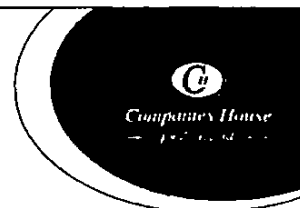


SH10

Notice of particulars of variation of rights attached to shares



☒ What this form is for

You may use this form to give notice
of particulars of variation of rights
attached to shares

☒ What this form is NOT for

You cannot use this form to
notice of particulars of varia
class rights of members To
please use form SH12

TUESDAY



A11 04/10/2011 268
COMPANIES HOUSE

1 Company details

Company number 07019242

Company name in full JZI FINANCE 4 LIMITED

→ Filling in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date of variation of rights

Date of variation of rights 24/08/2011

3 Details of variation of rights

Please give details of the variation of rights attached to shares

Variation

These details should be read in conjunction with the Articles of Association (the "Articles") of JZI Finance 4 Limited (the "Company") and capitalised terms used here shall have the same meaning as in the Articles of the Company

A) PARTICULARS OF ANY VOTING RIGHTS, INCLUDING RIGHTS THAT ARISE ONLY IN CERTAIN CIRCUMSTANCES

The Redeemable Preference shareholders shall not have the right to receive notice of any general meeting of the Company or to attend, speak or vote at a general meeting of the Company

PLEASE SEE CONTINUATION PAGE 1


Continuation pages
Please use a continuation page if
you need to enter more details.

4 Signature

I am signing this form on behalf of the company

Signature

Signature

X  X

① **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

② **Person authorised**
Under either Section 270 or 274 of
the Companies Act 2006

This form may be signed by
Director ①, Secretary, Person authorised ②, Administrator, Administrative receiver,
Receiver, Receiver manager, Charity commission receiver and manager, CIC
manager

SH10 – continuation page

Notice of particulars of variation of rights attached to shares

3	Details of variation of rights
	Please give details of the variation of rights attached to shares
Variation	<p>CONTINUATION PAGE 1</p> <p>B) PARTICULARS OF ANY RIGHTS, AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION</p> <p>The Company shall pay to the Redeemable Preference shareholders, in priority to any payment by way of dividend to the holders of any other class of shares, in respect of each Relevant Financial Year (and proportionately for any part year), a fixed cumulative preferential dividend at the rate of 12% per annum on the amount (including premium) from time to time paid up on the Redeemable Preference Shares respectively held by them (the "Preferred Dividend")</p> <p>The Preferred Dividend shall be deemed to accrue from day to day commencing on the date of issue of the relevant Redeemable Preference Shares</p> <p>The Redeemable Preference shareholders shall be entitled to receive payment of the Preferred Dividend in respect of any Financial Year or any portion thereof only if, and to the extent that, the distributable profits of the Company are resolved and declared by the directors to be distributed in order to satisfy the same</p> <p>The payment of the Preferred Dividend or any portion thereof shall be made in annual installments on 31 March in each year (the "Dividend Payment Date")</p> <p>If by reason of any principle of law then in force, Financing Restriction, or other outstanding financial obligation of the Company, the Company is unable to pay in full, on the Dividend Payment Date, the Preferred Dividend in respect of a Relevant Financial Year (and, consequently, the directors do not declare the same in full) then, subject always to declaration of the same</p> <p>(a) on the relevant Dividend Payment Date, the Company shall pay to the holders of the Redeemable Preference Shares (in proportion to the numbers of such shares held by them) on account of the relevant Preferred Dividend, the maximum sum (if any) which can then be properly paid by the Company in accordance with the Articles, and</p> <p>PLEASE SEE CONTINUATION PAGE 2</p>

SH10 – continuation page

Notice of particulars of variation of rights attached to shares

3 Details of variation of rights

	Please give details of the variation of rights attached to shares	
Variation	<p>CONTINUATION PAGE 2</p> <p>(b) on every succeeding Dividend Payment Date or, if earlier, such earlier date(s) as shall be demanded in writing by the holders of a simple majority of the Redeemable Preference Shares, the Company shall pay to such holders, on account of the balance of the relevant Preferred Dividend for the time being remaining outstanding, and until the relevant Preferred Dividend shall have been paid in full, the maximum sum (if any) which on each such date can then be properly paid by the Company in accordance with the Articles</p> <p>The Company shall apply any profits available for distribution first in paying off any arrears of Preferred Dividend before otherwise applying the same (and if there are arrears of Preferred Dividends in respect of more than one Relevant Financial Year at any time, such profits shall be applied first to satisfy the most longstanding of arrears)</p> <p>Subject to the prior payment by way of Preferred Dividends of all amounts which would have been paid by way of Preferred Dividends in respect of each Relevant Financial Year had the directors declared the maximum amount of Preferred Dividends in full for each such Relevant Financial Year (and all arrears thereof), any profits resolved to be distributed in respect of any Financial Year or part of it may be declared by the directors and distributed amongst the Ordinary shareholders, pro rata to the number of Ordinary Shares respectively held by them. The Company shall not declare or pay any dividend in the Ordinary Shares unless and until an arrears of Preferred Dividends have been paid in full</p> <p>The Preferred Dividend (or any portion thereof) shall become a debt due from and immediately payable by the Company to the Redeemable Preference shareholders once the same has been declared by resolution of the directors but not otherwise or before such time</p> <p>PLEASE SEE CONTINUATION PAGE 3</p>	

SH10 – continuation page

Notice of particulars of variation of rights attached to shares

3 Details of variation of rights

	Please give details of the variation of rights attached to shares	
Variation	<p>CONTINUATION PAGE 3</p> <p>C) PARTICULARS OF ANY RIGHTS, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING UP)</p> <p>On a winding up, or other return of capital, the assets available to shareholders are to be applied as follows</p> <p>(a) firstly, in paying to the Redeemable Preference shareholders all unpaid arrears and accruals of Preference Dividend on them,</p> <p>(b) secondly, in repayment of the amount paid up or credited as paid up on the Redeemable Preference Shares, and</p> <p>(c) lastly, any balance shall be distributed between the Ordinary shareholders,</p> <p>and in each case such payments shall be made pro rata to the number of such shares respectively held by the relevant persons</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>The Company may redeem any of the Redeemable Preference Shares in issue at any time There shall be paid up on each Redeemable Preference Share redeemed the amount paid up or credited as paid up on such share and a sum equal to all arrears and accruals of the Preferred Dividend to be calculated up to and including the date the shares were redeemed</p>	

SH10**Notice of particulars of variation of rights attached to 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 **MARK EVERITT**

Company name **JONES DAY**

Address **21 TUDOR STREET**

Post town **LONDON**

County/Region

Postcode **E C 4 Y 0 D J**

Country **UNITED KINGDOM**

DX **DX 67 London/Chancery**

Telephone **020 7039 5227**

**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 entered the date of variation of rights in section 2
- ☐ You have provided details of the variation of rights in section 3
- ☐ 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