immediately preceding A Preferred Accrual Period minus the aggregate of the amounts received by the A Preferred Shareholders in that immediately preceding A Preferred Accrual Period in respect of their A Preferred Shares, and</p> <p style="padding-left: 40px;"><math>Q =</math> the pound sterling amount that would have accrued if an interest rate of 10% per annum accruing on a daily basis and compounding annually on the anniversary of 22 November 2012 had been applied to <math>P</math> during that A Preferred Accrual Period,</p> <p>(Cont'd)</p>	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ALL CLASSES OF SHARES	
Prescribed particulars 1	<p><b>A Preferred Share Return:</b> the aggregate of any amounts received by the A Preferred Shareholders after 22 November 2012 in respect of the A Preferred Shares,</p> <p><b>A Preferred Shares:</b> A preferred shares of £0 0000001 each in the capital of the Company,</p> <p><b>B Ordinary Shares:</b> B ordinary shares of £0 01 each in the capital of the Company,</p> <p><b>B Preferred Shareholders:</b> the Members for the time being holding B Preferred Shares,</p> <p><b>B Preferred Share Hurdle Amount:</b> means</p> <p>(a) in the first B Preferred Accrual Period, <math>P + Q</math>, where</p> <p style="padding-left: 40px;"><math>P =</math> £86,583,475, and</p> <p style="padding-left: 40px;"><math>Q =</math> the pound sterling amount that would have accrued if an interest rate of 10% per annum accruing on a daily basis and compounding annually on the anniversary of 22 November 2012 had been applied to <math>P</math> during the first B Preferred Accrual Period, and</p> <p>(b) in each other B Preferred Accrual Period, <math>P + Q</math>, where</p> <p style="padding-left: 40px;"><math>P =</math> the B Preferred Share Hurdle Amount for the immediately preceding B Preferred Accrual Period minus the aggregate of the amounts received by the B Preferred Shareholders in that immediately preceding B Preferred Accrual Period in respect of their B Preferred Shares, and</p> <p style="padding-left: 40px;"><math>Q =</math> the pound sterling amount that would have accrued if an interest rate of 10% per annum accruing on a daily basis and compounding annually on the anniversary of 22 November 2012 had been applied to <math>P</math> during that B Preferred Accrual Period,</p> <p>(Cont'd)</p>	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

# SH19 - Continuation page

## Statement of capital

### 5 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	ALL CLASSES OF SHARES	
Prescribed particulars 1	<p><b>B Preferred Share Return:</b> the aggregate of any amounts received by the B Preferred Shareholders after 22 November 2012 in respect of the B Preferred Shares,</p> <p><b>B Preferred Shares:</b> B preferred shares of £0 0000001 each in the capital of the Company,</p> <p><b>C Ordinary Shares:</b> C ordinary shares of £0 01 each in the capital of the Company,</p> <p><b>C Preferred Shareholders:</b> the Members for the time being holding C Preferred Shares,</p> <p><b>C Preferred Shares:</b> C preferred shares of £1 00 each in the capital of the Company,</p> <p><b>Deferred Shareholders:</b> the holders of Deferred Shares,</p> <p><b>Deferred Shares:</b> deferred shares of £0 0000001 each in the capital of the Company,</p> <p><b>D Ordinary Shares:</b> D ordinary shares of £0 01 each in the capital of the Company,</p> <p><b>E Ordinary Shares:</b> E ordinary shares of £0 01 each in the capital of the Company,</p> <p><b>Equity Shareholders:</b> the Members for the time being holding Equity Shares,</p> <p><b>Equity Shares:</b> Ordinary Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, D Ordinary Shares, E Ordinary Shares, the F Ordinary Share, G Ordinary Shares and the H Ordinary Share,</p> <p><b>F Ordinary Share:</b> the F ordinary share of £500 in the capital of the Company,</p> <p><b>G Ordinary Shares:</b> G ordinary shares of £0 001 each in the capital of the Company,</p> <p>(Cont 'd)</p>	<p><b>1 Prescribed particulars of rights attached to shares</b> The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

