

DON'T  
STAPLE

SH19

Statement of capital for reduction supported by  
solvency statement or court order

Companies House

A fee is payable with this form.  
Please see 'How to pay' on the last page.

✓ **What this form is for**  
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.

✗ **What this form is NOT for**  
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**1 Company details**

Company number 0 7 9 7 9 6 5 4

Company name in full TIER ONE CAPITAL LTD

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

All fields are mandatory unless specified or indicated by \*

**2 Share capital**

Complete the table(s) below to show the issued share capital as reduced by the resolution.

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

**Continuation page**  
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
<b>Currency table A</b>				
£	A Ordinary	10,000	£100.00	
£	D Ordinary	4,500	£99.00	
£	E Ordinary	4,500	£99.00	
<b>Totals</b>		19,000	£298.00	0

<b>Currency table B</b>				
<b>Totals</b>				

**Total issued share capital table**

You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + \$10	Total aggregate amount unpaid ❶ Show different currencies separately. For example: £100 + €100 + \$10
<b>Grand total</b>	38,446	£492.46	0

❶ **Total aggregate amount unpaid**  
Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.


# SH19

## Statement of capital for reduction supported by solvency statement or court order

Class of share		<b>① Prescribed particulars of rights attached to shares</b> 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.  <b>Continuation pages</b> Please use a Statement of capital continuation page if necessary.
Prescribed particulars ①	See continuation page.	
Class of share		
Prescribed particulars ①		
Class of share		
Prescribed particulars ①		

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### Signature

	I am signing this form on behalf of the company.		<b>② Societas Europaea.</b> If this 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.  <b>③ Person authorised</b> Under either section 270 or 274 of the Companies Act 2006.
Signature	Signature X  X	This form may be signed by: Director ②, Secretary, Person authorised ③, CIC manager.	

# SH19

Statement of capital for reduction supported by solvency statement  
or court order



## 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

Company name

CLARKE MAIRS LAW LIMITED

Address

ONE HOOD STREET

Post town

NEWCASTLE

County/Region

Postcode

N E I 6 J Q

Country

DX

61057 NEWCASTLE

Telephone



## 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 the relevant sections of the statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



## Important information

Please note that all information on this form will appear on the public record.



## How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House.'



## 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

**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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)

# SH19 - Continuation page

## Statement of capital for reduction supported by solvency statement or court order

2 Share capital				
Complete the table below to show the issued share capital as reduced by the resolution.				
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
£	F Ordinary	2,987	£29.87	
£	G Ordinary	1,006	£10.06	
£	H Ordinary	3,950	£39.50	
£	V Ordinary	988	£9.80	
£	W Ordinary	395	£3.95	
£	X Ordinary	395	£3.95	
£	Y Ordinary	5,775	£57.75	
£	Z Ordinary	3,950	£39.50	
Totals		19,446	£194.46	0

## SH19 - Continuation page

Statement of capital for reduction supported by solvency statement or court order

3 Prescribed particulars of rights attached to shares	
Class of share	A Ordinary
Prescribed particulars ①	<p>(a) Voting Rights The A Ordinary Shares together with the D Ordinary Shares, E Ordinary Shares, F Ordinary Shares, G Ordinary Shares and H Ordinary Shares shall confer upon the holders thereof 90% of the total voting rights of the entire issued share capital of the Company from time to time, in the proportion to the amounts paid thereon for the time being.</p> <p>(b) Dividend Rights All Shares shall carry a right to receive a dividend and dividends may be declared in respect of one or more classes of shares only to the exclusion of other classes of shares.</p> <p>(c) Rights to Participate in Capital Upon a winding up of the Company any surplus of assets or upon a sale of any assets of the Company (which is deemed by the board to be material) or upon a listing of the Shares on any recognised stock exchange or upon a sale of the entire issued share capital of the Company any net proceeds of sale (Proceeds) shall be distributed amongst the Shareholders, to the extent the Company is lawfully able to do so, in the manner and order of priority set out below: 1. firstly, the first £350,000 of any Proceeds (or where the aggregate Proceeds are less than or equal to £350,000 in total, all of such proceeds) shall be distributed to the holders of E Shares pro rata to the number of E Shares held; 2. secondly, if the Proceeds are greater than £350,000, up to the next £1,650,000 of the Proceeds shall be distributed to the holders of the Ordinary Shares pro rata to the number of A Shares, D shares, E shares, F shares, G shares and H shares held; and 3. thirdly, if the Proceeds are greater than £2,000,000, the balance of the Proceeds shall be distributed amongst all of the holders of Shares pro rata to the number of shares held.</p> <p>(d) Whether Redeemable Not redeemable.</p>
<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"><li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li><li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li><li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li><li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li></ul> <p>A separate table must be used for each class of share.</p>	

