

SH06

## Notice of cancellation of shares



**✓ What this form is for**  
You may use this form to give notice of a cancellation of shares by a limited company on purchase

**X What this form is NOT**  
You cannot use this form to  
give notice of a cancellation of  
shares held by a public company  
under section 663 of the  
Companies Act 2006.  
Please use form SH07.

THURSDAY



\*J 6/TODU \*

LD3

09/11/2017

#52

COMPANIES HOUSE

## 1 Company details

Company number	0	8	4	4	9	7	5	1
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Company name in full	YSC HOLDINGS LIMITED
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→ **Filling In this form**  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless specified or indicated by \*

2	Date of cancellation
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Date of cancellation 

d	9	d	7	m	1	m	0	y	2	y	0	y	1	y	7
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3	Shares cancelled
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[illegible]

## SH06

## Notice of cancellation of shares

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## Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

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
<b>Currency table A</b>				
STERLING	SEE CONTINUATION SHEET			
<b>Totals</b>				0
<b>Currency table B</b>				
<b>Totals</b>				
<b>Currency table C</b>				
<b>Totals</b>				
		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
<b>Totals (including continuation pages)</b>		11672151	29505.1817	0.00

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

## SH06

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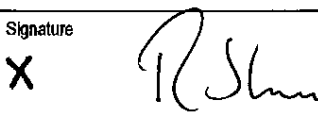
<b>5</b>	<b>Statement of capital (prescribed particulars of rights attached to shares)</b>	
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in <b>Section 4</b> .	
Class of share	SEE CONTINUATION SHEET	
Prescribed particulars 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.

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

**Continuation pages**

Please use a Statement of Capital continuation page if necessary.

<b>6</b>	<b>Signature</b>	
	I am signing this form on behalf of the company.	
Signature	Signature 	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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Complete the table below to show the issued share capital. Complete a separate table for each currency.

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06/16 Version 6.0 Laserform International 6/16

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### Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	A ORDINARY	
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> <ol style="list-style-type: none"> <li>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;</li> <li>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;</li> <li>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"> <li>the holders of the A Ordinary Shares shall be entitled to 45 per cent. of such assets; and</li> <li>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</li> </ol> </li> <li>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"> <li>the holders of the A Ordinary Shares shall be entitled to 45 per cent. of such balance;</li> <li>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</li> </ol> </li> </ol>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ol> <p>A separate table must be used for each class of share.</p>

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### Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	A ORDINARY	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<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>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> <ul style="list-style-type: none"> <li>i. the date that the Material Default has been rectified; and</li> <li>ii. the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice</li> </ul> <p>A Ordinary Shares are non-redeemable.</p>	

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Class of share	B1 ORDINARY	
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"> <li>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;</li> <li>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;</li> <li>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"> <li>the holders of the A Ordinary Shares shall be entitled to 45 per cent. of such assets, and</li> <li>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</li> </ol> </li> <li>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"> <li>the holders of the A Ordinary Shares shall be entitled to 45 per cent. of such balance,</li> </ol> </li> </ol>	

**① Prescribed particulars of rights attached to shares**  
The particulars are:

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

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

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### Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	<b>B1 ORDINARY</b>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<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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### Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	B2 ORDINARY	<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>
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> <ul style="list-style-type: none"> <li>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;</li> <li>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;</li> <li>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"> <li>i. the holders of the A Ordinary Shares shall be entitled to 45 per cent. of such assets; and</li> <li>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</li> </ul> </li> <li>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"> <li>i. the holders of the A Ordinary Shares shall be entitled to 45 per cent. of such balance;</li> </ul> </li> </ul>	

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### Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	B2 ORDINARY	
Prescribed particulars	<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>	<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights; as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

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### Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	B3 ORDINARY	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<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> <ul style="list-style-type: none"> <li>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;</li> <li>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;</li> <li>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"> <li>i. the holders of the A Ordinary Shares shall be entitled to 45 per cent. of such assets; and</li> <li>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</li> </ul> </li> <li>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"> <li>i. the holders of the A Ordinary Shares shall be entitled to 45 per cent. of such balance;</li> </ul> </li> </ul>	

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### Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	B3 ORDINARY	
Prescribed particulars	<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>B3 Ordinary Shares are non-redeemable.</p>	<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

