

SH01

Return of allotment of shares



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

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

FRIDAY



A5J2ATDM
A16 04/11/2016 #432
COMPANIES HOUSE
A5HK4D4Q
A15 14/10/2016 #296
COMPANIES HOUSE

1 Company details

Company number 8 2 1 8 9 3 4
Company name in full FPE Global (Holdings) Limited

→ **Filling 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 d 2 7 m 0 9 y 2 0 1 6
To Date d m y

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.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	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
GBP	C Ordinary	140000	0.02	22.40	

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

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
	see continuation sheet			
	Totals	0	0.00	0.00
Currency table B				
	Totals			
Currency table C				
	Totals			
		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)		3656375	40063.75	0.00

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

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share

A Ordinary

Prescribed particulars

1

Please see continuation sheet

Class of share

B Ordinary

Prescribed particulars

1

Please see continuation sheet

Class of share

C Ordinary

Prescribed particulars

1

Please see continuation sheet

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.

Continuation page

Please use a Statement of Capital continuation page if necessary.

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Signature

I am signing this form on behalf of the company.

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 Matthew McGeary

Company name Addleshaw Goddard LLP

Address 100 Barbirolli Square

Post town Manchester

County/Region

Postcode M 2 3 A B

Country United Kingdom

DX 14301 Manchester

Telephone 0161 934 6000



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 relevant sections of the statement of capital.
- ☐ You have signed the form.



Important information

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



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>Dividends</p> <p>The Company shall pay to each holder of Preference Shares, in priority to the holder of any other class of Share, a cumulative net cash dividend at the rate of 9.5% of the Issue Price of each Preference Share held by him (Preference Dividend) which shall accrue from day to day from and including the date on which such Preference Share is fully paid to and including the date on which such Preference Share is redeemed.</p> <p>Save for in respect of the Preference Dividend, any dividend declared shall be distributed pari passu amongst the holders of fully paid Equity Shares as if they were Shares of the same class but no such dividend shall be paid unless all Preference Dividends which are due and payable have been paid.</p> <p>Return of capital</p> <p>On a return of capital the surplus assets of the Company remaining after the payment of its liabilities shall be applied firstly, paid to the holders of the Investor Loan Notes in issue at the time of a Realisation up to a maximum of £1,000,000; secondly, any remaining proceeds (Excess Proceeds) shall be distributed as follows: in respect of the Excess Proceeds that are less than £8,000,000: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 15%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D; the remaining Excess Proceeds (Surplus) shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the principal amount outstanding (Principal) and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid uncompounded interest as at the date of the Realisation;</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>to the extent both Articles 7.3(b) (i) (B) (1) and Article 7.3(b) (i) (B) (2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £8,000,000 but less than £16,000,000, Article 7.3(b) (i) shall apply to the Excess Proceeds up to £8,000,000 and the balance shall be distributed as follows: (a) the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 20%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D; (D) the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b) (ii) (B) (1) and Article 7.3(b) (ii) (B) (2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £16,000,000 but less than £24,000,000: Article 7.3(b) (i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b) (ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary
Prescribed particulars	<p>A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 25%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D. The Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b) (iii) (D) (1) and Article 7.3(b) (iii) (D) (2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £24,000,000 but less than £32,000,000: Article 7.3(b) (i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b) (ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; Article 7.3(b) (iii) shall apply to the Excess Proceeds exceeding £16,000,000 but less than £24,000,000; and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 30%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation;</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>to the extent both Articles 7.3(b)(iv)(E)(1) and Article 7.3(b)(iv)(E)(2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £32,000,000 but less than £40,000,000: Article 7.3(b)(i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b)(ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; Article 7.3(b)(iii) shall apply to the Excess Proceeds exceeding £16,000,000 but less than £24,000,000; Article 7.3(b)(iv) shall apply to the Excess Proceeds exceeding £24,000,000 but less than £32,000,000; and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 35%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D, the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b)(v)(F)(1) and Article 7.3(b)(v)(F)(2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £40,000,000: Article 7.3(b)(i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b)(ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; Article 7.3(b)(iii) shall apply to the Excess Proceeds exceeding £16,000,000 but less than £24,000,000; Article 7.3(b)(iv) shall apply to the Excess Proceeds exceeding £24,000,000 but less than £32,000,000; Article 7.3(b)(v) shall apply to the Excess Proceeds exceeding £32,000,000 but less than £40,000,000;</p>	

