6/40

In accordance with Section 854 of the Companies Act 2006.

AR01
Annual Return
(For returns made up to a date on or **after 1 October 2011**)

IRIS

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

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 confirm that the company information is correct as at the date of this return. You must file an Annual Return at least once every year.

✗ **What this form is NOT fo**
You cannot use this form tc notice of changes to the co officers, registered office ac company type or informatic relating to the company rec

WEDNESDAY

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A20 27/05/2015 #320
COMPANIES HOUSE

Part 1 Company details

The section must be completed by all companies.

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

All fields are mandatory unless specified or indicated by *

A1 Company details

Company number: 0 8 0 4 5 4 4 3

Company name in full ❶: **MyDeco ECommerce Limited**

❶ **Company name change**
If your company has recently changed its name, please provide the company name as at the date of this return.

A2 Return date

Please give the annual return made up date. The return date must not be a future date. The annual return must be delivered within 28 days of the date given below.

If you would like the company's made up date to be earlier than 1 October 2011, please complete the AR01 appropriate for earlier made up dates.

Date of this return ❷: d2 d5 m0 m4 y2 y0 y1 y5

❷ **Date of this return**
Your company's return date is usually the anniversary of incorporation or the anniversary of the last annual return filed at Companies House. You may choose an earlier return date but it must not be a later date.

A3 Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ❸

Classification code 1
Classification code 2
Classification code 3
Classification code 4

If you cannot determine a code, please give a brief description of your business activity below:

Principal activity description: **Furniture & Homewares Ecommerce Retail**

❸ **Principal business activity**
You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section.

A full list of the trade classification codes are available on our website: www.companieshouse.gov.uk

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A4 Company type ❶

Please confirm your company type by ticking the appropriate box below (only one box must be ticked):

- ☐ Public limited company
- ☑ Private company limited by shares
- ☐ Private company limited by guarantee
- ☐ Private company limited by shares exempt under section 60
- ☐ Private company limited by guarantee exempt under section 60
- ☐ Private unlimited company with share capital
- ☐ Private unlimited company without share capital

❶ Company type
If you are unsure of your company type, please check your latest certificate of incorporation or our website:
www.companieshouse.gov.uk

A5 Registered office address ❷

Building name/number	Gunpowder House
Street	66-68 Great Suffolk Street
Post town	London
County/Region	
Postcode	S E 1 0 B L

❷ Change of registered office
This must agree with the address that is held on the Companies House record at the date of this return.

If the registered office address has changed, you should complete form **AD01** and submit it together with this annual return.

A6 Single alternative inspection location (SAIL) of the company records (if applicable) ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	

❸ SAIL address
This must agree with the address that is held on the Companies House record at the date of this return.

If the address has changed, you should complete form **AD02** and submit it together with this annual return.

A7 Location of company records ❹

Please tick the appropriate box to indicate which records are kept at the SAIL address in **Section A6**:

- ☐ Register of members.
- ☐ Register of directors.
- ☐ Directors' service contracts.
- ☐ Directors' indemnities.
- ☐ Register of secretaries.
- ☐ Records of resolutions etc.
- ☐ Contracts relating to purchase of own shares.
- ☐ Documents relating to redemption or purchase of own share out of capital by private company.
- ☐ Register of debenture holders.
- ☐ Report to members of outcome of investigation by public company into interests in its shares.
- ☐ Register of interests in shares disclosed to public company.
- ☐ Instruments creating charges and register of charges: England and Wales or Northern Ireland.
- ☐ Instruments creating charges and register of charges: Scotland.

❹ Location of company records
If the company records are held at the registered office address, **do not** tick any of the boxes in this section.

Certain records must be kept by every company while other records are only kept by certain company types where appropriate.

If the records are not kept at the SAIL address, they must be available at the registered office.

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form **AD03** and submit it together with this annual return.

Part 2 Officers of the company

This section should include details of the company at the date to which this annual return is made up.

→ For a **secretary** who is an individual, go to **Section B1**.
→ For a **corporate secretary**, go to **Section C1**.
→ For a **director** who is an individual, go to **Section D1**.
→ For a **corporate director**, go to **Section E1**.

Continuation pages
Please use a continuation page if you need to enter more officer details.

Secretary

B1 Secretary's details ❶

Please use this section to list all the secretaries of the company.
For a corporate secretary, complete Section C1-C4.

Title*	
Full forename(s)	
Surname	
Former name(s) ❷	

❶ Secretary appointments
You may not use this form to appoint a secretary. To do this, please complete form **AP03** and submit it together with this annual return.

Corporate details
Please use **Section C1-C4** to enter corporate secretary details.

Secretary details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH03**.

