

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.

✗ **What this form is NOT for**
You cannot use this form to
give notice of shares taken by sub-
sidiaries on formation of the company
for an allotment of a new class of
shares by an unlimited company.



1 Company details

Company number

Company name in full

→ **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

To Date

① **Allotment date**
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

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

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	C Ordinary	100000	0.01	0.10	0.00
GBP	C5 Ordinary	100000	0.046	0.046	0.00

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.

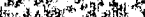
If a PLC, please attach
valuation report (if
appropriate)


Return of allotment of shares


Statement of capital

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

Currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency			Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

	See continuation			
Totals				

				
Totals				

				
Totals		0		

	Total number of shares	Total aggregate nominal value ¹	Total aggregate amount unpaid ¹
Totals (including continuation pages)			0

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

SH01

Return of allotment of shares

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

See continuation pages

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 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 Michael S Graham

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.

CHFP025

06/16 Version 6.0

SH01

Return of allotment of shares



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 Charlotte Wheatcroft

Company name Addleshaw Goddard LLP

Address One St Peter's Square

Post town Manchester

County/Region Greater Manchester

Postcode M 2 3 D E

Country United Kingdom

DX 14301 Manchester

Telephone 0161 934 6000



Checklist

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

Please make sure you have remembered the following:

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



Important information

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



Where to send

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

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

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

For companies registered in Northern Ireland:

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



Further information

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

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

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 Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
GBP	A Ordinary	5846668	29,233.34	
GBP	B Ordinary	2153333	21,533.33	
GBP	B1 Ordinary	1000	1.00	
GBP	C Ordinary	1875000	18,750.00	
GBP	C1 Ordinary	500000	600.00	
GBP	C2 Ordinary	200000	3,540.00	
GBP	C3 Ordinary	300000	2,550.00	
GBP	C4 Ordinary	100000	4,600.00	
GBP	E Ordinary	4347000	23,908.50	
GBP	C5 Ordinary	100000	4,600.00	
Totals		15423001	109316.17	0.00

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	A Ordinary Shares	
Prescribed particulars	<p>Income</p> <p>Any dividend declared shall require the prior consent of the Majority Holders and (subject to such consent being obtained) shall be distributed pari passu to the holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares as if they were shares of the same class.</p> <p>Any amount of dividend will belong to and be paid to the holders of the relevant class of Shares pro rata to their holdings of such class.</p> <p>Capital</p> <p>Firstly the Capitalisation Value shall be allocated between the holders of the E Ordinary Shares pro-rata as if such Shares constituted a single class, provided that, in all cases, the holders of the E Shares shall receive a maximum, in aggregate, of an amount equal to Issue Price of such E Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation;</p> <p>Secondly the balance of the Capitalisation Value shall be allocated between the holders of the A Ordinary Shares, B Ordinary Shares and the C Ordinary Shares pro-rata as if such Shares constituted a single class until the Target Amount shall have been received by the holders of the A Ordinary Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation;</p> <p>Finally the balance (if any) of the Capitalisation Value shall be allocated as follows: the A Share Per Cent. of the Excess Proceeds shall be allocated to the holders of the A Ordinary Shares pro rata. The A Share Per Cent. is the total percentage that the A Ordinary Shares bear to the total number of A Ordinary, B Ordinary and C Ordinary Shares in issue less x% of the Excess Proceeds where x is equal to y divided by (y+z) multiplied by 10.44387%, y is equal to the number of A Ordinary Shares in issue and z is equal to the number of B Ordinary Shares in issue.</p> <p>Voting</p> <p>Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with these Articles:</p> <p>(i) on a show of hands, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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;</p>	