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Class of share	A Ordinary	
Prescribed particulars	<p>and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 40%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D, the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b)(vi)(G)(1) and Article 7.3(b)(v)(G)(2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares, the holders of the B Shares and the holders of the Preference Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), provided that the total amount distributed to all holders of the Preference Shares under this Article 7.3(b)(vi)(G)(3) shall not exceed the aggregate sum of £10,000 (pro rata as between the holders of Preference Shares).</p> <p>Voting</p> <p>Holder of A Shares, B Shares and C Shares shall be entitled to receive notice of, and shall be entitled to attend and vote at, general meetings of the Company; on a show of hands every holder of A Shares, B Shares and C 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 and on a poll every holder of A Shares, B Shares and C Shares so present in person or by proxy shall have one vote for each A Share, B Share and C Share held by him. The D Shares and the Preference Shares shall not be entitled to attend and vote at general meetings of the Company or vote on any resolution of the Company.</p> <p>The shares do not confer any rights of redemption.</p>	

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Statement of capital

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

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
GBP	A Ordinary	2100000	10,500.00	
	C Ordinary	1260000	25,200.00	
	D Ordinary	140000	2,800.00	
	Preference	96375	963.75	
	Preference	60000	600.00	
Totals		3656375	40,063.75	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C Ordinary	
Prescribed particulars	Dividends	
	<p>The Company shall pay to each holder of Preference Shares, in priority to the holder of any other class of Share, a cumulative net cash dividend at the rate of 9.5% of the Issue Price of each Preference Share held by him (Preference Dividend) which shall accrue from day to day from and including the date on which such Preference Share is fully paid to and including the date on which such Preference Share is redeemed.</p>	
	<p>Save for in respect of the Preference Dividend, any dividend declared shall be distributed pari passu amongst the holders of fully paid Equity Shares as if they were Shares of the same class but no such dividend shall be paid unless all Preference Dividends which are due and payable have been paid.</p>	
	Return of capital	
	<p>On a return of capital the surplus assets of the Company remaining after the payment of its liabilities shall be applied firstly, paid to the holders of the Investor Loan Notes in issue at the time of a Realisation up to a maximum of £1,000,000; secondly, any remaining proceeds (Excess Proceeds) shall be distributed as follows: in respect of the Excess Proceeds that are less than £8,000,000: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 15%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D; the remaining Excess Proceeds (Surplus) shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the principal amount outstanding (Principal) and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation;</p>	

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

Class of share	C Ordinary
Prescribed particulars	<p>to the extent both Articles 7.3(b)(i)(B)(1) and Article 7.3(b)(i)(B)(2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £8,000,000 but less than £16,000,000, Article 7.3(b)(i) shall apply to the Excess Proceeds up to £8,000,000 and the balance shall be distributed as follows: (a) the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 20%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D; (D) the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b)(ii)(B)(1) and Article 7.3(b)(ii)(B)(2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £16,000,000 but less than £24,000,000: Article 7.3(b)(i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b)(ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where:</p>

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5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C Ordinary
Prescribed particulars	<p>A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 25%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D. The Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b) (iii) (D) (1) and Article 7.3(b) (iii) (D) (2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £24,000,000 but less than £32,000,000: Article 7.3(b) (i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b) (ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; Article 7.3(b) (iii) shall apply to the Excess Proceeds exceeding £16,000,000 but less than £24,000,000; and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 30%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation;</p>