❷ Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

B2 Secretary's service address ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❸ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Corporate secretary

C1 Corporate secretary's details ❶

Please use this section to list all the corporate secretaries of the company.

Corporate body/firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Corporate secretary appointments**
You cannot use this form to appoint a corporate secretary. To do this, please complete form **AP04** and submit it together with this annual return.

Corporate secretary details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH04**.

This information will appear on the public record.

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?
→ **Yes** Complete **Section C3 only**
→ **No** Complete **Section C4 only**

C3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/ firm is registered❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered❹	
If applicable, the registration number	

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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Director

D1 Director's details ❶

Please use this section to list all the directors of the company.
For a corporate director, complete Section E1-E4.

Title*	Mr
Full forename(s)	Brent Shawzin
Surname	Hoberman
Former name(s) ❷	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	d2 d5 m1 m1 y1 y9 y6 y8
Business occupation (if any)	Entrepreneur

❶ **Director appointments**
You cannot use this form to appoint a director. To do this, please complete form **AP01** and submit it together with this annual return.

Corporate details
Please use **Section E1-E4** to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH01**.

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address ❸

Building name/number	Gunpowder House
Street	66-68 Great Suffolk Street
Post town	London
County/Region	London
Postcode	
Country	United Kingdom

❸ **Service address**
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Annual Return

(For returns made up to a date on or **after 1 October 2011**)

Director

D1 Director's details ❶

Please use this section to list all the directors of the company.
For a corporate director, complete Section E1-E4.

Title*	
Full forename(s)	
Surname	
Former name(s) ❷	
Country/State of residence	
Nationality	
Date of birth	d d m m y y y y
Business occupation (if any)	

❶ **Director appointments**
You cannot use this form to appoint a director. To do this, please complete form **AP01** and submit it together with this annual return.

Corporate details
Please use **Section E1-E4** to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH01**.

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❸ **Service address**
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Corporate director

E1 Corporate director's details ❶

Please use this section to list all the corporate director's of the company.

Corporate body/firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Corporate director appointments**
You cannot use this form to appoint a corporate director. To do this, please complete form **AP02** and submit it together with this annual return.

Corporate director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH02**.

This information will appear on the public record.

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?
→ **Yes** Complete **Section E3 only**
→ **No** Complete **Section E4 only**

E3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/ firm is registered ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
If applicable, the registration number	

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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Part 3 Statement of capital ❶

Does your company have share capital?
→ **Yes** Complete the sections below and the following **Part 4**.
→ **No** Go to **Part 5 (Signature)**.

❶ This should reflect the company's capital status at the made up date of this annual return.

F1 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 F1** and then go to **Section F4**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❷	Amount (if any) unpaid on each share ❷	Number of shares ❸	Aggregate nominal value ❹
Ordinary	**6.26804035890798**	**0**	**319079**	£ **319.079**
Preference	**6.26802**	**0**	**239310**	£ **239.31**
				£
				£
		Totals	**558389**	£ **558.389**

F2 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 ❷	Amount (if any) unpaid on each share ❷	Number of shares ❸	Aggregate nominal value ❹
		Totals		

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❷	Amount (if any) unpaid on each share ❷	Number of shares ❸	Aggregate nominal value ❹
		Totals		

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate nominal value ❺

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

❷ Including both the nominal value and any share premium.

❸ Total number of issued shares in this class.

❹ 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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Annual Return
(For returns made up to a date on or **after 1 October 2011**)

F4 Statement of capital (Voting rights)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1** and **F2**.

Class of share	**Ordinary**
Voting rights	**Please see the AR01 continuation pages.**
Class of share	**Preference**
Voting rights	**Please see the AR01 continuation pages.**
Class of share	
Voting rights	
Class of share	
Voting rights	

Part 4 Shareholders

Does your company have share capital?
→ **Yes** go to **Section G1** 'Companies with share capital'.
→ **No** Go to **Part 5 (Signature)**.

G1 Companies with share capital

Question 1

Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below: ❶

☑ **No** go to **Section G2** 'Past and present shareholders'.
☐ **Yes** go to **Question 2.**

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to Section G2 'Past and present shareholders'.

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies?(3) Please tick the appropriate box below: ❷

☐ **No** go to **Section G4** 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return'.
☐ **Yes** go to **Part 5 'Signature'**

❶ A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognized investment exchanges and regulated markets can be found at: www.fsa.gov.uk/register/exchanges.do

❷ DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%).

G2 List of past and present shareholders ❸

The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns. Please tick the appropriate box below:

☐ There were no shareholder changes in this period. Go to **Part 5 (Signature)**.
☑ A full list of shareholders is enclosed.
☐ A list of shareholder changes is enclosed.

