

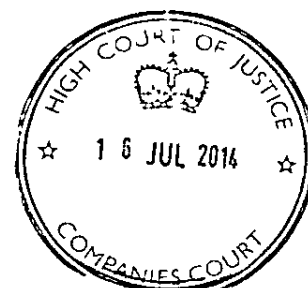
**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT**

No. 4591 of 2014

BEFORE REGISTRAR DERRETT

IN THE MATTER OF VOLUTION GROUP PLC

AND IN THE MATTER OF THE COMPANIES ACT 2006



ORDER

UPON THE APPLICATION by Part 8 Claim dated 26 June 2014 of the above-named Volution Group plc (the "**Company**") whose registered office is situated at Vent-Axia, Fleming Way, Crawley, West Sussex RH10 9YX

AND UPON HEARING Counsel for the Company

AND UPON READING the said Claim Form and the evidence

THIS COURT ORDERS that the reduction of the Company's share premium account by £57,630,000, resolved on and effected by a special resolution passed on 17 June 2014, be and the same is hereby confirmed in accordance with the provisions of the Companies Act 2006

AND the Court hereby approves the Statement of Capital set out in the Schedule to this Order

AND IT IS ORDERED that this Order be produced by the Company to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the Statement of Capital

WEDNESDAY



LD1 *L3CA0KHS* #313
COMPANIES HOUSE

AND IT IS ORDERED that notice of the delivery of this Order and of the said Statement of Capital to the Registrar of Companies be published by the Company once in The Times newspaper within 21 days after such delivery

Dated 16 July 2014

SH19

Statement of capital

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

☒ **What this form is for**
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order

☐ **What this form is NOT for**
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number	0	9	0	4	1	5	7	1
Company name in full	VOLUTION GROUP PLC							

→ **Filling in this form**
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution

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

Please complete the table below to show any class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section 2 and then go to Section 5.

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
ORDINARY	£0 01	£0 00	152000000	£ 1,520,000 00
ORDINARY	£0 299375	£0 00	48000000	£ 480,000 00
				£
				£
Totals			200000000	£ 2,000,000 00

3 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				

① Including both the nominal value and any share premium

② 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

SH19

Statement of capital

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				
① Including both the nominal value and any share premium		② Number of shares issued multiplied by nominal value of each share		Continuation pages Please use a Statement of Capital continuation page if necessary
③ Total number of issued shares in this class				

4		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			
Total aggregate nominal value ④			

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 statement of capital share tables in Section 2 and Section 3 .	⑤ 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 Please use a Statement of capital continuation page if necessary
Class of share	ORDINARY		
Prescribed particulars ⑤	VOTING RIGHTS - On a show of hands each member shall have one vote and on a poll each member shall have one vote per share held as more particularly described in the articles of association DIVIDEND RIGHTS - Each share ranks equally for any dividend declared as more particularly described in the articles of association DISTRIBUTION OF RIGHTS ON A WINDING UP - Each share ranks equally for any distribution on a winding up as more particularly described in the articles of association REDEEMABLE RIGHTS - Shares are not redeemable as further described in the articles of association		
Class of share			
Prescribed particulars ⑤			

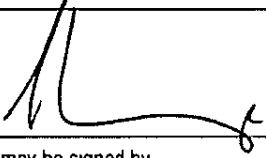
SH19

Statement of capital

Class of share		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 Please use a Statement of capital continuation page if necessary
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

6

Signature

Signature	I am signing this form on behalf of the company		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
	Signature		
This form may be signed by Director 2 , Secretary, Person authorised 3 , CIC manager			

SH19

Statement of capital



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 David Phillips

Company name Well, Gotshal & Manges

Address 110 Fetter Lane

Post town London

County/Region

Postcode E C 4 A 1 A Y

Country

DX

Telephone 020 7903 1164



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 the relevant sections of the statement of capital
- ☒ You have signed the form
- ☒ You have enclosed the correct fee



Important information

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



How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House'



Where to send

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

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

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

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



Further information

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

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

No 4591 of 2014

**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT**

BEFORE REGISTRAR DERRETT

**IN THE MATTER OF VOLUTION GROUP
PLC**

**AND IN THE MATTER OF THE
COMPANIES ACT 2006**

ORDER

Weil, Gotshal & Manges
110 Fetter Lane
London
EC4A 1AY

Tel 0207 903 1000

Ref IA/AH/81212 0005

SOLICITORS FOR THE CLAIMANTS