



✓ **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 for
You cannot use this form to
give notice of a call for
shares held by a person
under section 663A of the
Companies Act 2006.
If you need to do this, please use form SH10.



L7A4F8W8
LD2 13/07/2018 #66
COMPANIES HOUSE

| 1 | Company details |
|---|-----------------|
|---|-----------------|

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|----------------|---|---|---|---|---|---|---|---|
| Company number | 0 | 7 | 5 | 4 | 3 | 9 | 6 | 2 |
|----------------|---|---|---|---|---|---|---|---|

| | |
|----------------------|-------------------------------|
| Company name in full | AUTIFONY THERAPEUTICS 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 cancellation |
|---|----------------------|

| | | | | | | | | |
|----------------------|-----|-----|-----|-----|-----|-----|-----|-----|
| Date of cancellation | d 1 | d 3 | m 0 | m 7 | y 2 | y 0 | y 1 | y 8 |
|----------------------|-----|-----|-----|-----|-----|-----|-----|-----|

3 Shares cancelled

[illegible]

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Notice of cancellation of shares

4

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

| Currency Complete a separate table for each currency | Class of shares E.g. Ordinary/Preference etc. | Number of shares | Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value | Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium |
|---|--|------------------|--|---|
| Currency table A | | | | |
| GBP | ORDINARY | 1,055,162 | £1,055,162 | |
| GBP | A ORDINARY | 1,400,000 | £1,400 | |
| GBP | SERIES A PREFERRED | 13,021,429 | £13,021,429 | |
| Totals | | 15,476,591 | £15,476,591 | NIL |

| | | | | |
|-------------------------|--|--|--|--|
| Currency table B | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

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|-------------------------|--|--|--|--|
| Currency table C | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

| | | | |
|---------------------------------------|------------------------|---------------------------------|---------------------------------|
| Totals (including continuation pages) | Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
| | 25,121,801 | £25,121,801 | NIL |

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

4

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

| Currency Complete a separate table for each currency | Class of shares E.g. Ordinary/Preference etc. | Number of shares | Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value | Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium |
|--|--|------------------|--|---|
| GBP | SERIES A-2 NV PREFERRED | 1,300,000 | £1,300 | |
| GBP | SERIES A-2 PREFERRED | 1,698,418 | £1,698.418 | |
| GBP | SERIES A-3 NV PREFERRED | 783,333 | £783.333 | |
| GBP | SERIES A-3 PREFERRED | 5,863,459 | £5,863.459 | |
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| | | | | |
| Totals | | 9,645,210 | 9,645.210 | NIL |

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Notice of cancellation of shares

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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 share capital tables in Section 4.

| | |
|-----------------------------|---|
| Class of share | ORDINARY |
| Prescribed particulars ① | <p>VOTING RIGHTS: EACH ORDINARY SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. THE HOLDERS OF ORDINARY SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING.</p> <p>DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE</p> |
| Class of share | A ORDINARY |
| Prescribed particulars ① | <p>VOTING RIGHTS: EACH A ORDINARY SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. THE HOLDERS OF A ORDINARY SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING.</p> <p>DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE</p> |
| Class of share | SERIES A PREFERRED |
| Prescribed particulars ① | <p>VOTING RIGHTS: EACH SERIES A PREFERRED SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. SUCH VOTES TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITORS DETERMINATION. THE HOLDERS OF SERIES A PREFERRED SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING.</p> <p>DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO</p> |

① Prescribed particulars of rights attached to shares

The particulars are:

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

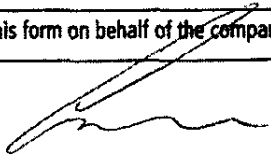
A separate table must be used for each class of share.

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. | | <p>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.</p> <p>② Person authorised Under either section 270 or 274 of the Companies Act 2006.</p> |
| Signature | <p>Signature</p> <p>X  X</p> <p>This form may be signed by: Director②, Secretary, Person authorised②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p> | |

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Notice of cancellation of shares

| 5 | Statement of capital (prescribed particulars of rights attached to shares) * | |
|------------------------|--|--|
| Class of share | ORDINARY | |
| Prescribed particulars | <p>ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION).</p> <p>A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING.</p> <p>CAPITAL RIGHTS: UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND</p> <p>2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS.</p> <p>REDEMPTION RIGHTS: THE ORDINARY SHARES ARE NOT REDEEMABLE.</p> <p>THE RIGHTS ATTACHED TO THE ORDINARY SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.</p> | |

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.

A separate table must be used for each class of share.

