

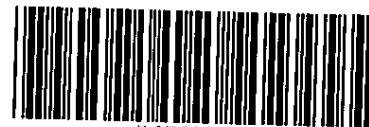
SH01

Return of allotment of shares

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

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

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



LD3 06/08/2013 #16
COMPANIES HOUSE

1 Company details

Company number 08449751

Company name in full NEWINCCO 1232 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 05 m 07 y 20 y 1 y 3
To Date d d m m y y y 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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
SEE CONTINUATION PAGE					

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

Continuation page
Please use a continuation page if
necessary

Details of non-cash
consideration

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

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Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4

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

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
SEE CONTINUATION SHEET				£
				£
				£
				£
Totals				£

5

Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

6

Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital		④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	10,955,267		
Total aggregate nominal value ①	£ 28,637.16		

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**

Class of share

SEE CONTINUATION SHEETS

Prescribed particulars

1

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation page

Please use a Statement of Capital continuation page if necessary

8 Signature

I am signing this form on behalf of the company

Signature

Signature



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 LBF

Company name OLSWANG LLP

Address 90 HIGH HOLBORN

Post town LONDON

County/Region

Postcode W C 1 V 6 X X

Country UK

DX 37972 Kingsway

Telephone 020 7067 3000

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have shown the date(s) of allotment in section 2
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate sections of the Statement of Capital
- ☐ You have signed the form

**Important information**

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

**Where to send**

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

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

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

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

**Further information**

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

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

Shares allotted

2 Currency
If currency details are not completed we will assume currency is in pound sterling

CHFP025 Laserform International 2/11

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

<p>1 Including both the nominal value and any share premium</p> <p>2 Total number of issued shares in this class</p>	<p>3 E.g. Number of shares issued multiplied by nominal value of each share</p>
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	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY SHARES OF £0 0005 EACH	
Prescribed particulars	<p>No dividend shall be declared or paid to the holders of Shares in respect of any financial year of the Company without investor consent and any such dividend shall then be paid to all the holders of A Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (together the "Equity Shares") (par passu as if the same constituted one class of share)</p> <p>On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) shall be applied in the following order</p> <ul style="list-style-type: none"> a first, in paying pro rata to each holder of Preference Shares in respect of each such Share of which it is the holder, the Issue Price of each such Share, b second, in paying pro rata to each holder of Preference Shares in respect of each such Share of which it is the holder, an amount equal to any accrued but unpaid Preference Dividend, c third, until the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of the Equity Shares <ul style="list-style-type: none"> i the holders of the A Ordinary Shares shall be entitled to 45 per cent of such assets, and ii the holders of the B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (par passu as if the same constituted one class of shares) shall be entitled to 55 per cent of such assets, and d fourth, once the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of the Equity Shares, the balance of such assets shall be distributed amongst the holders of the Equity Shares and the E Ordinary Shares as follows <ul style="list-style-type: none"> i the holders of the A Ordinary Shares shall be entitled to 45 per cent of such balance, ii the holders of the B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (par passu as if the same constituted one class of shares) shall be entitled to 37 5 per cent of such balance, and iii the holders of the E Ordinary Shares shall be entitled to 17 5 per cent of such balance, <p>provided that once the Equity Shareholders and E Ordinary Shareholders have received the sum of £1,000,000 per Share, the holders of the Deferred Shares shall be entitled to a payment of £0 01 per Deferred Share of which</p>	

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Return of allotment of shares

