

SH01

Return of allotment of shares

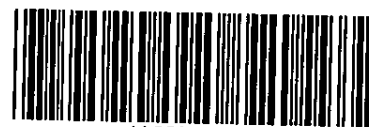


You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

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

☐ **What this form is NOT**
You cannot use this form to
give notice of shares taken to
account on formation of the company
for an allotment of a new
share by an unlimited company

SATURDAY



A37 30/03/2013 #258
COMPANIES HOUSE

1 Company details

Company number 0 7 6 3 3 9 7 4

Company name in full Vancouver Topco Limited

→ **Filing 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 d0 d7 m0 m2 y2 y0 y1 y3
To Date d0 d7 m0 m2 y2 y0 y1 y3

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
(Please use a continuation page if necessary)

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) on each share	Amount (if any) unpaid (including share premium) on each share
C Ordinary	£	1080026	0 01	0 01	

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Continuation page
Please use a continuation page if
necessary

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

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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
A Ordinary	0 01		80358270	£ 8,035 83
B Ordinary	0 01		9843888	£ 98,438 88
C Ordinary	0 01		8320117	£ 83,201 17
D Ordinary	0 01		100000	£ 10 00
Totals			98622275	£ 189,685 88

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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
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	98,622,275	
Total aggregate nominal value ④	£189,685 88	

① Including both the nominal value and any share premium

② Total number of issued shares in this class

③ E.g. Number of shares issued multiplied by nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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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

please 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 page

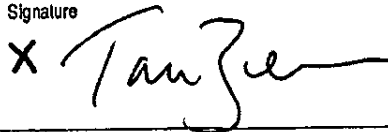
Please use a Statement of Capital continuation page if necessary

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

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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 Elena Kaltsas