## SH19 - Continuation page

Statement of capital for reduction supported by solvency statement or court order

3 Prescribed particulars of rights attached to shares		
Class of share	D Ordinary	
Prescribed particulars ①	<p>(a) Voting Rights - The A Ordinary Shares together with the D Ordinary Shares, E Ordinary Shares, F Ordinary Shares, G Ordinary Shares and H Ordinary Shares shall confer upon the holders thereof 90% of the total voting rights of the entire issued share capital of the Company from time to time, in the proportion to the amounts paid thereon for the time being.</p> <p>(b) Dividend Rights - All Shares shall carry a right to receive a dividend and dividends may be declared in respect of one or more classes of shares only to the exclusion of other classes of shares.</p> <p>(c) Rights to Participate in Capital - Upon a winding up of the Company any surplus of assets or upon a sale of any assets of the Company (which is deemed by the board to be material) or upon a listing of the Shares on any recognised stock exchange or upon a sale of the entire issued share capital of the Company any net proceeds of sale (Proceeds) shall be distributed amongst the Shareholders, to the extent the Company is lawfully able to do so, in the manner and order of priority set out below: 1. firstly, the first £350,000 of any Proceeds (or where the aggregate Proceeds are less than or equal to £350,000 in total, all of such proceeds) shall be distributed to the holders of E Shares pro rata to the number of E Shares held; 2. secondly, if the Proceeds are greater than £350,000, up to the next £1,650,000 of the Proceeds shall be distributed to the holders of the Ordinary Shares pro rata to the number of A Shares, D shares, E shares, F shares, G shares and H shares held; and 3. thirdly, if the Proceeds are greater than £2,000,000, the balance of the Proceeds shall be distributed amongst all of the holders of Shares pro rata to the number of shares held.</p> <p>(d) Whether Redeemable - Not redeemable.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"><li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li><li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li><li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li><li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li></ul> <p>A separate table must be used for each class of share.</p>

## SH19 - Continuation page

Statement of capital for reduction supported by solvency statement or court order

### 3 Prescribed particulars of rights attached to shares

Class of share	E Ordinary	
Prescribed particulars 1	<p>(a) Voting Rights - The A Ordinary Shares together with the D Ordinary Shares, E Ordinary Shares, F Ordinary Shares, G Ordinary Shares and H Ordinary Shares shall confer upon the holders thereof 90% of the total voting rights of the entire issued share capital of the Company from time to time, in the proportion to the amounts paid thereon for the time being.</p> <p>(b) Dividend Rights - All Shares shall carry a right to receive a dividend and dividends may be declared in respect of one or more classes of shares only to the exclusion of other classes of shares.</p> <p>(c) Rights to Participate in Capital - Upon a winding up of the Company any surplus of assets or upon a sale of any assets of the Company (which is deemed by the board to be material) or upon a listing of the Shares on any recognised stock exchange or upon a sale of the entire issued share capital of the Company any net proceeds of sale (Proceeds) shall be distributed amongst the Shareholders, to the extent the Company is lawfully able to do so, in the manner and order of priority set out below: 1. firstly, the first £350,000 of any Proceeds (or where the aggregate Proceeds are less than or equal to £350,000 in total, all of such proceeds) shall be distributed to the holders of E Shares pro rata to the number of E Shares held; 2. secondly, if the Proceeds are greater than £350,000, up to the next £1,650,000 of the Proceeds shall be distributed to the holders of the Ordinary Shares pro rata to the number of A Shares, D shares, E shares, F shares, G shares and H shares held; and 3. thirdly, if the Proceeds are greater than £2,000,000, the balance of the Proceeds shall be distributed amongst all of the holders of Shares pro rata to the number of shares held.</p> <p>(d) Whether Redeemable - Not redeemable.</p>	<p><b>1 Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