	Statement of capital (Prescribed particulars of rights attached to shares)
Class of share	<p data-bbox="347 387 863 421">A ORDINARY SHARES OF £0 0005 EACH</p> <p data-bbox="443 432 1254 544">they are the holder after which the balance of such assets shall be distributed amongst the Equity Shareholders in accordance with previous provisions of this Article</p> <p data-bbox="389 566 1254 947">On a show of hands, every shareholder holding one or more Equity Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote, on a poll, every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every Equity Share of which he is the holder, and on a written resolution, every shareholder holding one or more Equity Shares as at the time on which the first copy of the resolution is sent or submitted to such shareholder in accordance with Chapter 2 of Part 13 of the Companies Act 2006, shall have one vote for every Equity Share of which he is the holder</p> <p data-bbox="389 969 1254 1473">If a Material Default (as defined in the Company's articles of association) has occurred and the persons who together at the relevant time hold more than 50% in number of the A Ordinary Shares in issue at that time (the "Majority Holders") deliver a written notice (a "voting adjustment notice") to that effect to the Company then the voting rights attaching to the A Ordinary Shares shall be amended with effect from the date of the voting adjustment notice to the effect that in relation to any resolution of the Company (whether proposed at a general meeting of the Company or as a written resolution) each holder of A Ordinary Shares (or the duly appointed proxy or corporate representative of such Shareholder) shall (whether the vote on such resolution, if proposed at any general meeting of the Company, is taken on a show of hands or on a poll) have one hundred thousand votes for every A Ordinary Share in the capital of the Company of which he is the holder until the earlier of</p> <ol data-bbox="373 1496 1254 1619" style="list-style-type: none"> <li data-bbox="373 1496 1015 1529">i the date that the Material Default has been rectified, and <li data-bbox="373 1552 1254 1619">ii the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice <p data-bbox="389 1641 815 1675">A Ordinary Shares are non-redeemable</p>

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Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B1 ORDINARY SHARES OF £0.01 EACH
Prescribed particulars	<p>No dividend shall be declared or paid to the holders of Shares in respect of any financial year of the Company without investor consent and any such dividend shall then be paid to all the holders of A Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (together the "Equity Shares") (pari passu as if the same constituted one class of share)</p> <p>The B1 Ordinary Shares, B2 Ordinary Shares and B3 Ordinary Shares shall save as expressly provided in these Articles constitute one class of share for all purposes (including under statute and common law)</p> <p>On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) shall be applied in the following order</p> <ol style="list-style-type: none"> a first, in paying pro rata to each holder of Preference Shares in respect of each such Share of which it is the holder, the Issue Price of each such Share, b second, in paying pro rata to each holder of Preference Shares in respect of each such Share of which it is the holder, an amount equal to any accrued but unpaid Preference Dividend, c third, until the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of the Equity Shares <ol style="list-style-type: none"> i the holders of the A Ordinary Shares shall be entitled to 45 per cent of such assets, and ii the holders of the B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of shares) shall be entitled to 55 per cent of such assets, and d fourth, once the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of the Equity Shares, the balance of such assets shall be distributed amongst the holders of the Equity Shares and the E Ordinary Shares as follows

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	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B1 ORDINARY SHARES OF £0.01 EACH	
	<p>i the holders of the A Ordinary Shares shall be entitled to 45 per cent of such balance,</p> <p>ii the holders of the B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of shares) shall be entitled to 37.5 per cent of such balance, and</p> <p>iii the holders of the E Ordinary Shares shall be entitled to 17.5 per cent of such balance,</p> <p>provided that once the Equity Shareholders and E Ordinary Shareholders have received the sum of £1,000,000 per Share, the holders of the Deferred Shares shall be entitled to a payment of £0.01 per Deferred Share of which they are the holder after which the balance of such assets shall be distributed amongst the Equity Shareholders in accordance with previous provisions of this Article</p> <p>On a show of hands, every shareholder holding one or more Equity Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote, on a poll, every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every Equity Share of which he is the holder, and on a written resolution, every shareholder holding one or more Equity Shares as at the time on which the first copy of the resolution is sent or submitted to such shareholder in accordance with Chapter 2 of Part 13 of the Companies Act 2006, shall have one vote for every Equity Share of which he is the holder</p> <p>B1 Ordinary Shares are non-redeemable</p>	

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Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B2 ORDINARY SHARES OF £0.01 EACH
Prescribed particulars	<p>The B1 Ordinary Shares, B2 Ordinary Shares and B3 Ordinary Shares shall save as expressly provided in these Articles constitute one class of share for all purposes (including under statute and common law)</p> <p>No dividend shall be declared or paid to the holders of Shares in respect of any financial year of the Company without investor consent and any such dividend shall then be paid to all the holders of A Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (together the "Equity Shares") (pari passu as if the same constituted one class of share)</p> <p>On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) shall be applied in the following order</p> <ol style="list-style-type: none"> first, in paying pro rata to each holder of Preference Shares in respect of each such Share of which it is the holder, the Issue Price of each such Share, second, in paying pro rata to each holder of Preference Shares in respect of each such Share of which it is the holder, an amount equal to any accrued but unpaid Preference Dividend, third, until the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of the Equity Shares <ol style="list-style-type: none"> the holders of the A Ordinary Shares shall be entitled to 45 per cent of such assets, and the holders of the B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of shares) shall be entitled to 55 per cent of such assets, and fourth, once the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of the Equity Shares, the balance of such assets shall be distributed amongst the holders of the Equity Shares and the E Ordinary Shares as follows <ol style="list-style-type: none"> the holders of the A Ordinary Shares shall be entitled