Company name Travers Smith LLP

Address 10 Snow Hill

Post town London

County/Region

Postcode E C 1 A 2 A L

Country

DX

Telephone



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

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

Class of share	A ORDINARY	
Prescribed particulars	<p>VOTING RIGHTS</p> <p>1 The A Ordinary Shares shall not entitle the holders thereof to receive any written resolution or notice of any general meetings or to attend or vote at any general meeting or on any written resolution</p> <p>DIVIDEND RIGHTS</p> <p>1 Subject to (1) the Board recommending payment of the same and (11) Investor Consent, any Available Profits which the Company may determine to distribute in respect of any financial year shall be distributed in accordance with the following order of priority</p> <p>1.1 in priority to any payments to be made pursuant to paragraph 1 2, in paying to each holder of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (pari passu as if the same constituted one class of share) an equal share of the Available Profits being distributed, up to a sum of £10,000 per A Ordinary Share, B Ordinary Share and C Ordinary Share according to the number of such Shares held by the relevant Shareholder at the relevant time, and</p> <p>1 2 the balance of any Available Profits being distributed shall be distributed amongst the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such Shares held by the relevant Shareholder at the relevant time</p> <p>RETURN OF CAPITAL RIGHTS</p> <p>1 On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>1 1 in priority to any payments to be made pursuant to paragraph 1 2, paragraph 1 3 and paragraph 1 4 in paying to each holder of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (pari passu as if the same constituted one class of Share)</p> <p>1 2 in priority to any payments to be made pursuant to paragraph 1 3 and paragraph 1.4 in paying to each holder of D Ordinary Shares in respect of each D Ordinary Share of which it is the holder, a sum equal to the Issue Price thereof,</p> <p>1 3 in priority to any payments to be made pursuant to paragraph 1 4, in paying to each holder of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (pari passu as if the same constituted one class of Share) in respect of each A Ordinary Share, B Ordinary Share and C Ordinary Share of which it is the holder, a sum of £10,000,</p> <p>1 4 the balance of such assets (if any) shall be distributed amongst the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of Share)</p> <p>REDEMPTION RIGHSTS</p> <p>1 The A Ordinary Shares are not redeemable</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY SHARES	
Prescribed particulars	VOTING RIGHTS	
	<p>1 The B Ordinary Shares shall not entitle the holders thereof to receive any written resolution or notice of any general meetings or to attend or vote at any general meeting or on any written resolution</p>	
	DIVIDEND RIGHTS	
	<p>1 Subject to (1) the Board recommending payment of the same and (11) Investor Consent, any Available Profits which the Company may determine to distribute in respect of any financial year shall be distributed in accordance with the following order of priority</p>	
	<p>1 1 in priority to any payments to be made pursuant to paragraph 1 2, in paying to each holder of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (pari passu as if the same constituted one class of share) an equal share of the Available Profits being distributed, up to a sum of £10,000 per A Ordinary Share, B Ordinary Share and C Ordinary Share according to the number of such Shares held by the relevant Shareholder at the relevant time; and</p>	
	<p>1 2 the balance of any Available Profits being distributed shall be distributed amongst the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such Shares held by the relevant Shareholder at the relevant time</p>	
	RETURN OF CAPITAL RIGHTS	
	<p>1 On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY SHARES	
Prescribed particulars	<p>1 1 in priority to any payments to be made pursuant to paragraph 1 2, paragraph 1 3 and paragraph 1 4 in paying to each holder of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (pari passu as if the same constituted one class of Share)</p> <p>1.2 in priority to any payments to be made pursuant to paragraph 1 3 and paragraph 1 4 in paying to each holder of D Ordinary Shares in respect of each D Ordinary Share of which it is the holder, a sum equal to the Issue Price thereof,</p> <p>1 3 in priority to any payments to be made pursuant to paragraph 1 4, in paying to each holder of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (pari passu as if the same constituted one class of Share) in respect of each A Ordinary Share, B Ordinary Share and C Ordinary Share of which it is the holder, a sum of £10,000,</p> <p>1 4 the balance of such assets (if any) shall be distributed amongst the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of Share)</p> <p>REDEMPTION RIGHSTS</p> <p>1 The B Ordinary Shares are not redeemable</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY SHARES	
Prescribed particulars	VOTING RIGHTS	
	<p>1 The C Ordinary Shares shall not entitle the holders thereof to receive any written resolution or notice of any general meetings or to attend or vote at any general meeting or on any written resolution.</p>	
	DIVIDEND RIGHTS	
	<p>1 Subject to (1) the Board recommending payment of the same and (11) Investor Consent, any Available Profits which the Company may determine to distribute in respect of any financial year shall be distributed in accordance with the following order of priority:</p>	
	<p>1 1 in priority to any payments to be made pursuant to paragraph 1 2, in paying to each holder of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (pari passu as if the same constituted one class of share) an equal share of the Available Profits being distributed, up to a sum of £10,000 per A Ordinary Share, B Ordinary Share and C Ordinary Share according to the number of such Shares held by the relevant Shareholder at the relevant time, and</p>	
	<p>1 2 the balance of any Available Profits being distributed shall be distributed amongst the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such Shares held by the relevant Shareholder at the relevant time.</p>	
	RETURN OF CAPITAL RIGHTS	
	<p>1 On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY SHARES	
Prescribed particulars	<p>1 1 in priority to any payments to be made pursuant to paragraph 1 2, paragraph 1 3 and paragraph 1.4 in paying to each holder of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (pari passu as if the same constituted one class of Share)</p> <p>1 2 in priority to any payments to be made pursuant to paragraph 1 3 and paragraph 1 4 in paying to each holder of D Ordinary Shares in respect of each D Ordinary Share of which it is the holder, a sum equal to the Issue Price thereof,</p> <p>1 3 in priority to any payments to be made pursuant to paragraph 1 4, in paying to each holder of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (pari passu as if the same constituted one class of Share) in respect of each A Ordinary Share, B Ordinary Share and C Ordinary Share of which it is the holder, a sum of £10,000,</p> <p>1 4 the balance of such assets (if any) shall be distributed amongst the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of Share)</p> <p>REDEMPTION RIGHTS</p> <p>The C Ordinary Shares are not redeemable</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	D ORDINARY SHARES	
Prescribed particulars	<p>VOTING RIGHTS</p> <p>1 On a written resolution, every Shareholder holding one or more D Ordinary Shares on the date on which the resolution is circulated as required by the Companies Act 2006 ("Act") shall, subject to sections 289 and 290 of the Act, have one vote for each D Ordinary Share held by him;</p> <p>2 On a resolution to be passed at a general meeting of the Company on a show of hands, every qualifying person (as defined in section 318(3) of the Act) present shall, subject to section 323(4) of the Act, have one vote, save that, subject always to the provisions of paragraph 3 and paragraph 5, a member, as defined in section 318(3) (a) of the Act, who only holds A Ordinary Shares, B Ordinary Shares or C Ordinary Shares shall not count as a qualifying person for the purposes of this paragraph 2,</p> <p>3 On a resolution to be passed at a general meeting of the Company on a poll, every Shareholder holding one or more D Ordinary 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 for each D Ordinary Share of which he is the holder, and</p> <p>4 If at any time (without Investor Consent) a Default Event has occurred, then upon an Investor Direction</p> <p>4 1 the D Ordinary Shares held other than by Investors shall cease to entitle each holder thereof to vote on any written resolution of the Company or to attend and vote (whether on a show of hands or on a poll) at any general meeting of the Company,</p> <p>4 2 new shares in the Company may be issued, ranking ahead of or pari passu with the B Ordinary Shares, the C Ordinary Shares and the D Ordinary</p>	