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Statement of capital for reduction supported by solvency statement or court order

3	Prescribed particulars of rights attached to shares	
Class of share	F Ordinary	<b>Prescribed particulars of rights attached to shares</b> The particulars are:
Prescribed particulars	<p>(a) Voting Rights - The A Ordinary Shares together with the D Ordinary Shares, E Ordinary Shares, F Ordinary Shares, G Ordinary Shares and H Ordinary Shares shall confer upon the holders thereof 90% of the total voting rights of the entire issued share capital of the Company from time to time, in the proportion to the amounts paid thereon for the time being.</p> <p>(b) Dividend Rights - All Shares shall carry a right to receive a dividend and dividends may be declared in respect of one or more classes of shares only to the exclusion of other classes of shares.</p> <p>(c) Rights to Participate in Capital - Upon a winding up of the Company any surplus of assets or upon a sale of any assets of the Company (which is deemed by the board to be material) or upon a listing of the Shares on any recognised stock exchange or upon a sale of the entire issued share capital of the Company any net proceeds of sale (Proceeds) shall be distributed amongst the Shareholders, to the extent the Company is lawfully able to do so, in the manner and order of priority set out below: 1. firstly, the first £350,000 of any Proceeds (or where the aggregate Proceeds are less than or equal to £350,000 in total, all of such proceeds) shall be distributed to the holders of E Shares pro rata to the number of E Shares held; 2. secondly, if the Proceeds are greater than £350,000, up to the next £1,650,000 of the Proceeds shall be distributed to the holders of the Ordinary Shares pro rata to the number of A Shares, D shares, E shares, F shares, G shares and H shares held; and 3. thirdly, if the Proceeds are greater than £2,000,000, the balance of the Proceeds shall be distributed amongst all of the holders of Shares pro rata to the number of shares held.</p> <p>(d) Whether Redeemable - Not redeemable.</p>	

- 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.



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Statement of capital for reduction supported by solvency statement or court order

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### Prescribed particulars of rights attached to shares

Class of share	G Ordinary	
Prescribed particulars 1	<p>(a) Voting Rights - The A Ordinary Shares together with the D Ordinary Shares, E Ordinary Shares, F Ordinary Shares, G Ordinary Shares and H Ordinary Shares shall confer upon the holders thereof 90% of the total voting rights of the entire issued share capital of the Company from time to time, in the proportion to the amounts paid thereon for the time being.</p> <p>(b) Dividend Rights - All Shares shall carry a right to receive a dividend and dividends may be declared in respect of one or more classes of shares only to the exclusion of other classes of shares.</p> <p>(c) Rights to Participate in Capital - Upon a winding up of the Company any surplus of assets or upon a sale of any assets of the Company (which is deemed by the board to be material) or upon a listing of the Shares on any recognised stock exchange or upon a sale of the entire issued share capital of the Company any net proceeds of sale (Proceeds) shall be distributed amongst the Shareholders, to the extent the Company is lawfully able to do so, in the manner and order of priority set out below: 1. firstly, the first £350,000 of any Proceeds (or where the aggregate Proceeds are less than or equal to £350,000 in total, all of such proceeds) shall be distributed to the holders of E Shares pro rata to the number of E Shares held; 2. secondly, if the Proceeds are greater than £350,000, up to the next £1,650,000 of the Proceeds shall be distributed to the holders of the Ordinary Shares pro rata to the number of A Shares, D shares, E shares, F shares, G shares and H shares held; and 3. thirdly, if the Proceeds are greater than £2,000,000, the balance of the Proceeds shall be distributed amongst all of the holders of Shares pro rata to the number of shares held.</p> <p>(d) Whether Redeemable - Not redeemable.</p>	<p><b>1 Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

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Statement of capital for reduction supported by solvency statement or court order