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	A Ordinary Shares (continued)
Prescribed particulars	<p>(ii) 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 (other than B1 Ordinary Shares) of which he is the holder;</p> <p>(iii) on a written resolution, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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 (other than B1 Ordinary Shares) of which he is the holder;</p> <p>provided that the votes attaching to the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall be reduced pro-rata in order to give effect to the following:</p> <p>(i) the C1 Ordinary Shares shall, at all times, be entitled to 2.27% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(ii) the C2 Ordinary Shares shall, at all times, be entitled to 3.96% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iii) the C3 Ordinary Shares shall, at all times, be entitled to 3.57% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iv) the C4 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(v) the C5 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iv) the E Ordinary Shares shall, at all times, be entitled to 24.62% of the total number of votes capable of being cast on any resolution of the Company.</p> <p>(b) If a Material Default has occurred and is continuing and the Majority Holders deliver a written notice (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</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	A Ordinary Shares (continued)	
Prescribed particulars	<p>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> <p>(i) the date that the Material Default has been rectified and/or ceased to exist; and</p> <p>(ii) the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.</p> <p>The provisions of this Article 13.4(c) shall apply at any time after any occurrence of a Material Default:</p> <p>at any meeting called pursuant to this Article 13.4(c) the quorum shall be qualifying persons holding not less than 75 per cent. in nominal value of the A Ordinary Shares and at any meeting called pursuant to Article 13.4(c) only the holders of A Ordinary Shares may vote on any resolution relating to its adjournment.</p> <p>The voting and other rights conferred upon the holders of A Ordinary Shares by Articles 13.4(c), 13.4(d) and 13.4(e) shall cease to apply upon the first to occur of:</p> <p>(i) the date on which the Material Default which triggered such rights is rectified; and</p> <p>(ii) the Majority Holders giving written notice to the Company that such rights shall no longer accrue to the holders of such Shares.</p> <p>A Ordinary Shares are non-redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	B Ordinary Shares
Prescribed particulars	<p>Income</p> <p>Any dividend declared shall require the prior consent of the Majority Holders and (subject to such consent being obtained) shall be distributed pari passu to the holders of the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares as if they were Shares of the same class.</p> <p>Any amount of dividend will belong to and be paid to the holders of the relevant class of Shares pro rata to their holdings of such class.</p> <p>Capital</p> <p>Firstly the Capitalisation Value shall be allocated between the holders of the E Ordinary Shares pro-rata as if such Shares constituted a single class, provided that, in all cases, the holders of the E Shares shall receive a maximum, in aggregate, of an amount equal to the Issue Price of such E Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation;</p> <p>Secondly the balance of the Capitalisation Value shall be allocated between the holders of the A Ordinary Shares, B Ordinary Shares and the C Ordinary Shares pro-rata as if such Shares constituted a single class until the Target Amount shall have been received by the holders of the A Ordinary Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation.</p> <p>Finally the balance (if any) of the Capitalisation Value shall be allocated as follows: the B Share Per Cent to the holders of B Ordinary Shares pro rata. The B Share Per Cent. is the total percentage that the B Ordinary Shares bear to the total number of A Ordinary, B Ordinary and C Ordinary Shares in issue less $x\%$ of the Excess Proceeds where x is equal to z divided by $(y+z)$ multiplied by 10.44387%, y is equal to the number of A Ordinary Shares in issue and z is equal to the total number of B Ordinary Shares in issue.</p> <p>Voting</p> <p>Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with the Articles:</p> <p>(i) on a show of hands, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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;</p>