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

Class of share	D ORDINARY SHARES
Prescribed particulars	<p>Shares, without the consent of the holders of the B Ordinary Shares, the C Ordinary Shares or the D Ordinary Shares</p> <p>5 The provisions of paragraph 2 shall continue for so long as the breach or failure giving rise to the Default Event subsists</p> <p>6 For the avoidance of doubt, the provisions in paragraph 1 2 shall enable the Investors holding any D Ordinary Shares in issue from time to time together to consent to the holding of a general meeting of the Company on short notice pursuant to the Act on the basis that all such holders would constitute the only Shareholders who would be entitled to attend and vote at the general meeting</p> <p>7 The provisions of paragraph 8 shall apply if at any time (without Investor Consent)</p> <p>7 1 any Shareholder (other than Exponent) is in breach of the provisions of these paragraphs (without prejudice to the provisions of Article 10 3 of the Articles of Association ("Articles")) and/or the Investment Agreement and any Shareholder to which this paragraph applies shall be an "Excluded Shareholder"), or</p> <p>7 2 any person becomes a Leaver</p> <p>8 If the provisions of this Section apply</p> <p>8 1 the Shares which such person holds or to which he is entitled, and</p> <p>8 2 any Shares formerly held by such person which have been transferred either in breach of the provisions of these Sections or in accordance with Article 10 (Permitted Transfers),</p> <p>shall immediately cease to entitle the holders thereof to vote on any written resolution of the Company and to attend and vote (whether on a show</p>

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

Class of share	D ORDINARY SHARES	
Prescribed particulars	<p>of hands or on a poll) at any general meeting or at any separate class meeting of the Company</p> <p>7 The provisions of paragraph 6 shall continue</p> <p>7 1 in the case of paragraph 5 1, for so long as such breach subsists, or</p> <p>7 2 in the case of paragraph 5 2, until such time as such person (or any permitted transferee of such person under Article 10) ceases to be a Shareholder, having transferred all of their Shares to another person in accordance with any process or mechanic set out in these paragraphs and in accordance with the Investment Agreement, whereupon any Shares so transferred shall (with Investor Consent) be re-enfranchised</p>	