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C Ordinary	
Prescribed particulars	<p>to the extent both Articles 7.3(b)(iv)(E)(1) and Article 7.3(b)(iv)(E)(2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £32,000,000 but less than £40,000,000: Article 7.3(b)(i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b)(ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; Article 7.3(b)(iii) shall apply to the Excess Proceeds exceeding £16,000,000 but less than £24,000,000; Article 7.3(b)(iv) shall apply to the Excess Proceeds exceeding £24,000,000 but less than £32,000,000; and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 35%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D, the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b)(v)(F)(1) and Article 7.3(b)(v)(F)(2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £40,000,000: Article 7.3(b)(i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b)(ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; Article 7.3(b)(iii) shall apply to the Excess Proceeds exceeding £16,000,000 but less than £24,000,000; Article 7.3(b)(iv) shall apply to the Excess Proceeds exceeding £24,000,000 but less than £32,000,000; Article 7.3(b)(v) shall apply to the Excess Proceeds exceeding £32,000,000 but less than £40,000,000;</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C Ordinary	
Prescribed particulars	<p>and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 40%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D, the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b)(vi)(G)(1) and Article 7.3(b)(v)(G)(2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares, the holders of the B Shares and the holders of the Preference Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), provided that the total amount distributed to all holders of the Preference Shares under this Article 7.3(b)(vi)(G)(3) shall not exceed the aggregate sum of £10,000 (pro rata as between the holders of Preference Shares).</p>	
	Voting	
	<p>Holder of A Shares, B Shares and C Shares shall be entitled to receive notice of, and shall be entitled to attend and vote at, general meetings of the Company; on a show of hands every holder of A Shares, B Shares and C 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 and on a poll every holder of A Shares, B Shares and C Shares so present in person or by proxy shall have one vote for each A Share, B Share and C Share held by him. The D Shares and the Preference Shares shall not be entitled to attend and vote at general meetings of the Company or vote on any resolution of the Company.</p>	
	The shares do not confer any rights of redemption.	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D Ordinary	
Prescribed particulars	Dividends	
	<p>The Company shall pay to each holder of Preference Shares, in priority to the holder of any other class of Share, a cumulative net cash dividend at the rate of 9.5% of the Issue Price of each Preference Share held by him (Preference Dividend) which shall accrue from day to day from and including the date on which such Preference Share is fully paid to and including the date on which such Preference Share is redeemed.</p>	
	<p>Save for in respect of the Preference Dividend, any dividend declared shall be distributed pari passu amongst the holders of fully paid Equity Shares as if they were Shares of the same class but no such dividend shall be paid unless all Preference Dividends which are due and payable have been paid.</p>	
	Return of capital	
	<p>On a return of capital the surplus assets of the Company remaining after the payment of its liabilities shall be applied firstly, paid to the holders of the Investor Loan Notes in issue at the time of a Realisation up to a maximum of £1,000,000; secondly, any remaining proceeds (Excess Proceeds) shall be distributed as follows: in respect of the Excess Proceeds that are less than £8,000,000: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 15%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D; the remaining Excess Proceeds (Surplus) shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the principal amount outstanding (Principal) and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation;</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D Ordinary	
Prescribed particulars	<p>to the extent both Articles 7.3(b)(i)(B)(1) and Article 7.3(b)(i)(B)(2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £8,000,000 but less than £16,000,000, Article 7.3(b)(i) shall apply to the Excess Proceeds up to £8,000,000 and the balance shall be distributed as follows: (a) the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 20%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D; (D) the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b)(ii)(B)(1) and Article 7.3(b)(ii)(B)(2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £16,000,000 but less than £24,000,000: Article 7.3(b)(i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b)(ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where:</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D Ordinary	
Prescribed particulars	<p>A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 25%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D. The Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b) (iii) (D) (1) and Article 7.3(b) (iii) (D) (2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £24,000,000 but less than £32,000,000: Article 7.3(b) (i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b) (ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; Article 7.3(b) (iii) shall apply to the Excess Proceeds exceeding £16,000,000 but less than £24,000,000; and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 30%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation;</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D Ordinary	
Prescribed particulars	<p>to the extent both Articles 7.3(b)(iv)(E)(1) and Article 7.3(b)(iv)(E)(2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £32,000,000 but less than £40,000,000: Article 7.3(b)(i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b)(ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; Article 7.3(b)(iii) shall apply to the Excess Proceeds exceeding £16,000,000 but less than £24,000,000; Article 7.3(b)(iv) shall apply to the Excess Proceeds exceeding £24,000,000 but less than £32,000,000; and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 35%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D, the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b)(v)(F)(1) and Article 7.3(b)(v)(F)(2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £40,000,000: Article 7.3(b)(i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b)(ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; Article 7.3(b)(iii) shall apply to the Excess Proceeds exceeding £16,000,000 but less than £24,000,000; Article 7.3(b)(iv) shall apply to the Excess Proceeds exceeding £24,000,000 but less than £32,000,000; Article 7.3(b)(v) shall apply to the Excess Proceeds exceeding £32,000,000 but less than £40,000,000;</p>	