## 3 Prescribed particulars of rights attached to shares

Class of share	H Ordinary
Prescribed particulars 1	<p>(a) Voting Rights - The A Ordinary Shares together with the D Ordinary Shares, E Ordinary Shares, F Ordinary Shares, G Ordinary Shares and H Ordinary Shares shall confer upon the holders thereof 90% of the total voting rights of the entire issued share capital of the Company from time to time, in the proportion to the amounts paid thereon for the time being.</p> <p>(b) Dividend Rights - All Shares shall carry a right to receive a dividend and dividends may be declared in respect of one or more classes of shares only to the exclusion of other classes of shares.</p> <p>(c) Rights to Participate in Capital - Upon a winding up of the Company any surplus of assets or upon a sale of any assets of the Company (which is deemed by the board to be material) or upon a listing of the Shares on any recognised stock exchange or upon a sale of the entire issued share capital of the Company any net proceeds of sale (Proceeds) shall be distributed amongst the Shareholders, to the extent the Company is lawfully able to do so, in the manner and order of priority set out below: 1. firstly, the first £350,000 of any Proceeds (or where the aggregate Proceeds are less than or equal to £350,000 in total, all of such proceeds) shall be distributed to the holders of E Shares pro rata to the number of E Shares held; 2. secondly, if the Proceeds are greater than £350,000, up to the next £1,650,000 of the Proceeds shall be distributed to the holders of the Ordinary Shares pro rata to the number of A Shares, D shares, E shares, F shares, G shares and H shares held; and 3. thirdly, if the Proceeds are greater than £2,000,000, the balance of the Proceeds shall be distributed amongst all of the holders of Shares pro rata to the number of shares held.</p> <p>(d) Whether Redeemable - Not redeemable.</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.

# SH19 - Continuation page

Statement of capital for reduction supported by solvency statement or court order

3	Prescribed particulars of rights attached to shares	
Class of share	V Ordinary	
Prescribed particulars 1	<p>(a) Voting Rights – The V Ordinary Shares together with the W Ordinary Shares, X Ordinary Shares, Y Ordinary Shares and Z Ordinary Shares shall confer upon the holders thereof 10% of the total voting rights of the entire issued share capital of the Company from time to time, in the proportion to the amounts paid thereon for the time being.</p> <p>(b) Dividend Rights – All Shares shall carry a right to receive a dividend and dividends may be declared in respect of one or more classes of shares only to the exclusion of other classes of shares.</p> <p>(c) Rights to Participate in Capital – Upon a winding up of the Company any surplus of assets or upon a sale of any assets of the Company (which is deemed by the board to be material) or upon a listing of the Shares on any recognised stock exchange or upon a sale of the entire issued share capital of the Company any net proceeds of sale (Proceeds) shall be distributed amongst the Shareholders, to the extent the Company is lawfully able to do so, in the manner and order of priority set out below: 1. firstly, the first £350,000 of any Proceeds (or where the aggregate Proceeds are less than or equal to £350,000 in total, all of such proceeds) shall be distributed to the holders of E Shares pro rata to the number of E Shares held; 2. secondly, if the Proceeds are greater than £350,000, up to the next £1,650,000 of the Proceeds shall be distributed to the holders of the Ordinary Shares pro rata to the number of A Shares, D shares, E shares, F shares, G shares and H shares held; and 3. thirdly, if the Proceeds are greater than £2,000,000, the balance of the Proceeds shall be distributed amongst all of the holders of Shares pro rata to the number of shares held.</p> <p>(d) Whether Redeemable – Not redeemable.</p>	

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

# SH19 - Continuation page

Statement of capital for reduction supported by solvency statement or court order

## 3 Prescribed particulars of rights attached to shares

Class of share	W Ordinary	
Prescribed particulars ①	<p>(a) Voting Rights – The V Ordinary Shares together with the W Ordinary Shares, X Ordinary Shares, Y Ordinary Shares and Z Ordinary Shares shall confer upon the holders thereof 10% of the total voting rights of the entire issued share capital of the Company from time to time, in the proportion to the amounts paid thereon for the time being.</p> <p>(b) Dividend Rights – All Shares shall carry a right to receive a dividend and dividends may be declared in respect of one or more classes of shares only to the exclusion of other classes of shares.</p> <p>(c) Rights to Participate in Capital – Upon a winding up of the Company any surplus of assets or upon a sale of any assets of the Company (which is deemed by the board to be material) or upon a listing of the Shares on any recognised stock exchange or upon a sale of the entire issued share capital of the Company any net proceeds of sale (Proceeds) shall be distributed amongst the Shareholders, to the extent the Company is lawfully able to do so, in the manner and order of priority set out below: 1. firstly, the first £350,000 of any Proceeds (or where the aggregate Proceeds are less than or equal to £350,000 in total, all of such proceeds) shall be distributed to the holders of E Shares pro rata to the number of E Shares held; 2. secondly, if the Proceeds are greater than £350,000, up to the next £1,650,000 of the Proceeds shall be distributed to the holders of the Ordinary Shares pro rata to the number of A Shares, D shares, E shares, F shares, G shares and H shares held; and 3. thirdly, if the Proceeds are greater than £2,000,000, the balance of the Proceeds shall be distributed amongst all of the holders of Shares pro rata to the number of shares held.</p> <p>(d) Whether Redeemable – Not redeemable.</p>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

