In accordance with Section 555 of the Companies Act 2006.

# SH01

## Return of allotment of shares

**Go online to file this information**
www.gov.uk/companieshouse

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

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A13 21/09/2018 #169
COMPANIES HOUSE

### 1 Company details

| | |
|---|---|
| Company number | 0 8 7 6 3 4 1 2 |
| Company name in full | PRAETURA ASSET FINANCE (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 ❶

| | | | |
|---|---|---|---|
| From Date | d 1 d 8 | m 1 m 1 | y 2 y 0 y 1 y 6 |
| To Date | d d | m m | y y y y |

❶ **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.)

❷ **Currency**
If currency details are not completed we will assume currency is in pound sterling.

| Currency ❷ | 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 | C3 ORDINARY | 598 | 0.01 | 40 | 0 |
| | | | | | |
| | | | | | |

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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## 4 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<br>Complete a separate table for each currency | Class of shares<br>E.g. Ordinary/Preference etc. | Number of shares | Aggregate nominal value (£, €, $, etc)<br>Number of shares issued multiplied by nominal value | Total aggregate amount unpaid, if any (£, €, $, etc)<br>Including both the nominal value and any share premium |
|---|---|---|---|---|
| **Currency table A** | | | | |
| GBP | A ORDINARY | 3850 | 38.50 | |
| GBP | B1 ORDINARY | 2214 | 22.14 | |
| GBP | B2 ORDINARY | 375 | 7.5 | |
| | **Totals** | 6439 | 68.14 | 0 |
| **Currency table B** | | | | |
| | | | | |
| | | | | |
| | | | | |
| | **Totals** | 0 | 0 | 0 |
| **Currency table C** | | | | |
| | | | | |
| | | | | |
| | | | | |
| | **Totals** | 0 | 0 | 0 |

| | Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
|---|---|---|---|
| **Totals (including continuation pages)** | 9857 | 102.32 | 0 |

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

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## 5 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 ❶ | SEE CONTINUATION SHEET |
| Class of share | B1 ORDINARY |
| Prescribed particulars ❶ | SEE CONTINUATION SHEET |
| Class of share | B2 ORDINARY |
| Prescribed particulars ❶ | SEE CONTINUATION SHEET |

**❶ 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.

## 6 Signature

I am signing this form on behalf of the company.

Signature

Signature
X X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

**❷ 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.

**❸ 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 KHM

Company name Gateley Plc

Address Ship Canal House

98 King Street

Post town Manchester

County/Region

Postcode M 2 4 W U

Country United Kingdom

DX 14317 Manchester - 1

Telephone 0161 836 7700

## 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

In accordance with Section 555 of the Companies Act 2006.

# SH01 - continuation page

Return of allotment of shares

## 4 Statement of capital

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

| Currency<br>Complete a separate table for each currency | Class of shares<br>E.g. Ordinary/Preference etc. | Number of shares | Aggregate nominal value (£, €, $, etc)<br>Number of shares issued multiplied by nominal value | Total aggregate amount unpaid, if any (£, €, $, etc)<br>Including both the nominal value and any share premium |
|---|---|---|---|---|
| GBP | C1 ORDINARY | 1800 | 18 | |
| GBP | C2 ORDINARY | 720 | 7.20 | |
| GBP | C3 ORDINARY | 898 | 8.98 | |
| | Totals | 3418 | 34.18 | |

In accordance with Section 555 of the Companies Act 2006.

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

| | |
|---|---|
| Class of share | C1 ORDINARY |
| Prescribed particulars | SEE CONTINUATION SHEET |

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

| | |
|---|---|
| Class of share | C2 ORDINARY |
| Prescribed particulars | SEE CONTINUATION SHEET |

In accordance with Section 555 of the Companies Act 2006.