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Return of allotment of shares

5

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

Class of share	D Ordinary
Prescribed particulars	<p>and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 40%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D, the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b)(vi)(G)(1) and Article 7.3(b)(v)(G)(2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares, the holders of the B Shares and the holders of the Preference Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), provided that the total amount distributed to all holders of the Preference Shares under this Article 7.3(b)(vi)(G)(3) shall not exceed the aggregate sum of £10,000 (pro rata as between the holders of Preference Shares).</p> <p>Voting</p> <p>Holder of A Shares, B Shares and C Shares shall be entitled to receive notice of, and shall be entitled to attend and vote at, general meetings of the Company; on a show of hands every holder of A Shares, B Shares and C 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 and on a poll every holder of A Shares, B Shares and C Shares so present in person or by proxy shall have one vote for each A Share, B Share and C Share held by him. The D Shares and the Preference Shares shall not be entitled to attend and vote at general meetings of the Company or vote on any resolution of the Company.</p> <p>The shares do not confer any rights of redemption.</p>

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Return of allotment of shares

5

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

Class of share	Preference	
Prescribed particulars	<p>Dividends</p> <p>The Company shall pay to each holder of Preference Shares, in priority to the holder of any other class of Share, a cumulative net cash dividend at the rate of 9.5% of the Issue Price of each Preference Share held by him (Preference Dividend) which shall accrue from day to day from and including the date on which such Preference Share is fully paid to and including the date on which such Preference Share is redeemed.</p> <p>Save for in respect of the Preference Dividend, any dividend declared shall be distributed pari passu amongst the holders of fully paid Equity Shares as if they were Shares of the same class but no such dividend shall be paid unless all Preference Dividends which are due and payable have been paid.</p> <p>Return of capital</p> <p>On a return of capital the surplus assets of the Company remaining after the payment of its liabilities shall be applied firstly, paid to the holders of the Investor Loan Notes in issue at the time of a Realisation up to a maximum of £1,000,000; secondly, any remaining proceeds (Excess Proceeds) shall be distributed as follows: in respect of the Excess Proceeds that are less than £8,000,000: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 15%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D; the remaining Excess Proceeds (Surplus) shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the principal amount outstanding (Principal) and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation;</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Preference	
Prescribed particulars	<p>to the extent both Articles 7.3(b) (i) (B) (1) and Article 7.3(b) (i) (B) (2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £8,000,000 but less than £16,000,000, Article 7.3(b) (i) shall apply to the Excess Proceeds up to £8,000,000 and the balance shall be distributed as follows: (a) the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 20%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D; (D) the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b) (ii) (B) (1) and Article 7.3(b) (ii) (B) (2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £16,000,000 but less than £24,000,000: Article 7.3(b) (i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b) (ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where:</p>	

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Return of allotment of shares

