

SH06

Notice of cancellation of shares

Statement of capital

Section 4 (also **Section 5** and **Section 6** if appropriate) should reflect the company's share capital immediately following the cancellation

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
A ordinary	£0 91	0.00	729,567	£ 364,783 50
C1 ordinary	£1 25	0.00	144,999	£ 144,999.00
C1 ordinary	£3.30	0.00	52,500	£ 52,500.00
C1 ordinary	£1.05	0 00	32005	£ 32,005 00
Totals				£

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
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

6 Statement of capital (Totals)

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

① Including both the nominal value and any share premium

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

② Total number of issued shares in this class

Continuation pages

Please use a Statement of Capital continuation page if necessary

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**.

Class of share

A ordinary

Prescribed particulars

1

See continuation sheet

Class of share

C1 ordinary

Prescribed particulars

1

See continuation sheet

Class of share

C2 ordinary

Prescribed particulars

1

See continuation sheet

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use a Statement of Capital continuation page if necessary

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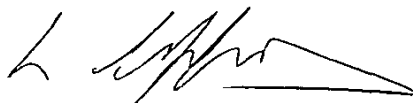
Signature

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by
Director 2, Secretary, Person authorised 3, Administrator, Administrative
receiver, Receiver, Receiver manager, CIC manager

2 Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership

3 Person authorised

Under either section 270 or 274 of the Companies Act 2006

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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 Elizabeth Kenny

Company name DLA Piper UK LLP

Address 101 Barbirolli Square
Manchester

Post town

County/Region

Postcode M 2 3 D L

Country

DX DX 14304 MANCHESTER

Telephone 08700 111 111



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 Section 2
- ☐ You have completed Section 3
- ☐ You have completed the relevant 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,
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 or email 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

Please complete the table below to show each 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
- ② Total number of issued shares in this class
- ③ Number of shares issued multiplied by nominal value of each share

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ordinary	
Prescribed particulars 1	<p>(a) The holders of the A ordinary shares shall be entitled to receive notice and to attend and speak at any general meetings of the company and on a show of hands, every holder of A ordinary shares who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote, and on a poll every holder of A ordinary shares who is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every A ordinary share of which he is a holder less (applied on a pro-rata basis in respect of all holders of A ordinary shares who are present and voting) the aggregate number of votes being cast (on a poll) at such general meeting of the company by the holders of C3 ordinary shares. If the company is in a state of material default and the investor majority has delivered a notice ("Voting Adjustment Notice") to that effect ("Material Default Situation") to the company then the voting rights attaching to the A ordinary shares shall be amended with effect from the date of the Voting Adjustment Notice to the effect that on a poll each holder of A ordinary shares present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have ten times the total number of votes conferred by all the shares of any other classes for the time being in issue.</p> <p>(b) Any profits which the company determines to distribute in respect of any financial year shall (subject to prior written consent required) be applied in distributing such profits amongst the holders of the A ordinary shares, together with the holders of the other classes of ordinary shares then in issue, pari passu according to the number of such ordinary shares held by them respectively as if they constituted one class of ordinary share.</p>	
		<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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

Class of share	A ordinary (continued)	
Prescribed particulars 1	<p>(c) On a return of capital whether on liquidation or capital reduction or otherwise (other than a redemption or purchase of shares) the surplus assets of the company remaining after the payment of its liabilities shall be applied so that the holders of the A ordinary shares shall be entitled:</p> <p>(1) to any dividends which have been declared but are unpaid and (after payment of such dividends) an amount equal to the issue price paid by each of the holders of the A ordinary shares, and</p> <p>(11) to the extent the holders of the deferred shares have been paid the sum of £0.0000001 for each deferred share held, the A ordinary shareholders shall also be entitled to any surplus assets which are to be divided pari passu amongst the holders of the A ordinary shares, B ordinary shares and C ordinary shares as if they were one class of share according to the number of shares held.</p> <p>(d) The A ordinary shares are non-redeemable.</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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</p> <p>A separate table must be used for each class of share</p>

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C1 ordinary	
Prescribed particulars 1	<p>(a) The holders of the B ordinary shares shall be entitled to receive notice and to attend and speak at any general meetings of the company and on a show of hands, every holder of B ordinary shares who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote, and on a poll every holder of B ordinary shares who is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every B ordinary share of which he is a holder</p> <p>(b) Any profits which the company determines to distribute in respect of any financial year shall (subject to the prior written consent required) be applied in distributing such profits amongst the holders of the B ordinary shares, together with the holders of the other classes of ordinary shares then in issue, pari passu according to the number of such ordinary shares held by them respectively as if they constituted one class of ordinary share</p> <p>(c) On a return of capital whether on liquidation or capital reduction or otherwise (other than a redemption or purchase of shares) the surplus assets of the company remaining after the payment of its liabilities shall be applied so that the holders of the B ordinary shares shall be entitled:</p> <p>(i) to any dividends which have been declared but are unpaid and (after payment of such dividends) an amount equal to the issue price paid by each of the holders of the B ordinary shares; and</p> <p>(ii) to the extent the holders of the deferred shares have been paid the sum of £0.0000001 for each deferred share held, the B ordinary shareholders shall also be entitled to any surplus assets which are to be divided pari passu amongst the holders of the A ordinary shares, B ordinary shares and C ordinary shares as if they were one class of share according to the number of shares held</p> <p>(d) The B ordinary shares are non-redeemable</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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</p> <p>A separate table must be used for each class of share</p>