How is the list of shareholders enclosed. Please tick the appropriate box below:

☑ The list of shareholders is enclosed on paper. Go to **Section G3**. 'List of past and present shareholders'
☐ The list of shareholders is enclosed in another format. Go to **Part 5 (Signature).**

❸ This section only applies to companies answering 'No' in Section G1.

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(For returns made up to a date on or **after 1 October 2011**)

G3 List of past and present shareholders ❶

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year.

You must provide a 'full list' of all company shareholders on:

- The company's first annual return following incorporation;
- Every third annual return after a full list has been provided.

❶ Please list the company shareholders in alphabetical order.

Joint shareholders should be listed consecutively.

Further shareholders
Please use a 'List of past and present shareholders' continuation page if necessary.

This section only applies to companies answering 'No' to Question 1 in Section G1.

		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name **(Address not required)**	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
By Design (UK) Limited	**Ordinary**	**0**	**1**	**06 / 02 / 2015**
By Design (UK) Limited - continued			**287171**	**06 / 02 / 2015**
eVenture Fonds 2 Gmbh & Co KG	**Ordinary**	**0**	**31907**	**06 / 02 / 2015**
eVenture Fonds 2 Gmbh & Co KG - continued	**Preference**	**0**	**47862**	**06 / 02 / 2015**
eVenture Fonds 2 Gmbh & Co KG - continued			**71793**	**06 / 02 / 2015**
Kite Ventures Management Limited	**Preference**	**0**	**47862**	**06 / 02 / 2015**
Kite Ventures Management Limited - continued			**71793**	**06 / 02 / 2015**
Things I Like GmbH	**Ordinary**	**319079**		/ /
Things I Like GmbH - continued	**Preference**	**239310**		/ /
				/ /
				/ /
				/ /

G4 Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return

This section should show only the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return.

It should only be completed by companies that have answered 'Yes' to Question 1 in Section G1, and 'No' to Question 2 in Section G1.

If there were no shareholders holding at least 5% of any class of share(s) at the date of this return, this section may be left blank.

→ Go to **Part 5 (Signature)**

This section only applies to companies answering 'No' to Question 2 in Section G1.

Please list the company shareholders in alphabetical order.

Joint shareholders should be listed consecutively.

Further shareholders
Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary.

		Shares or stock currently held	
Shareholder's name	Shareholder's address	Class of share	Number of shares or amount of stock

Part 5 Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X Wjr X

This form may be signed by:
Director ❶, Secretary, Person authorised ❷, Charity commission receiver and manager, CIC manager, Judicial factor.

❶ **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.

❷ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006.

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(For returns made up to a date on or **after 1 October 2011**)

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	Chariot House Ltd Chartered Accountants
Address	Gunpowder House
	66/68 Great Suffolk St
Post town	London
County/Region	
Postcode	S E 1 0 B L
Country	United Kingdom
DX	
Telephone	

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01.
- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed your principal business activity.
- ☐ You have not used this form to make changes to the registered office address.
- ☐ You have not used this form to make changes to secretary and director details.
- ☐ You have fully completed the Statement of capital (if applicable).
- ☐ 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 £40 is payable to Companies House in respect of an Annual Return

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
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

In accordance with Section 854 of the Companies Act 2006.

AR01 - continuation page
Annual Return

F4 Statement of capital (Voting rights)

Class of share	Ordinary
Voting rights	The Ordinary Shares shall entitle the holders thereof to the following rights:

The Ordinary Shares shall entitle the holders thereof to the following rights:

(a) Dividends:

Any Available Profits which the Company may determine to distribute in respect of any Financial Year will be distributed among the holders of the Ordinary and Preference Shares pro rata to their respective holdings of the total number of Shares.

(b) Liquidation preference:

1. Subject to paragraphs 2 and 3 below, on a return of assets on liquidation, capital reduction or otherwise (other than a conversion or purchase of Shares), the assets of the Company remaining after the payment of its liabilities shall be distributed among the holders of the Ordinary and Preference Shares pro rata to their respective holdings of the total number of Shares, as if they all constituted shares of the same class.
2. In the event that a distribution made in accordance with paragraph 1 would result in the holders of the Preference Shares receiving in respect of each Preference Share a sum which is less than twice the Issue Price of that Preference Share, then there shall be deducted from the payments due to the holders of Ordinary Shares, pro rata to the number of Ordinary Shares held by each of them, a sum equal to the amount of the shortfall, in order that each holder of Preference Shares will receive, in respect of each Preference Share, a sum equal to twice the Issue Price of that Preference Share.
3. For the avoidance of doubt, in the event that a distribution made in accordance with paragraph 1 and adjusted in accordance with paragraph 2 would result in the holders of the Preference Shares receiving in respect of each Preference Share a sum which is less than twice the Issue Price of that Preference Share, then the holders of the Ordinary Shares shall receive no payment by way of distribution under paragraph (b).