# SH19 - Continuation page

## Statement of capital

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ALL CLASSES OF SHARES	
Prescribed particulars 1	<p><b>H Ordinary Share:</b> the H ordinary share of £500 in the capital of the Company,</p> <p><b>Investor Percentage:</b> such percentage as is equal to 100% less the Ratchet A Shareholder Percentage and less the Ratchet B Shareholder Percentage,</p> <p><b>Member:</b> a holder of Shares from time to time,</p> <p><b>Ordinary Shares:</b> ordinary shares of £0 001 each in the capital of the Company,</p> <p><b>Ratchet A Shareholder Percentage:</b> the percentage calculated in accordance with the following formula -</p> $(((RP \times H) + (P \times 10\% \times K) + (R \times 15\% \times K)) - RP)\%$ <p>and</p> <p><b>Ratchet B Shareholder Percentage:</b> the percentage calculated in accordance with the following formula -</p> $(((RP \times J) + (5\% \times M) + (P \times 10\% \times L) + (R \times 15\% \times L))) - RP)\%$ <p>in each case where</p> <p>RP = an amount equal to the Realisation Proceeds minus the amount of the Realisation Proceeds allocated to the A Preferred Shareholders and the B Preferred Shareholders pursuant to Article 4 4,</p> <p>D = the total number of Equity Shares in issue at the relevant time,</p> <p>E = the sum of D less the total number of A Ordinary Shares in issue at the relevant time,</p> <p>(Cont'd)</p>	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

# SH19 - Continuation page

## Statement of capital

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ALL CLASSES OF SHARES	
<b>Prescribed particulars</b> <b>1</b>	<p>F = the total number of Ordinary Shares and H Ordinary Share in issue at the relevant time,</p> <p>G = the total number of Ratchet B Shares in issue at the relevant time,</p> <p>H = F - D</p> <p>J = G - D</p> <p>K = F - E</p> <p>L = G - E</p> <p>M = (i) if the Investor Return is less than or equal to the Target A Investor Return, zero; or (ii) if the Investor Return is greater than the Target A Investor Return, the amount by which the Investor Return exceeds the Target A Investor Return,</p> <p>N = an amount equal to the Investor Return minus (5% × M),</p> <p>P = (i) if N is less than or equal to the Target B Investor Return, zero, (ii) if N is greater than the Target B Investor Return but less than or equal to the Target C Investor Return, the amount by which N exceeds the Target B Investor Return, or (iii) if N is greater than the Target C Investor Return, an amount equal to the Target C Investor Return less the Target B Investor Return,</p> <p>Q = an amount equal to the Investor Return minus (5% × M) and minus (10 % × P),</p> <p>(Cont'd)</p>	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

# SH19 - Continuation page

## Statement of capital

5

### Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	ALL CLASSES OF SHARES	
Prescribed particulars 1	<p>R = (i) if Q is less than or equal to the Target C Investor Return, zero, or (ii) if Q is greater than the Target C Investor Return, the amount by which Q exceeds the Target C Investor Return, and the certificate of the Auditors as to the Ratchet A Shareholder Percentage or as to the Ratchet B Shareholder Percentage shall (save in the case of manifest error) be conclusive and binding on the Company and the Members,</p> <p><b>Realisation:</b> a Flotation, a Sale or a Return of Capital,</p> <p><b>Realisation Proceeds:</b></p> <p>(a) in the event of a Flotation, the value placed on all the Equity Shares, the A Preferred Shares, the B Preferred Shares, the C Preferred Shares and other Shares (excluding, for the avoidance of doubt, any shares to be issued by the Company on the Flotation to raise additional finance for the Company),</p> <p>(CONTD)</p>	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