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	B Ordinary Shares (continued)
Prescribed particulars	<p>(ii) 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 (other than B1 Ordinary Shares) of which he is the holder;</p> <p>(iii) on a written resolution, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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 (other than B1 Ordinary Shares) of which he is the holder;</p> <p>provided that the votes attaching to the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall be reduced pro-rata to give effect to the following:</p> <p>(i) the C1 Ordinary Shares shall, at all times, be entitled to 2.27% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(ii) the C2 Ordinary Shares shall, at all times, be entitled to 3.96% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iii) the C3 Ordinary Shares shall, at all times, be entitled to 3.57% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iv) the C4 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(v) the C5 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(vi) the E Ordinary Shares shall, at all times, be entitled to 24.62% of the total number of votes capable of being cast on any resolution of the Company.</p> <p>If a Material Default has occurred and is continuing and the Majority Holders deliver a written notice (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</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	B Ordinary Shares (continued)
Prescribed particulars	<p>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> <p>(i) the date that the Material Default has been rectified and/or ceased to exist; and</p> <p>(ii) the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.</p> <p>The provisions of this Article 13.4(c) shall apply at any time after any occurrence of a Material Default:</p> <p>at any meeting called pursuant to this Article 13.4(c) the quorum shall be qualifying persons holding not less than 75 per cent. in nominal value of the A Ordinary Shares and at any meeting called pursuant to Article 13.4(c) only the holders of A Ordinary Shares may vote on any resolution relating to its adjournment.</p> <p>The voting and other rights conferred upon the holders of A Ordinary Shares by Articles 13.4(c), 13.4(d) and 13.4(e) shall cease to apply upon the first to occur of:</p> <p>(i) the date on which the Material Default which triggered such rights is rectified; and</p> <p>(ii) the Majority Holders giving written notice to the Company that such rights shall no longer accrue to the holders of such Shares.</p> <p>Any Shares held by a Leaver which are currently the subject of a Transfer Notice shall if a notice (Disenfranchisement Notice) is served on the relevant Leaver by the Remuneration and Appointments Committee not confer the right to receive notice of, attend or vote at any general meeting of the Company or meeting of the holders of Shares of the same class or to receive a copy of or vote in relation to any written resolution of the Company or any written resolution or written consent of that class of Shares and such Shares shall not be counted in determining the total number of votes which may be cast at any such meeting or on any such written resolution or written consent of any Shareholder or class of Shareholders nor shall the holder of such Shares be entitled to participate in any allotment of equity securities pursuant to the articles. Any Shares the subject of this Article 17.2 shall be deemed to be voting shares for the purpose of calculating whether or not a Controlling Interest has been or is to be acquired.</p>

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	B Ordinary Shares (continued)	
Prescribed particulars	B Ordinary Shares are non-redeemable.	

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	B1 Ordinary Shares	
Prescribed particulars	<p>Income</p> <p>The B1 Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares, C3 Ordinary Shares, C4 Ordinary Shares and C5 Ordinary Shares shall not be entitled to participate in the distribution of a dividend.</p> <p>Capital</p> <p>Firstly the Capitalisation Value shall be allocated between the holders of the E Ordinary Shares pro-rata as if such Shares constituted a single class, provided that, in all cases, the holders of the E Shares shall receive a maximum, in aggregate, of an amount equal to the Issue Price of such E Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation;</p> <p>Secondly the balance of the Capitalisation Value shall be allocated between the holders of the A Ordinary Shares, B Ordinary Shares and the C Ordinary Shares pro-rata as if such Shares constituted a single class until the Target Amount shall have been received by the holders of the A Ordinary Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation.</p> <p>Finally the balance (if any) of the Capitalisation Value shall be allocated as follows: the B1 Share Per Cent to the holders of B1 Ordinary Shares pro rata. The B1 Share Per Cent. shall be 0.44387%.</p> <p>Voting</p> <p>The B1 Ordinary Shares shall not entitle the holders thereof to a vote, whether on a show of hands, a poll, written resolution or otherwise.</p> <p>B1 Ordinary Shares are non-redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	C Ordinary Shares
Prescribed particulars	<p>Income</p> <p>Any dividend declared shall require the prior consent of the Majority Holders and (subject to such consent being obtained) shall be distributed pari passu to the holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares as if they were shares of the same class.</p> <p>Any amount of dividend will belong to and be paid to the holders of the relevant class of Shares pro rata to their holdings of such class.</p> <p>Capital</p> <p>Firstly, the Capitalisation Vaule shall be allocated between the holders of the E Ordinary Shares pro-rata as if such Shares constituted a single class, provided that, in all cases, the holders of the E Shares shall receive a maximum, in aggregate, of an amount equal to Issue Price of such E Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation;</p> <p>Secondly, the balance of the Capitalisation Value shall be allocated between the holders of the A Ordinary Shares, B Ordinary Shares and the C Ordinary Shares pro-rata as if such Shares constituted a single class until the Target Amount shall have been received by the holders of the A Ordinary Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation</p> <p>The balance (if any) of the Capitalisation Value shall be allocated as follows: the C Share Per Cent. of the Excess Proceeds shall be allocated to the holders of the C Ordinary Shares pro rata. The C Share Per Cent. is the total percentage that the C Ordinary Shares bear to the total number of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares in issue.</p> <p>Voting</p> <p>Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with the Articles</p> <p>(i) on a show of hands, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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;</p> <p>(ii) 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 (other than B1 Ordinary Shares) of which he is the holder;</p>