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	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B2 ORDINARY SHARES OF £0.01 EACH	
	<p>to 45 per cent of such balance,</p> <p>ii the holders of the B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of shares) shall be entitled to 37.5 per cent of such balance, and</p> <p>iii the holders of the E Ordinary Shares shall be entitled to 17.5 per cent of such balance,</p> <p>provided that once the Equity Shareholders and E Ordinary Shareholders have received the sum of £1,000,000 per Share, the holders of the Deferred Shares shall be entitled to a payment of £0.01 per Deferred Share of which they are the holder after which the balance of such assets shall be distributed amongst the Equity Shareholders in accordance with previous provisions of this Article</p> <p>On a show of hands, every shareholder holding one or more Equity Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote, on a poll, every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every Equity Share of which he is the holder, and on a written resolution, every shareholder holding one or more Equity Shares as at the time on which the first copy of the resolution is sent or submitted to such shareholder in accordance with Chapter 2 of Part 13 of the Companies Act 2006, shall have one vote for every Equity Share of which he is the holder</p> <p>B2 Ordinary Shares are non-redeemable</p>	

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Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B3 ORDINARY SHARES OF £0.01 EACH
Prescribed particulars	<p>The B1 Ordinary Shares, B2 Ordinary Shares and B3 Ordinary Shares shall save as expressly provided in these Articles constitute one class of share for all purposes (including under statute and common law)</p> <p>Dividend rights</p> <p>On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) shall be applied in the following order</p> <ul style="list-style-type: none"> a first, in paying pro rata to each holder of Preference Shares in respect of each such Share of which it is the holder, the Issue Price of each such Share, b second, in paying pro rata to each holder of Preference Shares in respect of each such Share of which it is the holder, an amount equal to any accrued but unpaid Preference Dividend, c third, until the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of the Equity Shares <ul style="list-style-type: none"> i the holders of the A Ordinary Shares shall be entitled to 45 per cent of such assets, and ii the holders of the B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of shares) shall be entitled to 55 per cent of such assets, and d fourth, once the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of the Equity Shares, the balance of such assets shall be distributed amongst the holders of the Equity Shares and the E Ordinary Shares as follows <ul style="list-style-type: none"> i the holders of the A Ordinary Shares shall be entitled to 45 per cent of such balance, ii the holders of the B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same

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	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B3 ORDINARY SHARES OF £0.01 EACH	
	<p>constituted one class of shares) shall be entitled to 37.5 per cent of such balance, and</p> <p>iii the holders of the E Ordinary Shares shall be entitled to 17.5 per cent of such balance,</p> <p>provided that once the Equity Shareholders and E Ordinary Shareholders have received the sum of £1,000,000 per Share, the holders of the Deferred Shares shall be entitled to a payment of £0.01 per Deferred Share of which they are the holder after which the balance of such assets shall be distributed amongst the Equity Shareholders in accordance with previous provisions of this Article</p> <p>On a show of hands, every shareholder holding one or more Equity Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote, on a poll, every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every Equity Share of which he is the holder, and on a written resolution, every shareholder holding one or more Equity Shares as at the time on which the first copy of the resolution is sent or submitted to such shareholder in accordance with Chapter 2 of Part 13 of the Companies Act 2006, shall have one vote for every Equity Share of which he is the holder</p> <p>B3 Ordinary Shares are non-redeemable</p>	