# SH01 - continuation page

Return of allotment of shares

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

| | |
|---|---|
| Class of share | C3 ORDINARY |
| Prescribed particulars | SEE CONTINUATION SHEET |

**PRAETURA ASSET FINANCE (HOLDINGS) LIMITED**

**PRESCRIBED PARTICULARS FOR SH01**

**A ORDINARY**

THE HOLDERS OF THE A ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE ANY DIVIDENDS IN RESPECT OF THOSE SHARES UNTIL SUCH TIME AS THE "LOAN NOTES" (BEING TOGETHER THE £10,000,000 SECURED FIXED RATE LOAN NOTES 2013 ISSUED BY PRAETURA ASSET FINANCE LIMITED AND THE £10,000,000 SECURED FIXED RATE LOAN NOTES 2014 ISSUED BY PRAETURA ASSET FINANCE LIMITED) HAVE BEEN REDEEMED IN FULL. SUBJECT TO THAT, ANY DIVIDENDS DECLARED BY THE COMPANY SHALL BE APPLIED ON A NON-CUMULATIVE BASIS BETWEEN THE HOLDERS FOR THE TIME BEING OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C1 ORDINARY SHARES, THE C2 ORDINARY SHARES AND THE C3 ORDINARY SHARES, PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE. THE PROCEEDS ON A RETURN OF CAPITAL (BUT EXCLUDING A REDEMPTION OR PURCHASE OF OWN SHARES) SHALL BE DISTRIBUTED AS FOLLOWS: (I) FIRST IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C1 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE ISSUE PRICE OF THOSE SHARES TOGETHER WITH ALL ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C1 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £5,000,000 OF SUCH PROCEEDS; (III) THIRD IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES AND C2 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £2,500,000 OF SUCH PROCEEDS; (IV) FOURTH IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £50,000,000 OF SUCH PROCEEDS; (V) FIFTH IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES (IF ANY) THE ISSUE PRICE OF THOSE B ORDINARY SHARES WHICH HAVE BEEN CONVERTED INTO DEFERRED SHARES; AND (VI) SIXTH IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE BALANCE (IF ANY) OF ANY SURPLUS ASSETS. THE HOLDERS OF THE A ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE HELD. THE A ORDINARY SHARES DO NOT CONTAIN A RIGHT OF REDEMPTION.

**B1 ORDINARY**

THE HOLDERS OF THE B1 ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE ANY DIVIDENDS IN RESPECT OF THOSE SHARES UNTIL SUCH TIME AS THE "LOAN NOTES" (BEING TOGETHER THE £10,000,000 SECURED FIXED RATE LOAN NOTES 2013 ISSUED BY PRAETURA ASSET FINANCE LIMITED AND THE £10,000,000 SECURED FIXED RATE LOAN NOTES 2014 ISSUED BY PRAETURA ASSET FINANCE LIMITED) HAVE BEEN REDEEMED IN FULL. SUBJECT TO THAT, ANY DIVIDENDS DECLARED BY THE COMPANY SHALL BE APPLIED ON A NON-CUMULATIVE BASIS BETWEEN THE HOLDERS FOR THE TIME BEING OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C1 ORDINARY SHARES, THE C2 ORDINARY SHARES AND THE C3 ORDINARY SHARES, PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE. THE PROCEEDS ON A RETURN OF CAPITAL (BUT EXCLUDING A REDEMPTION OR PURCHASE OF OWN SHARES) SHALL BE DISTRIBUTED AS FOLLOWS: (I) FIRST IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C1 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE ISSUE PRICE OF THOSE SHARES TOGETHER WITH ALL ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C1 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £5,000,000 OF SUCH PROCEEDS; (III) THIRD IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES AND C2 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £2,500,000 OF SUCH PROCEEDS; (IV) FOURTH IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £50,000,000 OF SUCH PROCEEDS; (V) FIFTH IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES (IF ANY) THE ISSUE PRICE OF THOSE B ORDINARY SHARES WHICH HAVE BEEN CONVERTED INTO DEFERRED SHARES; AND (VI) SIXTH IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C

ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE BALANCE (IF ANY) OF ANY SURPLUS ASSETS. THE HOLDERS OF THE B1 ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE HELD. THE B1 ORDINARY SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME IN THE 24 MONTHS FROM 30 SEPTEMBER 2017.