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

Class of share	Preference
Prescribed particulars	<p>A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 25%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D. The Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b) (iii) (D) (1) and Article 7.3(b) (iii) (D) (2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £24,000,000 but less than £32,000,000: Article 7.3(b) (i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b) (ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; Article 7.3(b) (iii) shall apply to the Excess Proceeds exceeding £16,000,000 but less than £24,000,000; and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 30%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation;</p>

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Preference	
Prescribed particulars	<p>to the extent both Articles 7.3(b) (iv) (E) (1) and Article 7.3(b) (iv) (E) (2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £32,000,000 but less than £40,000,000: Article 7.3(b) (i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b) (ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; Article 7.3(b) (iii) shall apply to the Excess Proceeds exceeding £16,000,000 but less than £24,000,000; Article 7.3(b) (iv) shall apply to the Excess Proceeds exceeding £24,000,000 but less than £32,000,000; and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 35%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D, the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid un compounded interest as at the date of the Realisation; to the extent both Articles 7.3(b) (v) (F) (1) and Article 7.3(b) (v) (F) (2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares and the holders of the B Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class); if the amount of the Excess Proceeds is more than £40,000,000: Article 7.3(b) (i) shall apply to the Excess Proceeds up to £8,000,000; Article 7.3(b) (ii) shall apply to the Excess Proceeds exceeding £8,000,000 but less than £16,000,000; Article 7.3(b) (iii) shall apply to the Excess Proceeds exceeding £16,000,000 but less than £24,000,000; Article 7.3(b) (iv) shall apply to the Excess Proceeds exceeding £24,000,000 but less than £32,000,000; Article 7.3(b) (v) shall apply to the Excess Proceeds exceeding £32,000,000 but less than £40,000,000;</p>	

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Return of allotment of shares

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

Class of share	Preference
Prescribed particulars	<p>and the balance thereafter shall be distributed as follows: the holders of the C Shares and D shares shall be entitled to £A (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), where: A is equal to ((C + D) divided by E) multiplied by B, B is equal to the amount of the Excess Proceeds multiplied by 40%, C is equal to the total number of C Shares in issue at the time of the Realisation, D is equal to the total number of D Shares in issue at the time of the Realisation, E is equal to the higher of (i) 1,400,000 or (ii) C + D, the Surplus shall be distributed amongst the holders of the Investor Loan Notes and the Preference Shares on a pari passu basis until: in respect of the holders of the Preference Shares, the holders of the Preference Shares are in receipt of an amount equal to the Issue Price of such shares together with an amount equal to any accrued but unpaid Preference Dividend thereon calculated down to the date of such payment; and in respect of the holders of the outstanding Investor Loan Notes, the holders of the outstanding Investor Loan Notes are in receipt of an amount equal to the Principal and, when the Principal has been repaid in full, an amount equal to any accrued but unpaid uncompound interest as at the date of the Realisation; to the extent both Articles 7.3(b)(vi)(G)(1) and Article 7.3(b)(v)(G)(2) have been satisfied, any remaining Surplus shall be distributed amongst the holders of the A Shares, the holders of the B Shares and the holders of the Preference Shares (such amount to be allocated pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class), provided that the total amount distributed to all holders of the Preference Shares under this Article 7.3(b)(vi)(G)(3) shall not exceed the aggregate sum of £10,000 (pro rata as between the holders of Preference Shares).</p> <p>Voting</p> <p>Holder of A Shares, B Shares and C Shares shall be entitled to receive notice of, and shall be entitled to attend and vote at, general meetings of the Company; on a show of hands every holder of A Shares, B Shares and C 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 and on a poll every holder of A Shares, B Shares and C Shares so present in person or by proxy shall have one vote for each A Share, B Share and C Share held by him. The D Shares and the Preference Shares shall not be entitled to attend and vote at general meetings of the Company or vote on any resolution of the Company.</p> <p>The shares do not confer any rights of redemption.</p>