

SH02

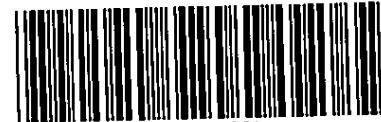
Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



☒ **What this form is for**
You may use this form to give notice
of consolidation, sub-division,
redemption of shares or
re-conversion of stock into shares

☐ **What this form is NOT**
You cannot use this form
notice of a conversion of
stock

TUESDAY



LD3

15/11/2011

89

1 Company details

Company number 0 7 7 4 5 8 2 4

Company name in full ABI ALPHA 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 resolution

Date of resolution 0 9 1 1 2 0 1 1

3 Consolidation

Please show the amendments to each class of share

Class of shares (E g Ordinary/Preference etc)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share

Class of shares (E g Ordinary/Preference etc)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
ORDINARY	1	£1 00	NIL	£1 00
'A' ORDINARY	NIL	£0 01	100	£0 01

5 Redemption

Please show the class number and nominal value of shares that have been redeemed
Only redeemable shares can be redeemed

Class of shares (E g Ordinary/Preference etc)	Number of issued shares	Nominal value of each share

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6 Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock

New share structure

Value of stock	Class of shares (E g Ordinary/Preference etc)	Number of issued shares	Nominal value of each share

Statement of capital

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form

7 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each share classes held in pound sterling

If all your issued capital is in sterling, only complete Section 7 and then go to Section 10

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
'A' ORDINARY	£0 01	NIL	100	£ 1 00
				£
				£
				£
Totals				£

8 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
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
Totals				

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

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of stock into shares**9****Statement of capital (Totals)**Please give the total number of shares and total aggregate nominal value of
issued share capital

Total number of shares

100

Total aggregate
nominal value ①

£1 00

① Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

10**Statement of capital (Prescribed particulars of rights attached to shares) ②**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 7** and
Section 8

Class of share

'A' ORDINARY

Prescribed particulars

SEE CONTINUATION SHEET

**② 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

Please use a Statement of capital
continuation page if necessary

Class of share

Prescribed particulars

Class of share

Prescribed particulars

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Class of share		<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> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars		
Class of share		
Prescribed particulars		

11**Signature**

	I am signing this form on behalf of the company		
Signature	<p>Signature</p> <p>X</p> <p>For and on behalf of</p> <p>MITRE SECRETARIES LIMITED</p> <p>X</p>		<p>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</p> <p>③ Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
	<p>This form may be signed by Director ^②, Secretary, Person authorised ^③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager</p>		

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10 Statement of capital (Prescribed particulars of rights attached to shares)^①

Class of share	'A' ORDINARY	
Prescribed particulars	<p>3 3 As regards voting</p> <p>3 3 1 The voting rights of Members set out in Part B of these Articles are subject to</p> <p>(a) the following provisions of this Article 3 3, and</p> <p>(b) Article 10 5 (suspension of voting rights during compulsory transfer procedure)</p> <p>3 3 2 Subject to Articles 3 3 3 and Article 10 6, the Ordinary Shares, A Shares and B Shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at, all general meetings of the Company and to vote on resolutions of the Company and on a poll or written resolution to exercise one vote per Equity Share</p> <p>3 3 3 If</p> <p>(a) there has been a material breach of the Investment Agreement or these Articles by either the Company or the B Shareholders which in the opinion of an Investor Majority has had or might reasonably be considered likely to have a material and adverse effect on the A Shareholders' investment in the Company and which, if capable of being remedied, has remained unremedied for a period of 15 Business Days from the date of notification of such breach by an Investor Majority to the Company and B Shareholders, or</p> <p>(b) any act, omission or event has occurred which constitutes or may constitute (with the passage of time or the giving of notice) an event of default under the Facility Documents, or</p> <p>(c) all or any part of the principal amount of the Investor Loan Notes, or any interest thereon, has become due for repayment or payment and has not been paid in full (save in circumstances where such repayments or payments (as the case may be), are not permitted to be paid under the provisions of the Facility Documents),</p> <p>the provisions of Article 3 3 4 will apply</p> <p>3 3 4 For so long as any Default Event is continuing and subject to Article 3 5 8, each holder of A Ordinary Shares shall be entitled, upon service of notice at the registered office of the Company that such holder wishes such Shares to carry additional votes, to exercise on a poll vote at a general meeting, or on a vote on a written resolution such number of votes for every A Ordinary Share of which it is the holder as shall confer upon the A Ordinary Shares as a class 95% of the total voting rights of all Shares at the relevant time</p>	<p>① 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 and any terms or conditions relating to redemption of these shares</p> <p>A separate table must be used for each class of share</p>

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10 Statement of capital (Prescribed particulars of rights attached to shares)^①

Class of share	'A' ORDINARY	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>3 1 As regards income</p> <p>3 1 1 Except with B Shareholder Consent and Investor Approval, the Company may not distribute any profits in respect of any financial year unless and until all the Loan Notes have been redeemed and all interest thereon has been paid in full</p> <p>3 1 2 Subject to Article 3 1 1, until the later of (i) the third anniversary of the Adoption Date and (ii) the date on which all the Loan Notes have been redeemed and all interest thereon has been paid in full any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of the A Shares and the B Shares (pari passu as if the same constituted one class of share)</p> <p>3 1 3 Following the date on which all Loan Notes have been redeemed and all interest thereon has been paid in full or, if later, the third anniversary of the Adoption Date any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of the Equity Shares (pari passu as if the same constituted a class of share)</p> <p>3 2 As regards capital</p> <p>3 2 1 On a return of capital of the Company on a Liquidation or otherwise (other than a redemption of shares or the purchase by the Company of its own shares), the surplus assets and retained profits of the Company available for distribution among the Members will be applied</p> <p>(a) first in paying to the holders of the A Shares and the B Shares (pari passu as if they constituted one class of share) an amount equal to the subscription price (inclusive of any premium) paid for such shares,</p> <p>(b) next, in paying to the holders of the Ordinary Shares an amount equal to the subscription price (inclusive of any premium) paid for such shares,</p> <p>and, subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the Equity Shares (pari passu as if they constituted one class of share)</p> <p>3 2 2 Any return on some but not all of any Shares of a particular class (or which are to be treated as if one class pursuant to the Articles) will be made amongst their holders pro rata as nearly as possible to their respective holdings of Shares of that class</p> <p>3 2 3 Other than pursuant to Article 8 6, the Company shall not without B Shareholder Consent and Investor Approval effect a purchase of any Shares until all of the Loan Notes have been redeemed and all interest thereon has been paid in full</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 and any terms or conditions relating to redemption of these shares</p> <p>A separate table must be used for each class of share</p>

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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 **THOMAS BISHAI**

Company name **CMS CAMERON MCKENNA LLP**

Address **MITRE HOUSE**

160 ALDERSGATE STREET

Post town **LONDON**

County/Region

Postcode **E C 1 A 4 D D**

Country

DX **135316 BARBICAN 2**

Telephone **0207 367 3000**

**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 resolution in Section 2
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6
- ☐ You have completed 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