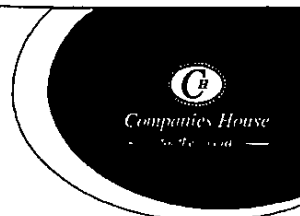


RP04

Second filing of a document previously delivered



✓ What this form is for
You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register

✗ What this form is NOT for
You cannot use this form to file a second filing of a document

delivered
1985
delivered

A second filing cannot be used in these circumstances.

For further information, please refer to our guidance at companieshouse.gov.uk

WEDNESDAY



A21 *A1B08R8W* 13/06/2012 #359
COMPANIES HOUSE

1 Company details

Company number 0 6 9 4 7 8 5 4

Company name in full Just-Eat Group 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 Description of the original document

Document type ①

SH01 - allotting 27,500 B Ordinary Shares

There has been a correction in the statement of capital for B Ordinary Shares

① **Description of the original document**
Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day

Date of registration of the original document d 1 d 5 m 1 m 1 y 2 y 0 y 1 y 1

3 Applicable documents

This form **only** applies to the following forms

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary
- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details
- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary
- SH01 Return of allotment of shares
- AR01 Annual Return

4 Section 243 Exemption②

If you are applying for, or have been granted, exemption under section 243 of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE

② If you are currently in the process of applying for or have been granted a Section 243 exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01)

RP04

Second filing of a document previously delivered

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 **JOSH PARTRIDGE**

Company name **BIRD & BIRD LLP**

Address **15 FETTER LANE**

Post town **LONDON**

County/Region

Postcode **E C 4 A 1 J P**

Country **UNITED KINGDOM**

DX **119 LONDON**

Telephone **+44 (0)207 415 6000**

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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form.
- ☐ You have enclosed the second filed document(s).
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing.'

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.

Section 243 exemption

If you are applying for or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

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

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

☐ **What this form is for**
You cannot use this form to give
notice of shares allotted following
incorporation. You must use form
SH02 for an allotment of shares by
allotment.

WEDNESDAY

A21

A1B08R80
13/06/2012
COMPANIES HOUSE

#355

on, please
at
ise gov uk

1 Company details

Company number 0 6 9 4 7 8 5 4

Company name in full Just-Eat Group 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 d 0 d 2 m 0 m 8 y 2 y 0 y 1 y 1

To Date d 0 d 7 m 0 m 9 y 2 y 0 y 1 y 1

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)
B Ordinary Shares	GBP	368,874	£0 0001	£36 8874	

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)

SH01

Return of allotment of shares

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
B Ordinary Shares	£0 0001		898,774	£ 89 8774
Ordinary Shares	£0 0001		8,300,100	£ 830 01
Series A Shares	£0 0001		4,973,200	£ 497 32
Series B Shares	£0 0001		1,808,526	£ 180 8526
Totals			15,980,600	£ 1,598 06

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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

Total number of shares 15,980,600

Total aggregate nominal value ④ 1,598 06

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

③ Total number of issued shares in this class

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

SH01

Return of allotment of shares

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 **Section 4** and **Section 5**

Class of share	B Ordinary Shares
Prescribed particulars ①	See Attached Continuation Sheet
Class of share	Ordinary Shares
Prescribed particulars ①	See Attached Continuation Sheet
Class of share	Series A Shares
Prescribed particulars ①	See Attached 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 page

Please use a Statement of Capital continuation page if necessary

8 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

SH01

Return of allotment of shares



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **JOSH PARTRIDGE**

Company name **BIRD & BIRD LLP**

Address **15 FETTER LANE**

Post town **LONDON**

County/Region

Postcode **E C 4 A 1 J P**

Country **UNITED KINGDOM**

DX **119 LONDON**

Telephone **+44 (0)207 415 6000**



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,
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