### Prescribed particulars of rights attached to shares

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

## SH19 - Continuation page

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### Prescribed particulars of rights attached to shares

Class of share	Y Ordinary	
Prescribed particulars ①	<p>(a) Voting Rights – The V Ordinary Shares together with the W Ordinary Shares, X Ordinary Shares, Y Ordinary Shares and Z Ordinary Shares shall confer upon the holders thereof 10% of the total voting rights of the entire issued share capital of the Company from time to time, in the proportion to the amounts paid thereon for the time being.</p> <p>(b) Dividend Rights – All Shares shall carry a right to receive a dividend and dividends may be declared in respect of one or more classes of shares only to the exclusion of other classes of shares.</p> <p>(c) Rights to Participate in Capital – Upon a winding up of the Company any surplus of assets or upon a sale of any assets of the Company (which is deemed by the board to be material) or upon a listing of the Shares on any recognised stock exchange or upon a sale of the entire issued share capital of the Company any net proceeds of sale (Proceeds) shall be distributed amongst the Shareholders, to the extent the Company is lawfully able to do so, in the manner and order of priority set out below: 1. firstly, the first £350,000 of any Proceeds (or where the aggregate Proceeds are less than or equal to £350,000 in total, all of such proceeds) shall be distributed to the holders of E Shares pro rata to the number of E Shares held; 2. secondly, if the Proceeds are greater than £350,000, up to the next £1,650,000 of the Proceeds shall be distributed to the holders of the Ordinary Shares pro rata to the number of A Shares, D shares, E shares, F shares, G shares and H shares held; and 3. thirdly, if the Proceeds are greater than £2,000,000, the balance of the Proceeds shall be distributed amongst all of the holders of Shares pro rata to the number of shares held.</p> <p>(d) Whether Redeemable – Not redeemable.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ol> <p>A separate table must be used for each class of share.</p>

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## 3 Prescribed particulars of rights attached to shares

Class of share	Z Ordinary	
Prescribed particulars 1	<p>(a) Voting Rights – The V Ordinary Shares together with the W Ordinary Shares, X Ordinary Shares, Y Ordinary Shares and Z Ordinary Shares shall confer upon the holders thereof 10% of the total voting rights of the entire issued share capital of the Company from time to time, in the proportion to the amounts paid thereon for the time being.</p> <p>(b) Dividend Rights – All Shares shall carry a right to receive a dividend and dividends may be declared in respect of one or more classes of shares only to the exclusion of other classes of shares.</p> <p>(c) Rights to Participate in Capital – Upon a winding up of the Company any surplus of assets or upon a sale of any assets of the Company (which is deemed by the board to be material) or upon a listing of the Shares on any recognised stock exchange or upon a sale of the entire issued share capital of the Company any net proceeds of sale (Proceeds) shall be distributed amongst the Shareholders, to the extent the Company is lawfully able to do so, in the manner and order of priority set out below: 1. firstly, the first £350,000 of any Proceeds (or where the aggregate Proceeds are less than or equal to £350,000 in total, all of such proceeds) shall be distributed to the holders of E Shares pro rata to the number of E Shares held; 2. secondly, if the Proceeds are greater than £350,000, up to the next £1,650,000 of the Proceeds shall be distributed to the holders of the Ordinary Shares pro rata to the number of A Shares, D shares, E shares, F shares, G shares and H shares held; and 3. thirdly, if the Proceeds are greater than £2,000,000, the balance of the Proceeds shall be distributed amongst all of the holders of Shares pro rata to the number of shares held.</p> <p>(d) Whether Redeemable – Not redeemable.</p>	<p><b>1 Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>