**5** **Statement of capital (Prescribed particulars of rights attached to shares)**

Class of share	ALL CLASSES OF SHARES	
<p>Prescribed particulars ①</p>	<p>(b) in the event of Sale, the value of the consideration payable on completion of the Sale in respect of all the Equity Shares, the A Preferred Shares, the B Preferred Shares, the C Preferred Shares and other Shares, provided that if the consideration for the Sale comprises wholly or in part the issue of securities (not accompanied by a cash alternative) (aa) if the securities will rank pari passu with a class of securities already publicly traded, the value of such securities determined by reference to the closing mid market price of the securities on the latest practical day prior to the Realisation Date, or (bb) if the securities are not of such a class, the value of such securities determined by an independent investment bank (selected by the Company) in a certificate obtained for the purpose and addressed to the Company,</p> <p>(c) in the event of a Return of Capital, the value of the distribution made on completion of the Return of Capital in respect of all the Equity Shares, the A Preferred Shares, the B Preferred Shares, the C Preferred Shares and any other Shares,</p> <p>Relevant Default</p> <p>(a) an immediate or threat of material default in respect of the debt facilities (including the Loan Notes) of a Group Company,</p> <p>(b) an immediate or threat of a breach of any regulation applicable to a Group Company where such breach would have a material and adverse effect on the Group, or</p> <p>(c) an urgent requirement of funds necessary to permit the Group to continue operating in the normal course,</p> <p><b>Shares:</b> the Equity Shares, the A Preferred Shares, the B Preferred Shares, the C Preferred Shares and any other shares issued by the Company or any of them,</p> <p>(Cont'd)</p>	<p>① <b>Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

# SH19 - Continuation page

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Class of share	ALL CLASSES OF SHARES	
Prescribed particulars ①	<p><b>1 Income</b></p> <p>Sums distributed by the Company at any time prior to a Realisation shall be apportioned on the following basis</p> <p><b>1.1</b> first, until the A Preferred Share Return equals the A Preferred Share Hurdle Amount, all such sums shall be apportioned amongst the A Preferred Shareholders in proportion to the numbers of A Preferred Shares held by them respectively,</p> <p><b>1.2</b> second, after the A Preferred Share Return equals the A Preferred Share Hurdle Amount and until the B Preferred Share Return equals the B Preferred Share Hurdle Amount, all such sums shall be apportioned amongst the B Preferred Shareholders in proportion to the numbers of B Preferred Shares held by them respectively, and</p> <p><b>1.3</b> as to the balance, after the B Preferred Share Return equals the B Preferred Share Hurdle Amount, all such sums shall be apportioned amongst the Equity Shareholders in proportion to the numbers of Equity Shares held by them respectively.</p> <p><b>2. Capital</b></p> <p>On a return of capital on liquidation or otherwise, which is not a Realisation, the surplus assets of the Company remaining after payment of its liabilities shall be distributed</p> <p><b>2.1</b> first, until the A Preferred Share Return equals the A Preferred Share Hurdle Amount, amongst the A Preferred Shareholders in proportion to the numbers of A Preferred Shares held by them respectively,</p> <p>(Cont'd)</p>	<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

# SH19 - Continuation page

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Class of share	ALL CLASSES OF SHARES	
Prescribed particulars 1	<p><b>2.2</b> second, after the A Preferred Share Return equals the A Preferred Share Hurdle Amount and until the B Preferred Share Return equals the B Preferred Share Hurdle Amount, amongst the B Preferred Shareholders in proportion to the numbers of B Preferred Shares held by them respectively,</p> <p><b>2.3</b> third, as to a total of 1 pence for all Deferred Shares held by them, to the Deferred Shareholders,</p> <p><b>2.4</b> fourth, as to a total of £20 for all C Preferred Shares, to the C Preferred Shareholders in proportion to the number of C Preferred Shares by them respectively, and</p> <p><b>2.5</b> as to the balance, after the B Preferred Share Return equals the B Preferred Share Hurdle Amount, amongst the holders of Ordinary Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, D Ordinary Shares, E Ordinary Shares, F Ordinary Share, G Ordinary Shares and H Ordinary Share (as if the same constituted one class of Share), in proportion to the numbers of such Shares held by them respectively</p> <p><b>3. Voting</b></p> <p><b>3.1</b> The holder of any Shares (other than E Ordinary Shares, G Ordinary Shares, Ordinary Shares, A Preferred Shares, B Preferred Shares and C Preferred Shares), who (being an individual) is present in person or by proxy or (being a corporation, limited partnership or similar entity) is present by a representative shall have the following voting rights in respect of his Shares</p> <p>(Cont'd)</p>	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