SH01 - continuation page

Return of allotment of shares

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

Class of share	B Ordinary Shares	
Prescribed particulars	<p>THE B ORDINARY SHARES OF £0 0001 EACH IN THE CAPITAL OF THE COMPANY B ORDINARY SHAREHOLDERS SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR TO ATTEND, OR SPEAK, OR VOTE AT ANY GENERAL MEETINGS OF THE COMPANY (OTHER THAN AT A SEPARATE CLASS MEETING OF THE B ORDINARY SHAREHOLDERS) ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEEDS THE B ORDINARY SHARES PARTICIPATING AMOUNT, AND THE B ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AND SHALL ACCRUE ON A DAILY BASIS ASSUMING A 365 DAY YEAR INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (A) FIRST TO SERIES A SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASS OF SHARE, (B) SECONDLY SURPLUS ASSETS REMAINING AFTER THE PAYMENT TO SERIES A SHAREHOLDERS IN (A) AS HAVE A VALUE EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT SHALL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA (AS IF THE SERIES A SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES AND ORDINARY SHARES HELD (PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT), THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO-RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS), AND (C) FINALLY THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND THE B ORDINARY SHAREHOLDERS PRO RATA (AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SHARES HELD</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares	
Prescribed particulars	<p>THE ORDINARY SHARES OF £0 0001 EACH IN THE CAPITAL OF THE COMPANY THE ORDINARY SHARES SHALL CONFER ON EACH ORDINARY SHAREHOLDER THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY ON A VOTE ON A SHOW OF HANDS, EACH HOLDER OF SUCH SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEEDS THE B ORDINARY SHARES PARTICIPATING AMOUNT, AND THE B ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AND SHALL ACCRUE ON A DAILY BASIS ASSUMING A 365 DAY YEAR INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (A) FIRST TO SERIES A SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASS OF SHARE, (B) SECONDLY SURPLUS ASSETS REMAINING AFTER THE PAYMENT TO SERIES A SHAREHOLDERS IN (A) AS HAVE A VALUE EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT SHALL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA (AS IF THE SERIES A SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES AND ORDINARY SHARES HELD (PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT), THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO-RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS), AND (C) FINALLY THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND THE B ORDINARY SHAREHOLDERS PRO</p>	

SH01 - continuation page

Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	Ordinary Shares	
Prescribed particulars	RATA (AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SHARES HELD	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Series A Shares	
Prescribed particulars	<p>THE SERIES A SHARES ARE PREFERRED CONVERTIBLE REDEEMABLE SHARES OF £0 0001 EACH IN THE CAPITAL OF THE COMPANY. SERIES A SHARES SHALL CONFER ON EACH SERIES A SHAREHOLDER THE RIGHT TO RECEIVE NOTICE OF AND ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY ON A SHOW OF HANDS, EACH HOLDER OF SUCH SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM. ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEEDS THE B ORDINARY SHARES PARTICIPATING AMOUNT, AND THE B ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AND SHALL ACCRUE ON A DAILY BASIS ASSUMING A 365 DAY YEAR. INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (A) FIRST TO SERIES A SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASS OF SHARE, AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES A SHARES, (B) SECONDLY SURPLUS ASSETS REMAINING AFTER THE PAYMENT TO SERIES A SHAREHOLDERS IN (A) AS HAVE A VALUE EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT SHALL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA (AS IF THE SERIES A SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES AND ORDINARY SHARES HELD (PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT), THE REMAINING SURPLUS ASSETS</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	Series A Shares	
Prescribed particulars	<p>SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO-RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS), AND (C) FINALLY THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND THE B ORDINARY SHAREHOLDERS PRO RATA (AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SHARES HELD SUBJECT TO THE COMPANIES ACT, A SERIES A SHAREHOLDER MAY REQUIRE THE COMPANY BY INVESTOR REDEMPTION NOTICE TO REDEEM ALL OR ANY OF ITS SERIES A SHARES AT ANY TIME AFTER THE FIFTH ANNIVERSARY OF THE 10 JULY 2009 AND, IF ANY INVESTOR REDEMPTION NOTICE IS SERVED, THE RELEVANT SERIES A SHARES WILL IMMEDIATELY BECOME DUE FOR REDEMPTION ON THE DATE OF SUCH NOTICE</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Series B Shares	
Prescribed particulars	<p>THE SERIES B SHARES ARE PREFERRED CONVERTIBLE SHARES OF £0 0001 EACH IN THE CAPITAL OF THE COMPANY</p> <p>SERIES B SHARES SHALL CONFER ON EACH SERIES A SHAREHOLDER THE RIGHT TO RECEIVE NOTICE OF AND ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY ON A SHOW OF HANDS, EACH HOLDER OF SUCH SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE SERIES B SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEEDS THE B ORDINARY SHARES PARTICIPATING AMOUNT, AND THE B ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AND SHALL ACCRUE ON A DAILY BASIS ASSUMING A 365 DAY YEAR INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (A) FIRST IN PAYING THE SERIES A SHAREHOLDERS AND THE SERIES B SHAREHOLDERS ON A PARI PASSU BASIS (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS OF SHARE), IN PRIORITY TO ANY OTHER CLASS OF SHARE, AN AMOUNT PER PREFERRED SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS AND THE SERIES B SHAREHOLDERS PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM UNDER THE RELEVANT ARTICLE, (B) SECONDLY SURPLUS ASSETS REMAINING AFTER THE PAYMENT TO SERIES A SHAREHOLDERS AND SERIES B SHAREHOLDERS IN (A) AS HAVE A VALUE EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT SHALL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE SERIES B SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA (AS IF THE</p>	

SH01 - continuation page

Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	Series B Shares	
Prescribed particulars	<p>SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES HELD (PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT), THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS, THE SERIES B SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO-RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SHARES HELD</p>	