(c) Exit provisions:

The proceeds of a Share Sale shall be distributed in the order of priority set out in paragraph (c). The Directors shall not register any transfer of Shares if the consideration payable (including any deferred consideration) whether in cash or otherwise to those Shareholders selling Shares under a Share Sale ("Sale Proceeds") is not distributed in that manner provided that, if the Sale Proceeds are not settled in their entirety upon completion of the Share Sale.
(d) Variation of class rights:
Whenever the share capital of the Company is divided into different classes of Shares, the special rights attached to any such class may only be varied or abrogated (either whilst the Company is a going concern or during or in contemplation of a winding up) with the consent in writing of the holders of at least 75% in nominal value of the issued Shares of that class, save that the special rights attached to the Preference Shares may only be varied or abrogated with Investor Consent.
(e) Redemption rights:
The Ordinary shares and the Preference shares do not confer any rights of redemption.
(f) Voting in general meetings:

Each Ordinary share and each Preference share is entitled to one vote in any circumstances.

In accordance with Section 854 of the Companies Act 2006.

AR01 - continuation page
Annual Return

F4 Statement of capital (Voting rights)

Class of share	Preference Shares

Voting rights

The Preference Shares shall entitle the holders thereof to the following rights:

(a) Conversion rights:

Any holder of Preference Shares shall have the right at any time and at his absolute discretion to require that all (but not some only) of his Preference Shares shall be converted to and redesignated as Ordinary Shares at the rate of one Ordinary Share for each Preference Share to be converted, subject to adjustment for any prior consolidation or subdivision of either class of shares.
In order to exercise his rights under the above paragraph, a holder of Preference Shares must give at least 28 days' notice in writing to the Company at its registered office specifying the date (being a date more than 28 days after the date of the notice) on which it requires such conversion and redesignation to take effect.
The Company shall take all necessary steps to give effect to the conversion and redesignation with effect from the date specified in the notice.

(b) Dividends:

Any Available Profits which the Company may determine to distribute in respect of any Financial Year will be distributed among the holders of the Ordinary and Preference Shares pro rata to their respective holdings of the total number of Shares.

(c) Liquidation preference:
1. Subject to paragraphs 2 and 3 below, on a return of assets on liquidation, capital reduction or otherwise (other than a conversion or purchase of Shares), the assets of the Company remaining after the payment of its liabilities shall be distributed among the holders of the Ordinary and Preference Shares pro rata to their respective holdings of the total number of Shares, as if they all constituted shares of the same class

2. In the event that a distribution made in accordance with paragraph 1 would result in the holders of the Preference Shares receiving in respect of each Preference Share a sum which is less than twice the Issue Price of that Preference Share, then there shall be deducted from the payments due to the holders of Ordinary Shares, pro rata to the number of Ordinary Shares held by each of them, a sum equal to the amount of the shortfall, in order that each holder of Preference Shares will receive, in respect of each Preference Share, a sum equal to twice the Issue Price of that Preference Share.
3. For the avoidance of doubt, in the event that a distribution made in accordance with paragraph 1 and adjusted in accordance with paragraph 2 would result in the holders of the Preference Shares receiving in respect of each Preference Share a sum which is less than twice the Issue Price of that Preference Share, then the holders of the Ordinary Shares shall receive no payment by way of distribution under paragraph (c).
(d) Exit provisions:
The proceeds of a Share Sale shall be distributed in the order of priority set out in paragraph (c).
The Directors shall not register any transfer of Shares if the consideration payable (including any deferred consideration) whether in cash or otherwise to those Shareholders selling Shares under a Share Sale ("Sale Proceeds") is not distributed in that manner provided that, if the Sale Proceeds are not settled in their entirety upon completion of the Share Sale.

In accordance with Section 854 of the Companies Act 2006.

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Annual Return

F4 Statement of capital (Voting rights)

Class of share	Preference Shares
Voting rights	(e) Variation of class rights: Whenever the share capital of the Company is divided into different classes of Shares, the special rights attached to any such class may only be varied or abrogated (either whilst the Company is a going concern or during or in contemplation of a winding up) with the consent in writing of the holders of at least 75% in nominal value of the issued Shares of that class, save that the special rights attached to the Preference Shares may only be varied or abrogated with Investor Consent. (f) Redemption rights: The Ordinary shares and the Preference shares do not confer any rights of redemption. (g) Voting in general meetings: Each Ordinary share and each Preference share is entitled to one vote in any circumstances.