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5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ALL CLASSES OF SHARES	
<b>Prescribed particulars</b> <b>1</b>	<p><b>3.1.1</b> the A Ordinary Shares shall carry the right in aggregate to X of the votes (divided between the holders of such shares pro rata to the number of A Ordinary Shares held by each of them), where X = the greater of (i) 100% minus the aggregate percentage of votes carried at the relevant time by all other classes of Shares pursuant to this section, and (ii) 75%,</p> <p><b>3.1.2</b> the B Ordinary Shares shall carry the right in aggregate to 5% of the votes (divided between the holders of such shares pro rata to the number of B Ordinary Shares held by each of them), whilst there are any B Ordinary Shares in issue,</p> <p><b>3.1.3</b> the C Ordinary Shares shall carry the right in aggregate to 5% of the votes (divided between the holders of such shares pro rata to the number of C Ordinary Shares held by each of them), whilst there are any C Ordinary Shares in issue,</p> <p><b>3.1.4</b> the D Ordinary Shares shall carry the right in aggregate to 5% of the votes (divided between the holders of such shares pro rata to the number of D Ordinary Shares held by each of them), whilst there are any D Ordinary Shares in issue,</p> <p><b>3.1.5</b> the F Ordinary Share shall carry the right in aggregate to 5% of the votes whilst in issue, and</p> <p><b>3.1.6</b> the H Ordinary Share shall carry the right in aggregate to 5% of the votes whilst in issue</p> <p><b>3.2</b> The E Ordinary Shares, G Ordinary Shares, the A Preferred Shares, the B Preferred Shares, the C Preferred Shares, the Ordinary Shares and the Deferred Shares shall carry no right to vote</p> <p><b>3.3</b> No vote at any meeting of Members may be taken on a show of hands</p> <p><b>3.4</b> In respect of any written resolution of the Company, each Member shall have the number of votes which his Shares carry pursuant to clauses 3.1 and 3.2</p> <p>(Cont'd)</p>	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

# SH19 - Continuation page

## Statement of capital

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ALL CLASSES OF SHARES	
Prescribed particulars 1	<p><b>4. Realisation</b></p> <p>On a Realisation, the Realisation Proceeds shall be apportioned</p> <p><b>4.1</b> first, until the A Preferred Share Return equals the A Preferred Share Hurdle Amount, amongst the A Preferred Shareholders in proportion to the numbers of A Preferred Shares held by them respectively,</p> <p><b>4.2</b> second, after the A Preferred Share Return equals the A Preferred Share Hurdle Amount and until the B Preferred Share Return equals the B Preferred Share Hurdle Amount, amongst the B Preferred Shareholders in proportion to the numbers of B Preferred Shares held by them respectively,</p> <p><b>4.3</b> third, after the B Preferred Share Return equals the B Preferred Share Hurdle Amount, in paying to the holders of the Deferred Shares the aggregate sum of one penny for all of the Deferred Shares in issue at the relevant time,</p> <p><b>4.4</b> fourth, after the sum set out in clause 4 3 above has been paid to the holders of the Deferred Shares, in paying to the holders of the C Preferred Shares the aggregate sum of £20 for all of the C Preferred Shares in issue at the relevant time in proportion to the number of C Preferred Shares held by them respectively, and</p> <p><b>4.5</b> as to the balance, after the B Preferred Share Return equals the B Preferred Share Hurdle Amount and the sum set out in clause 4 3 has been paid to the holders of Deferred Shares and the sum set out in Article 4 4 has been paid to the holders of C Preferred Shares, amongst the holders of Equity Shares such that</p> <p>(Cont 'd)</p>	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

# SH19 - Continuation page

## Statement of capital

5

### Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	ALL CLASSES OF SHARES	
Prescribed particulars 1	<p><b>4.5.1</b> the A Ordinary Shareholders receive the Investor Percentage of such balance (with the apportionment amongst the A Ordinary Shareholders being in proportion to the numbers of A Ordinary Shares held by them respectively),</p> <p><b>4.5.2</b> the Ordinary Shareholders receive the Ratchet A Shareholder Percentage of such balance (with the apportionment amongst the Ordinary Shareholders being in proportion to the aggregate number of Ordinary Shares and H Ordinary Shares held by them respectively), and</p> <p><b>4.5.3</b> the Ratchet B Shareholders receive the Ratchet B Shareholder Percentage of such balance (with the apportionment amongst the Ratchet B Shareholders being in proportion to the numbers of Ratchet B Shares held by them respectively)</p> <p><b>5 Redeemability</b></p> <p><b>5.1</b> All classes of shares are non-redeemable</p>	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>