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Notice of cancellation of shares

| 5 | Statement of capital (prescribed particulars of rights attached to shares) ⑥ | |
|------------------------|---|--|
| Class of share | A ORDINARY SHARES | |
| Prescribed particulars | <p>ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION).</p> <p>A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING.</p> <p>CAPITAL RIGHTS: UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD.</p> <p>2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS.</p> <p>REDEMPTION RIGHTS: THE A ORDINARY SHARES ARE NOT REDEEMABLE.</p> <p>THE RIGHTS ATTACHED TO THE A ORDINARY SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.</p> | <p>⑥ 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. <p>A separate table must be used for each class of share.</p> |

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Notice of cancellation of shares

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

| Class of share | SERIES A PREFERRED | |
|------------------------|---|---|
| Prescribed particulars | <p>ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITORS DETERMINATION).</p> <p>A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING.</p> <p>CAPITAL RIGHTS: UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND</p> <p>2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS.</p> <p>REDEMPTION RIGHTS: THE SERIES A PREFERRED SHARES ARE NOT REDEEMABLE.</p> <p>THE RIGHTS ATTACHED TO THE SERIES A PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.</p> | <p>* 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.</p> <p>A separate table must be used for each class of share.</p> |

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Notice of cancellation of shares

| 5 | Statement of capital (prescribed particulars of rights attached to shares) * | |
|------------------------|--|--|
| Class of share | SERIES A-2 NV PREFERRED | |
| Prescribed particulars | <p>VOTING RIGHTS: THE SERIES A-2 (NV) PREFERRED SHARES DO NOT CARRY THE RIGHT TO RECEIVE NOTICE OF, OR TO ATTEND AND VOTE AT, ANY GENERAL MEETING OR SIGN ANY WRITTEN RESOLUTION OF THE COMPANY.</p> <p>DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION).</p> <p>A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING.</p> <p>CAPITAL RIGHTS: UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND</p> <p>2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS.</p> <p>REDEMPTION RIGHTS: THE SERIES A-2 (NV) PREFERRED SHARES ARE NOT REDEEMABLE.</p> <p>THE RIGHTS ATTACHED TO THE SERIES A-2(NV) PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.</p> | |

- * 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.

A separate table must be used for each class of share.

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Notice of cancellation of shares

| 5 | Statement of capital (prescribed particulars of rights attached to shares) * | |
|------------------------|--|--|
| Class of share | SERIES A-2 PREFERRED | |
| Prescribed particulars | <p>VOTING RIGHTS: EACH SERIES A-2 PREFERRED SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. SUCH VOTES TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION. THE HOLDERS OF SERIES A-2 PREFERRED SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING.</p> <p>DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION).</p> <p>A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING.</p> <p>CAPITAL RIGHTS UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND</p> <p>2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS.</p> <p>REDEMPTION RIGHTS: THE SERIES A-2 PREFERRED SHARES ARE NOT REDEEMABLE.</p> <p>THE RIGHTS ATTACHED TO THE SERIES A-2 PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.</p> | |

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
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A separate table must be used for each class of share.

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Notice of cancellation of shares

| 5 | Statement of capital (prescribed particulars of rights attached to shares) • | |
|------------------------|---|---|
| Class of share | SERIES A-3 NV PREFERRED | |
| Prescribed particulars | <p>VOTING RIGHTS: THE SERIES A-3 (NV) PREFERRED SHARES DO NOT CARRY THE RIGHT TO RECEIVE NOTICE OF, OR TO ATTEND AND VOTE AT, ANY GENERAL MEETING OR SIGN ANY WRITTEN RESOLUTION OF THE COMPANY.</p> <p>DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION).</p> <p>A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING.</p> <p>CAPITAL RIGHTS UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND</p> <p>2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS.</p> <p>REDEMPTION RIGHTS: THE SERIES A-3 (NV) PREFERRED SHARES ARE NOT REDEEMABLE.</p> <p>THE RIGHTS ATTACHED TO THE SERIES A-3 (NV) PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.</p> | <p>• 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.</p> <p>A separate table must be used for each class of share.</p> |

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Notice of cancellation of shares

| 5 | Statement of capital (prescribed particulars of rights attached to shares) * | |
|------------------------|--|--|
| Class of share | SERIES A-3 PREFERRED | |
| Prescribed particulars | <p>VOTING RIGHTS: EACH SERIES A-3 PREFERRED SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. SUCH VOTES TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION. THE HOLDERS OF SERIES A-3 PREFERRED SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING.</p> <p>DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION).</p> <p>A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING.</p> <p>CAPITAL RIGHTS: UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND</p> <p>2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS.</p> <p>REDEMPTION RIGHTS: THE SERIES A-3 PREFERRED SHARES ARE NOT REDEEMABLE.</p> <p>THE RIGHTS ATTACHED TO THE SERIES A-3 PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.</p> | <p>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. <p>A separate table must be used for each class of share.</p> |

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 | RICHARD SURTEES | | | | |
| Company Name | COVINGTON & BURLING LLP | | | | |
| Address | 285 STRAND | | | | |
| Post town | LONDON | | | | |
| County/Region | | | | | |
| Postcode | W | C | 2 | R | 1 B H |
| Country | UNITED KINGDOM | | | | |
| DX | | | | | |
| Telephone | 020 7067 2000 | | | | |

**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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse