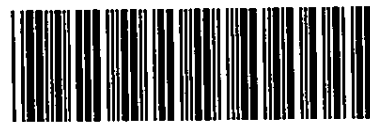


✓ What this form is for
You may use this form to give notice of a cancellation of shares by a limited company on purchase

X What this form is NOT for
You cannot use this form to:
give notice of a cancellation;
shares held by a public company;
under section 663 or 730 of the
Companies Act 2006. To do this,
please use form SH07.



LD5 05/12/2014 #17
COMPANIES HOUSE

1 Company details

Company number	0	7	4	2	5	5	7	1
----------------	---	---	---	---	---	---	---	---

Company name in full	Downing Planned Exit VCT 2011 plc
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→ 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 cancellation
---	----------------------

Date of cancellation	^d 2	^d 1	^m 1	^m 1	^y 2	^y 0	^y 1	^y 4
----------------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------

3	Shares cancelled
---	------------------

[illegible]

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
SEE CONTINUATION PAGES				£
				£
				£
				£
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 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		❸ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	65,486,794	
Total aggregate nominal value ❸	£65,486 79	

❶ Including both the nominal value and any share premium

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

❸ Total number of issued shares in this class

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

SH06

Notice of cancellation 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

Prescribed particulars
①

SEE CONTINUATION PAGES

Class of share

Prescribed particulars
①

Class of share

Prescribed particulars
①**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

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

SH06

Notice of cancellation 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 **Amy Teubler**

Company name **Downing LLP**

Address **Fifth Floor**

Ergon House

Horseferry Road

Post town **London**

County/Region

Postcode **S W 1 P 2 A L**

Country

DX

Telephone **0207 416 7780**

**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

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
General Ordinary Shares	£0.001	nil	15,679,241	£15,679.24
General A Shares	£0.001	nil	18,453,789	£18,453.79
Structured Ordinary Shares	£0.001	nil	10,678,725	£10,678.73
Structured A Shares	£0.001	nil	12,572,817	£12,572.82
Low Carbon Ordinary Shares	£0.001	nil	8,102,222	£8,102.22
Totals			65,486,794	£65,486.79

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

② Total number of issued shares in this class.

SH06 - continuation page

Notice of cancellation of shares

7

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

Class of share	General Ordinary Shares	
Prescribed particulars ①	<p>General Ordinary Shareholders are entitled to receive notice of, to attend, speak and vote at any general meeting. Every General Ordinary Shareholder present in person or by proxy shall upon a show of hands have 935 votes for every General Ordinary Share held by him and every General Ordinary Shareholder present in person or by proxy shall upon a poll have 935 votes for every General Ordinary Share held by him.</p> <p>General Ordinary Shareholders have full dividend, and capital distribution (including on winding up) rights. General Ordinary Shares are not redeemable.</p> <p>Where the resolution to be considered by a meeting of Shareholders is in respect of a variation to the rights of the General A Shareholders, Structured A Shareholders or the or where a Takeover Offer remains open for acceptance at the time of the relevant meeting, the voting rights of the General A Shareholders and Structured A Shareholders shall rank pari passu with those of the General Ordinary Shares, Structured Ordinary Shares and Low Carbon Ordinary Shares. At such meetings each General Ordinary Shareholder, Structured Ordinary Shareholder, Low Carbon Ordinary Shareholder, General A Shareholder and Structured A Shareholder present in person or by proxy shall upon a show of hands each have one vote for every share held by each of them and shall upon a poll each have one vote for every share held by each of them.</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>

SH06 - continuation page

Notice of cancellation of shares

7

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

Class of share	Structured Ordinary Shares	
Prescribed particulars ①	<p>Structured Ordinary Shareholders are entitled to receive notice of, to attend, speak and vote at any general meeting. Every Structured Ordinary Shareholder present in person or by proxy shall upon a show of hands have 935 votes for every Structured Ordinary Share held by him and every Structured Ordinary Shareholder present in person or by proxy shall upon a poll have 935 votes for every Structured Ordinary Share held by him.</p> <p>Structured Ordinary Shareholders have full dividend, and capital distribution (including on winding up) rights. Structured Ordinary Shares are not redeemable.</p> <p>Where the resolution to be considered by a meeting of Shareholders is in respect of a variation to the rights of the General A Shareholders, Structured A Shareholders or the or where a Takeover Offer remains open for acceptance at the time of the relevant meeting, the voting rights of the General A Shareholders and Structured A Shareholders shall rank pari passu with those of the General Ordinary Shares, Structured Ordinary Shares and Low Carbon Ordinary Shares. At such meetings each General Ordinary Shareholder, Structured Ordinary Shareholder, Low Carbon Ordinary Shareholder, General A Shareholder and Structured A Shareholder present in person or by proxy shall upon a show of hands each have one vote for every share held by each of them and shall upon a poll each have one vote for every share held by each of them.</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>

SH06 - continuation page

Notice of cancellation of shares

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

Class of share	Low Carbon Ordinary Shares	
Prescribed particulars ①	<p>Low Carbon Ordinary Shareholders are entitled to receive notice of, to attend, speak and vote at any general meeting. Every Low Carbon Ordinary Shareholder present in person or by proxy shall upon a show of hands have 935 votes for every Low Carbon Ordinary Share held by him and every Low Carbon Ordinary Shareholder present in person or by proxy shall upon a poll have 935 votes for every Low Carbon Ordinary Share held by him.</p> <p>Low Carbon Ordinary Shareholders have full dividend, and capital distribution (including on winding up) rights. Low Carbon Ordinary Shares are not redeemable.</p> <p>Where the resolution to be considered by a meeting of Shareholders is in respect of a variation to the rights of the General A Shareholders, Structured A Shareholders or the or where a Takeover Offer remains open for acceptance at the time of the relevant meeting, the voting rights of the General A Shareholders and Structured A Shareholders shall rank pari passu with those of the General Ordinary Shares, Structured Ordinary Shares and Low Carbon Ordinary Shares. At such meetings each General Ordinary Shareholder, Structured Ordinary Shareholder, Low Carbon Ordinary Shareholder, General A Shareholder and Structured A Shareholder present in person or by proxy shall upon a show of hands each have one vote for every share held by each of them and shall upon a poll each have one vote for every share held by each of them.</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>

SH06 - continuation page

Notice of cancellation of shares

7

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

Class of share	General A Shares	
Prescribed particulars ①	<p>General A Shareholders are entitled to receive notice of, to attend, speak and vote at any general meeting. Every General A Shareholder present in person or by proxy shall upon a show of hands have 65 votes for every General A Share held by him and every General A Shareholder present in person or by proxy shall upon a poll have 65 votes for every General A Share held by him.</p> <p>General A Shareholders have full dividend, and capital distribution (including on winding up) rights. General A Shares are not redeemable.</p> <p>Where the resolution to be considered by a meeting of Shareholders is in respect of a variation to the rights of the General A Shareholders, Structured A Shareholders or the or where a Takeover Offer remains open for acceptance at the time of the relevant meeting, the voting rights of the General A Shareholders and Structured A Shareholders shall rank pari passu with those of the General Ordinary Shares, Structured Ordinary Shares and Low Carbon Ordinary Shares. At such meetings each General Ordinary Shareholder, Structured Ordinary Shareholder, Low Carbon Ordinary Shareholder, General A Shareholder and Structured A Shareholder present in person or by proxy shall upon a show of hands each have one vote for every share held by each of them and shall upon a poll each have one vote for every share held by each of them.</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>

SH06 - continuation page

Notice of cancellation of shares

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

Class of share	Structured A Shares	
Prescribed particulars 1	<p>Structured A Shareholders are entitled to receive notice of, to attend, speak and vote at any general meeting. Every Structured A Shareholder present in person or by proxy shall upon a show of hands have 65 votes for every Structured A Share held by him and every Structured A Shareholder present in person or by proxy shall upon a poll have 65 votes for every Structured A Share held by him.</p> <p>Structured A Shareholders have full dividend, and capital distribution (including on winding up) rights. Structured A Shares are not redeemable.</p> <p>Where the resolution to be considered by a meeting of Shareholders is in respect of a variation to the rights of the General A Shareholders, Structured A Shareholders or the or where a Takeover Offer remains open for acceptance at the time of the relevant meeting, the voting rights of the General A Shareholders and Structured A Shareholders shall rank pari passu with those of the General Ordinary Shares, Structured Ordinary Shares and Low Carbon Ordinary Shares. At such meetings each General Ordinary Shareholder, Structured Ordinary Shareholder, Low Carbon Ordinary Shareholder, General A Shareholder and Structured A Shareholder present in person or by proxy shall upon a show of hands each have one vote for every share held by each of them and shall upon a poll each have one vote for every share held by each of them.</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>