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Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY SHARES OF £0.001 EACH
Prescribed particulars	<p>No dividend shall be declared or paid to the holders of Shares in respect of any financial year of the Company without investor consent and any such dividend shall then be paid to all the holders of A Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (together the "Equity Shares") (pari passu as if the same constituted one class of share)</p> <p>On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) shall be applied in the following order</p> <ul style="list-style-type: none"> a first, in paying pro rata to each holder of Preference Shares in respect of each such Share of which it is the holder, the Issue Price of each such Share, b second, in paying pro rata to each holder of Preference Shares in respect of each such Share of which it is the holder, an amount equal to any accrued but unpaid Preference Dividend, c third, until the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of the Equity Shares <ul style="list-style-type: none"> i the holders of the A Ordinary Shares shall be entitled to 45 per cent of such assets, and ii the holders of the B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of shares) shall be entitled to 55 per cent of such assets, and d fourth, once the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of the Equity Shares, the balance of such assets shall be distributed amongst the holders of the Equity Shares and the E Ordinary Shares as follows <ul style="list-style-type: none"> i the holders of the A Ordinary Shares shall be entitled to 45 per cent of such balance,

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	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY SHARES OF £0.001 EACH	
	<p>ii the holders of the B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of shares) shall be entitled to 37.5 per cent of such balance, and</p> <p>iii the holders of the E Ordinary Shares shall be entitled to 17.5 per cent of such balance,</p> <p>provided that once the Equity Shareholders and E Ordinary Shareholders have received the sum of £1,000,000 per Share, the holders of the Deferred Shares shall be entitled to a payment of £0.01 per Deferred Share of which they are the holder after which the balance of such assets shall be distributed amongst the Equity Shareholders in accordance with previous provisions of this Article</p> <p>On a show of hands, every shareholder holding one or more Equity Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote, on a poll, every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every Equity Share of which he is the holder, and on a written resolution, every shareholder holding one or more Equity Shares as at the time on which the first copy of the resolution is sent or submitted to such shareholder in accordance with Chapter 2 of Part 13 of the Companies Act 2006, shall have one vote for every Equity Share of which he is the holder</p> <p>C Ordinary Shares are non-redeemable</p>	

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Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	D ORDINARY SHARES OF £0.001 EACH
Prescribed particulars	<p>No dividend shall be declared or paid to the holders of Shares in respect of any financial year of the Company without investor consent and any such dividend shall then be paid to all the holders of A Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (together the "Equity Shares") (pari passu as if the same constituted one class of share)</p> <p>On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) shall be applied in the following order</p> <ul style="list-style-type: none"> a first, in paying pro rata to each holder of Preference Shares in respect of each such Share of which it is the holder, the Issue Price of each such Share, b second, in paying pro rata to each holder of Preference Shares in respect of each such Share of which it is the holder, an amount equal to any accrued but unpaid Preference Dividend, c third, until the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of the Equity Shares <ul style="list-style-type: none"> i the holders of the A Ordinary Shares shall be entitled to 45 per cent of such assets, and ii the holders of the B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of shares) shall be entitled to 55 per cent of such assets, and d fourth, once the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of the Equity Shares, the balance of such assets shall be distributed amongst the holders of the Equity Shares and the E Ordinary Shares as follows <ul style="list-style-type: none"> i the holders of the A Ordinary Shares shall be entitled to 45 per cent of such balance, ii the holders of the B1 Ordinary Shares, B2 Ordinary

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	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	D ORDINARY SHARES OF £0.001 EACH	
	<p>Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of shares) shall be entitled to 37.5 per cent of such balance, and</p> <p>iii the holders of the E Ordinary Shares shall be entitled to 17.5 per cent of such balance,</p> <p>provided that once the Equity Shareholders and E Ordinary Shareholders have received the sum of £1,000,000 per Share, the holders of the Deferred Shares shall be entitled to a payment of £0.01 per Deferred Share of which they are the holder after which the balance of such assets shall be distributed amongst the Equity Shareholders in accordance with previous provisions of this Article</p> <p>On a show of hands, every Shareholder holding one or more Equity Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote, on a poll, every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every Equity Share of which he is the holder, and on a written resolution, every Shareholder holding one or more Equity Shares as at the time on which the first copy of the resolution is sent or submitted to such Shareholder in accordance with Chapter 2 of Part 13 of the Companies Act 2006, shall have one vote for every such Share of which he is the holder</p> <p>D Ordinary Shares are non-redeemable</p>	

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Return of allotment of shares