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

Class of share	C2 ordinary	
Prescribed particulars 1	<p>(a) The holders of the C2 ordinary shares shall be entitled to receive notice and to attend and speak at any general meetings of the company and on a show of hands, every holder of C2 ordinary shares who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote, and on a poll every holder of C2 ordinary shares who is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every C2 ordinary share of which he is a holder</p> <p>(b) Any profits which the company determines to distribute in respect of any financial year shall be applied in distributing such profits amongst the holders of the C2 ordinary shares, together with the holders of the other classes of ordinary shares then in issue, pari passu according to the number of such ordinary shares held by them respectively as if they constituted one class of ordinary share.</p> <p>(c) On a return of capital whether on liquidation or capital reduction or otherwise (other than a redemption or purchase of shares) the holders of the C2 ordinary shares shall be entitled:</p> <p>(1) to any dividends which have been declared but are unpaid and (after payment of such dividends) an amount equal to the issue price plus a premium of 50 pence per C2 ordinary share paid; and</p> <p>(11) to the extent the holders of the deferred shares have been paid the sum of £0.0000001 for each deferred share held, the C2 ordinary shareholders shall also be entitled to any surplus assets which are to be divided pari passu amongst the holders of the A ordinary shares, B ordinary shares and C ordinary shares as if they were one class of share according to the number of shares held.</p> <p>(d) The C2 ordinary shares are non-redeemable.</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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</p> <p>A separate table must be used for each class of share</p>

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7	Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	C3 ordinary		
Prescribed particulars			1 Prescribed particulars of rights attached to shares The particulars are
1	<p>(a) The holders of C3 ordinary shares shall be entitled to receive notice and to attend and speak at any general meetings of the company and on a show of hands, every holder of C3 ordinary shares who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote, and on a poll every holder of the C3 ordinary shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every C3 ordinary share of which he is a holder plus such number of additional votes as, in aggregate for all holders of C3 ordinary shares who are present and voting, represents 1 per. cent (%) of all the votes being cast (on a poll) at such general meeting of the company by the holders of A ordinary, B ordinary, C ordinary, D ordinary and E ordinary shares.</p> <p>(b) On a return of capital, whether on liquidation or capital reduction or otherwise (other than a redemption or purchase of shares) the surplus assets of the company remaining after the payment of its liabilities shall be applied so that the holders of the C3 ordinary shares shall be entitled:</p> <p>(1) to any dividends which have been declared but are unpaid and (after payment of such dividends) an amount equal to the issue price paid by each of the holders of the C3 ordinary shares; and</p> <p>(11) to the extent the holders of the deferred shares have been paid the sum of £0.0000001 for each deferred share held, the C3 ordinary shareholders shall also be entitled to any surplus assets which are to be divided pari passu amongst the holders of the A ordinary shares, B ordinary shares and C ordinary shares as if they were one class of share according to the number of shares held.</p> <p>(d) The C3 ordinary shares are non-redeemable.</p>		<p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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</p> <p>A separate table must be used for each class of share</p>

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	E ordinary	
<p>Prescribed particulars</p> <p>1</p>	<p>(a) The holders of the E ordinary shares shall be entitled to receive notice and to attend and speak at any general meetings of the company and on a show of hands, every holder of E ordinary shares who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote, and on a poll every holder of E ordinary shares who is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every E ordinary share of which he is a holder.</p> <p>(b) Any profits which the company determines to distribute in respect of any financial year shall be applied in distributing such profits amongst the holders of the E ordinary shares, together with the holders of the other classes of ordinary shares then in issue, pari passu according to the number of such ordinary shares held by them respectively as if they constituted one class of ordinary share.</p> <p>(c) On a return of capital whether on liquidation or capital reduction or otherwise (other than a redemption or purchase of shares) the holders of the E ordinary shares shall be entitled to any dividends which have been declared but are unpaid, (after payment of such dividends) an amount equal to the issue price paid by each of the holders of the E ordinary shares; and such additional amount as may be conferred by the operation of the ratchet applicable on a Realisation.</p> <p>(d) The E ordinary shares are non-redeemable.</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>