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### Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	C ORDINARY	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<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"> <li>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;</li> <li>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;</li> <li>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"> <li>i. the holders of the A Ordinary Shares shall be entitled to 45 per cent. of such assets; and</li> <li>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</li> </ul> </li> <li>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"> <li>i. the holders of the A Ordinary Shares shall be entitled to 45 per cent. of such balance;</li> <li>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</li> </ul> </li> </ul>	

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### Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	C ORDINARY	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<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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## Notice of cancellation of shares

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### Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	D ORDINARY	
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> <ol style="list-style-type: none"> <li>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;</li> <li>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;</li> <li>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"> <li>the holders of the A Ordinary Shares shall be entitled to 45 per cent. of such assets; and</li> <li>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</li> </ol> </li> <li>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"> <li>the holders of the A Ordinary Shares shall be entitled to 45 per cent. of such balance;</li> <li>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</li> </ol> </li> </ol>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ol> <p>A separate table must be used for each class of share.</p>

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## Notice of cancellation of shares

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### Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	D ORDINARY	
Prescribed particulars	<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>D Ordinary Shares are non-redeemable.</p>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>



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### Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	<b>E ORDINARY</b>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>On a return of assets on liquidation or a 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"> <li>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,</li> <li>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,</li> <li>c. third, until the holders of the Equity Shares have received an aggregate amount equal to £10,600,000 in respect of Equity Shares <ul style="list-style-type: none"> <li>i. the holders of the A Ordinary Shares shall be entitled to 45 per cent of such assets, and</li> <li>ii. the holder 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</li> </ul> </li> <li>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"> <li>i. the holders of the A Ordinary Shares shall be entitled to 45 per cent of such assets, and</li> <li>ii. the holder 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 assets, and</li> </ul> </li> </ul> <p>provided that once the Equity Shares 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>	

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## Notice of cancellation of shares

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### Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	<b>E ORDINARY</b>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<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>The E Ordinary Shares shall,</p> <ul style="list-style-type: none"> <li>a. save as detailed above, not entitle the holders (in that capacity) to participate in any profits or assets of the Company, and</li> <li>b. not be capable of transfer otherwise than as expressly provided for in the Company's articles of association.</li> </ul> <p>The E Ordinary Shares are non-redeemable</p>	

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## Notice of cancellation of shares

5	Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>	
Class of share	Preference	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<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"> <li>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;</li> <li>b. in respect of the period from 1 May 2015 to 30 April 2016 inclusive at the rate of 7% per annum;</li> <li>c. in respect of the period from 1 May 2016 to 30 April 2017 inclusive at the rate of 8% per annum;</li> <li>d. in respect of the period from 1 May 2017 to 30 April 2018 inclusive at the rate of 9% per annum;</li> <li>e. in respect of the period from 1 May 2018 to 30 April 2019 inclusive at the rate of 10% per annum;</li> <li>f. in respect of the period from 1 May 2019 to 30 April 2020 inclusive at the rate of 11% per annum;</li> <li>g. in respect of all periods on and after 1 May 2020 at the rate of 12% per annum.</li> </ul> <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 (pari passu as if the same constituted one class of share).</p>	

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### Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	Preference	
Prescribed particulars	<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"> <li>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;</li> <li>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;</li> <li>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"> <li>the holders of the A Ordinary Shares shall be entitled to 45 per cent. of such assets; and</li> <li>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</li> </ol> </li> <li>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"> <li>the holders of the A Ordinary Shares shall be entitled to 45 per cent. of such balance;</li> <li>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</li> <li>the holders of the E Ordinary Shares shall be entitled to 17.5 per cent. of such balance;</li> </ol> </li> </ol> <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><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ol> <p>A separate table must be used for each class of share.</p>

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## Notice of cancellation of shares

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### Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	Preference	
Prescribed particulars	<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"> <li>• a Share Sale (as defined in the articles of association); and</li> <li>• a Listing (as defined in the articles of association).</li> </ul> <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 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>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ol style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ol> <p>A separate table must be used for each class of share.</p>

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Pinsent Masons LLP

Address 30 Crown Place

Post town London

County/Region

Postcode

E C 2 A 4 E S

Country

DX 157620 Broadgate 3

Telephone 020 7418 7000



**Checklist**

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

**Please make sure you have remembered the following:**

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed section 2.
- ☐ You have completed 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.**



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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,  
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