	Statement of capital (Prescribed particulars of rights attached to shares)
Class of share	PREFERRED SHARES OF £0 00001 EACH
Prescribed particulars	<p>The Preference Shares shall confer on the Preference Shareholders the right to receive a cumulative preferential dividend at the rate set out below on the aggregate Issue Price of the Preference Shares held by them payable without any resolution of the directors or of the Company</p> <ul style="list-style-type: none"> a in respect of the period from and including the date of adoption of these Articles to 30 April 2015 inclusive at the rate of 6% per annum, b in respect of the period from 1 May 2015 to 31 April 2016 inclusive at the rate of 7% per annum, c in respect of the period from 1 May 2016 to 31 April 2017 inclusive at the rate of 8% per annum, d in respect of the period from 1 May 2017 to 31 April 2018 inclusive at the rate of 9% per annum, e in respect of the period from 1 May 2018 to 31 April 2019 inclusive at the rate of 10% per annum, f in respect of the period from 1 May 2019 to 31 April 2020 inclusive at the rate of 11% per annum, g in respect of all periods on and after 1 May 2020 at the rate of 12% per annum <p>The Preference Dividend shall accrue from day to day and be paid only on redemption as provided for in Articles 13 8 and 13 9</p> <p>The Preference Dividend shall cease to accrue or be payable during or in respect of any period in which a Material Default has occurred and has not been rectified</p> <p>The Preference Shares shall not otherwise participate in any dividend or distribution not being a Preference Dividend that is declared by the Company</p> <p>No dividend shall be declared or paid to the holders of Shares in respect of any financial year of the Company without Investor Consent and any such dividend shall then be paid to all the holders of Equity Shares (par passu as if the same constituted one class of share)</p> <p>On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) shall be applied in the following order</p> <ul style="list-style-type: none"> a first, in paying pro rata to each holder of Preference Shares in respect of each such Share of which it is the holder, the Issue Price of each such Share, and b second, in paying pro rata to each holder of Preference Shares in respect of each

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Return of allotment of shares

	Statement of capital (Prescribed particulars of rights attached to shares)
Class of share	PREFERRED SHARES OF £0 00001 EACH
	<p>such Share of which it is the holder, an amount equal to any accrued but unpaid Preference Dividend</p> <p>c third, until the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of the Equity Shares</p> <p>d the holders of the A Ordinary Shares shall be entitled to 45 per cent of such assets, and</p> <p>e the holders of the B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of shares) shall be entitled to 55 per cent of such assets, and</p> <p>f fourth, once the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of the Equity Shares, the balance of such assets shall be distributed amongst the holders of the Equity Shares and the E Ordinary Shares as follows</p> <p>g the holders of the A Ordinary Shares shall be entitled to 45 per cent of such balance,</p> <p>h the holders of the B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, C Ordinary Shares and D Ordinary Shares (pari passu as if the same constituted one class of shares) shall be entitled to 37 5 per cent of such balance, and</p> <p>i the holders of the E Ordinary Shares shall be entitled to 17 5 per cent of such balance</p> <p>provided that once the Equity Shareholder and E Ordinary Shareholders have received the sum of £1,000,000 per Share, the holders of the Deferred Shares shall be entitled to a payment of £0 01 per Deferred Share of which they are the holder after which the balance of such assets shall be distributed amongst the Equity Shareholders in accordance with previous provisions of this Article</p> <p>Preference Shares shall, subject to the prior redemption in full, together with all accrued interest, of the A Loan Stock and the B Loan Stock, be redeemed in full on the earliest to occur of</p> <ul style="list-style-type: none"> • a Share Sale (as defined in the articles of association), and • a Listing (as defined in the articles of association) <p>at the Issue Price plus an amount equal to any accrued but unpaid Preference Dividend If the Company is unable at any time to redeem in accordance with the Companies Act 2006 the number of Preference Shares then due to be redeemed under this Article, the Company shall redeem such number of Preference Shares, if any, as it is then able to redeem in accordance with the Companies Act 2006 and shall redeem the balance as soon as it is lawfully able to do so A redemption of some but not all of the Preference Shares shall be made amongst the Preference</p>

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Return of allotment of shares

	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	PREFERRED SHARES OF £0 00001 EACH	
	<p>Shareholders pro rata as nearly as possible to their then holdings of Preference Shares</p> <p>The Company may at any time with Investor Consent redeem the Preference Shares then in issue in tranches of not less than 50,000 Preference Shares at the Issue Price plus an amount equal to any accrued but unpaid Preference Dividend by serving notice of such redemption on the Preference Shareholders specifying a date on which redemption is to take place (being a date not less than 14 days nor more than 30 days from the date of the notice)</p> <p>Preference Shares are non-voting shares</p>	