**B2 ORDINARY**

THE HOLDERS OF THE B2 ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE ANY DIVIDENDS IN RESPECT OF THOSE SHARES UNTIL SUCH TIME AS THE "LOAN NOTES" (BEING TOGETHER THE £10,000,000 SECURED FIXED RATE LOAN NOTES 2013 ISSUED BY PRAETURA ASSET FINANCE LIMITED AND THE £10,000,000 SECURED FIXED RATE LOAN NOTES 2014 ISSUED BY PRAETURA ASSET FINANCE LIMITED) HAVE BEEN REDEEMED IN FULL. SUBJECT TO THAT, ANY DIVIDENDS DECLARED BY THE COMPANY SHALL BE APPLIED ON A NON-CUMULATIVE BASIS BETWEEN THE HOLDERS FOR THE TIME BEING OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C1 ORDINARY SHARES, THE C2 ORDINARY SHARES AND THE C3 ORDINARY SHARES, PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE. THE PROCEEDS ON A RETURN OF CAPITAL (BUT EXCLUDING A REDEMPTION OR PURCHASE OF OWN SHARES) SHALL BE DISTRIBUTED AS FOLLOWS: (I) FIRST IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C1 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE ISSUE PRICE OF THOSE SHARES TOGETHER WITH ALL ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C1 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £5,000,000 OF SUCH PROCEEDS; (III) THIRD IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES AND C2 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £2,500,000 OF SUCH PROCEEDS; (IV) FOURTH IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £50,000,000 OF SUCH PROCEEDS; (V) FIFTH IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES (IF ANY) THE ISSUE PRICE OF THOSE B ORDINARY SHARES WHICH HAVE BEEN CONVERTED INTO DEFERRED SHARES; AND (VI) SIXTH IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE BALANCE (IF ANY) OF ANY SURPLUS ASSETS. THE HOLDERS OF THE B2 ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE HELD AND SHALL ALSO BE ENTITLED, AS A CLASS, TO SUCH PROPORTION OF THE VOTING RIGHTS AS THE ISSUED B2 ORDINARY SHARES REPRESENT AS A PROPORTION OF THE AGGREGATE NUMBER OF A ORDINARY SHARES, B1 ORDINARY SHARES, B2 ORDINARY SHARES AND C1 ORDINARY SHARES IN ISSUE, SUBJECT TO THE B2 ORDINARY SHARES, ENTITLING THE HOLDERS TO A MINIMUM VOTING ENTITLEMENT, AS A CLASS, OF 5%. THE B2 ORDINARY SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME IN THE 24 MONTHS FROM 30 SEPTEMBER 2017.

**C1 ORDINARY**

THE HOLDERS OF THE C1 ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE ANY DIVIDENDS IN RESPECT OF THOSE SHARES UNTIL SUCH TIME AS THE "LOAN NOTES" (BEING TOGETHER THE £10,000,000 SECURED FIXED RATE LOAN NOTES 2013 ISSUED BY PRAETURA ASSET FINANCE LIMITED AND THE £10,000,000 SECURED FIXED RATE LOAN NOTES 2014 ISSUED BY PRAETURA ASSET FINANCE LIMITED) HAVE BEEN REDEEMED IN FULL. SUBJECT TO THAT, ANY DIVIDENDS DECLARED BY THE COMPANY SHALL BE APPLIED ON A NON-CUMULATIVE BASIS BETWEEN THE HOLDERS FOR THE TIME BEING OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C1 ORDINARY SHARES, THE C2 ORDINARY SHARES AND THE C3 ORDINARY SHARES, PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE. THE PROCEEDS ON A RETURN OF CAPITAL (BUT EXCLUDING A REDEMPTION OR PURCHASE OF OWN SHARES) SHALL BE DISTRIBUTED AS FOLLOWS: (I) FIRST IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C1 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE ISSUE PRICE OF THOSE SHARES TOGETHER WITH ALL ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C1 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £5,000,000 OF SUCH PROCEEDS; (III) THIRD IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES AND C2 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT

£2,500,000 OF SUCH PROCEEDS; (IV) FOURTH IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £50,000,000 OF SUCH PROCEEDS; (V) FIFTH IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES (IF ANY) THE ISSUE PRICE OF THOSE B ORDINARY SHARES WHICH HAVE BEEN CONVERTED INTO DEFERRED SHARES; AND (VI) SIXTH IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE BALANCE (IF ANY) OF ANY SURPLUS ASSETS. THE HOLDERS OF THE C1 ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE HELD. THE C1 ORDINARY SHARES DO NOT CONTAIN A RIGHT OF REDEMPTION.