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

Class of share	D ORDINARY SHARES	
Prescribed particulars	<p>DIVIDEND RIGHTS</p> <p>1 Subject to (i) the Board recommending payment of the same and (ii) Investor Consent, any Available Profits which the Company may determine to distribute in respect of any financial year shall be distributed in accordance with the following order of priority:</p> <p>1.1 in priority to any payments to be made pursuant to paragraph 1.2, in paying to each holder of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (pari passu as if the same constituted one class of share) an equal share of the Available Profits being distributed, up to a sum of £10,000 per A Ordinary Share, B Ordinary Share and C Ordinary Share according to the number of such Shares held by the relevant Shareholder at the relevant time, and</p> <p>1.2 the balance of any Available Profits being distributed shall be distributed amongst the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such Shares held by the relevant Shareholder at the relevant time</p> <p>RETURN OF CAPITAL RIGHTS</p> <p>1 On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority</p> <p>1.1 in priority to any payments to be made pursuant to paragraph 1.2, paragraph 1.3 and paragraph 1.4 in paying to each holder of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (pari passu as if the same constituted one</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	D ORDINARY SHARES	
Prescribed particulars	<p>class of Share).</p> <p>1 2 in priority to any payments to be made pursuant to paragraph 1 3 and paragraph 1 4 in paying to each holder of D Ordinary Shares in respect of each D Ordinary Share of which it is the holder, a sum equal to the Issue Price thereof;</p> <p>1 3 in priority to any payments to be made pursuant to paragraph 1 4, in paying to each holder of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (pari passu as if the same constituted one class of Share) in respect of each A Ordinary Share, B Ordinary Share and C Ordinary Share of which it is the holder, a sum of £10,000,</p> <p>1 4 the balance of such assets (if any) shall be distributed amongst the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of Share)</p> <p>REDEMPTION RIGHTS</p> <p>The D Ordinary Shares are not redeemable.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share		
Prescribed particulars	<p>DEFINITIONS</p> <p>"Default Event" shall mean any of the following</p> <p>(a) a material breach by any Newco of the provisions of the Investment Agreement and/or the Articles; or</p> <p>(b) failure by the Company to pay any amount due in respect of the Loan Notes (whether interest or principal) within 30 Business Days of the due date,</p> <p>(d) a proposed resolution (i) for a Winding-Up, (ii) for a reduction in the capital of the Company or (iii) varying any of the rights attaching to the Loan Notes and/or A Ordinary Shares and/or D Ordinary Shares,</p> <p>(e) in the reasonable opinion of the Investors (acting by Investor Direction), the Company being, or having no reasonable prospect of avoiding becoming, in material breach of these Articles, the Investment Agreement, and Purchase Documents and/or any of the Financing Documents,</p> <p>(f) any financial indebtedness of the Group under the Financing Documents is declared to be or otherwise becomes due and payable prior to its specified maturity as a result of an actual event of default (however described)</p> <p>Leaver means</p> <p>(a) any Shareholder who ceases, or has ceased, to be a Relevant Employee,</p> <p>(b) any Shareholder who remains a Relevant Employee but who becomes or has become a Non-Contributory Employee,</p> <p>(c) any person who holds legal title to any shares to which a Leaver is beneficially entitled,</p>	

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

Class of share	
Prescribed particulars	<p>(d) any Shareholder (not being an Investor) holding Shares as a result of a transfer made after the date of the adoption of these Articles by a person in relation to whom such Shareholder was a permitted transferee under the provisions of Article 11 (Permitted Transfers) who ceases to be a permitted transferee in relation to such person including, without limitation, any Shareholder who ceases to be the spouse of a Relevant Employee;</p> <p>(e) any person who holds or becomes entitled to any Shares</p> <p>(1) following the death of a Shareholder;</p> <p>(11) following the bankruptcy of a Shareholder (if an individual) or the receivership, administrative receivership, administration, liquidation or other arrangement for the winding-up (whether solvent or insolvent) of a Shareholder (if a company), or</p> <p>(111) following the exercise of an option after ceasing to be a Relevant Employee; or</p> <p>(f) any Shareholder holding Shares as a nominee for any person who ceases, or who has ceased, to be a Relevant Employee in respect of the Shares held on behalf of such person,</p> <p>provided that, for the purposes of this definition, a Shareholder shall be deemed to cease or have ceased, to be a Relevant Employee on the date on which the relevant individual is given notice of termination of his employment or, as the case may be, upon the commencement of any period during which the relevant individual is placed on Garden Leave notwithstanding that the relevant individual remains an employee of the Company or any other Group Company</p>