**C2 ORDINARY**

THE HOLDERS OF THE C2 ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE ANY DIVIDENDS IN RESPECT OF THOSE SHARES UNTIL SUCH TIME AS THE "LOAN NOTES" (BEING TOGETHER THE £10,000,000 SECURED FIXED RATE LOAN NOTES 2013 ISSUED BY PRAETURA ASSET FINANCE LIMITED AND THE £10,000,000 SECURED FIXED RATE LOAN NOTES 2014 ISSUED BY PRAETURA ASSET FINANCE LIMITED) HAVE BEEN REDEEMED IN FULL. SUBJECT TO THAT, ANY DIVIDENDS DECLARED BY THE COMPANY SHALL BE APPLIED ON A NON-CUMULATIVE BASIS BETWEEN THE HOLDERS FOR THE TIME BEING OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C1 ORDINARY SHARES, THE C2 ORDINARY SHARES AND THE C3 ORDINARY SHARES, PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE. THE PROCEEDS ON A RETURN OF CAPITAL (BUT EXCLUDING A REDEMPTION OR PURCHASE OF OWN SHARES) SHALL BE DISTRIBUTED AS FOLLOWS: (I) FIRST IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C1 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE ISSUE PRICE OF THOSE SHARES TOGETHER WITH ALL ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C1 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £5,000,000 OF SUCH PROCEEDS; (III) THIRD IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES AND C2 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £2,500,000 OF SUCH PROCEEDS; (IV) FOURTH IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £50,000,000 OF SUCH PROCEEDS; (V) FIFTH IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES (IF ANY) THE ISSUE PRICE OF THOSE B ORDINARY SHARES WHICH HAVE BEEN CONVERTED INTO DEFERRED SHARES; AND (VI) SIXTH IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE BALANCE (IF ANY) OF ANY SURPLUS ASSETS. THE C2 ORDINARY SHARES SHALL NOT CARRY ANY VOTING RIGHTS. THE C2 ORDINARY SHARES DO NOT CONTAIN A RIGHT OF REDEMPTION.

**C3 ORDINARY**

THE HOLDERS OF THE C3 ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE ANY DIVIDENDS IN RESPECT OF THOSE SHARES UNTIL SUCH TIME AS THE "LOAN NOTES" (BEING TOGETHER THE £10,000,000 SECURED FIXED RATE LOAN NOTES 2013 ISSUED BY PRAETURA ASSET FINANCE LIMITED AND THE £10,000,000 SECURED FIXED RATE LOAN NOTES 2014 ISSUED BY PRAETURA ASSET FINANCE LIMITED) HAVE BEEN REDEEMED IN FULL. SUBJECT TO THAT, ANY DIVIDENDS DECLARED BY THE COMPANY SHALL BE APPLIED ON A NON-CUMULATIVE BASIS BETWEEN THE HOLDERS FOR THE TIME BEING OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C1 ORDINARY SHARES, THE C2 ORDINARY SHARES AND THE C3 ORDINARY SHARES, PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE. THE PROCEEDS ON A RETURN OF CAPITAL (BUT EXCLUDING A REDEMPTION OR PURCHASE OF OWN SHARES) SHALL BE DISTRIBUTED AS FOLLOWS: (I) FIRST IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C1 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE ISSUE PRICE OF THOSE SHARES TOGETHER WITH ALL ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C1 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £5,000,000 OF SUCH PROCEEDS; (III) THIRD IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES AND C2 ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT

£2,500,000 OF SUCH PROCEEDS; (IV) FOURTH IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE NEXT £50,000,000 OF SUCH PROCEEDS; (V) FIFTH IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES (IF ANY) THE ISSUE PRICE OF THOSE B ORDINARY SHARES WHICH HAVE BEEN CONVERTED INTO DEFERRED SHARES; AND (VI) SIXTH IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF ONE CLASS) THE BALANCE (IF ANY) OF ANY SURPLUS ASSETS. THE C3 ORDINARY SHARES SHALL NOT CARRY ANY VOTING RIGHTS. THE C3 ORDINARY SHARES DO NOT CONTAIN A RIGHT OF REDEMPTION.