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	C Ordinary Shares (continued)
Prescribed particulars	<p>(iii) on a written resolution, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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 (other than B1 Ordinary Shares) of which he is the holder.</p> <p>Provided that the votes attaching to the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall be reduced pro-rata in order to give effect to the following:</p> <p>(i) the C1 Ordinary Shares shall, at all times, be entitled to 2.27% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(ii) the C2 Ordinary Shares shall, at all times, be entitled to 3.96% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iii) the C3 Ordinary Shares shall, at all times, be entitled to 3.57% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iv) the C4 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(v) the C5 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(vi) the E Ordinary Shares shall, at all times, be entitled to 24.62% of the total number of votes capable of being cast on any resolution of the Company.</p> <p>If a Material Default has occurred and is continuing and the Majority Holders deliver a written notice (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>

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	C Ordinary Shares (continued)
Prescribed particulars	<p>(i) the date that the Material Default has been rectified and/or ceased to exist; and</p> <p>(ii) the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.</p> <p>The provisions of this Article 13.4(c) shall apply at any time after any occurrence of a Material Default:</p> <p>at any meeting called pursuant to this Article 13.4(c) the quorum shall be qualifying persons holding not less than 75 per cent. in nominal value of the A Ordinary Shares and at any meeting called pursuant to Article 13.4(c) only the holders of A Ordinary Shares may vote on any resolution relating to its adjournment.</p> <p>The voting and other rights conferred upon the holders of A Ordinary Shares by Articles 13.4(c), 13.4(d) and 13.4(e) shall cease to apply upon the first to occur of:</p> <p>(i) the date on which the Material Default which triggered such rights is rectified; and</p> <p>(ii) the Majority Holders giving written notice to the Company that such rights shall no longer accrue to the holders of such Shares.</p> <p>Any Shares held by a Leaver which are currently the subject of a Transfer Notice shall if a notice (Disenfranchisement Notice) is served on the relevant Leaver by the Remuneration and Appointments Committee not confer the right to receive notice of, attend or vote at any general meeting of the Company or meeting of the holders of Shares of the same class or to receive a copy of or vote in relation to any written resolution of the Company or any written resolution or written consent of that class of Shares and such Shares shall not be counted in determining the total number of votes which may be cast at any such meeting or on any such written resolution or written consent of any Shareholder or class of Shareholders nor shall the holder of such Shares be entitled to participate in any allotment of equity securities pursuant to the articles. Any Shares the subject of this Article 17.2 shall be deemed to be voting shares for the purpose of calculating whether or not a Controlling Interest has been or is to be acquired. C Ordinary Shares are non-redeemable.</p>

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	C1 Ordinary Shares	
Prescribed particulars	<p>Income</p> <p>The B1 Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares, C3 Ordinary Shares, C4 Ordinary Shares and C5 Ordinary Shares shall not be entitled to participate in the distribution of a dividend.</p> <p>Capital</p> <p>Firstly, the Capitalisation Vaule shall be allocated between the holders of the E Ordinary Shares pro-rata as if such Shares constituted a single class, provided that, in all cases, the holders of the E Shares shall receive a maximum, in aggregate, of an amount equal to Issue Price of such E Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation;</p> <p>Secondly, the balance of the Capitalisation Value shall be allocated between the holders of the A Ordinary Shares, B Ordinary Shares and the C Ordinary Shares pro-rata as if such Shares constituted a single class until the Target Amount shall have been received by the holders of the A Ordinary Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation</p> <p>The balance (if any) of the Capitalisation Value shall be allocated as follows: the C# Share Per Cent. of the Excess Proceeds shall be allocated to the holders of the C1 Ordinary Shares, C2 Ordinary Shares, C3 Ordinary Shares, C4 Ordinary Shares, C4 Ordinary Shares and C5 Ordinary Shares pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class. The C# Share Per Cent shall be 10%.</p> <p>Voting</p> <p>Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with the Articles:</p> <p>(i) on a show of hands, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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;</p> <p>(ii) 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 (other than B1 Ordinary Shares) of which he is the holder;</p>	

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	C1 Ordinary Shares (continued)	
Prescribed particulars	<p>(iii) on a written resolution, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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 (other than B1 Ordinary Shares) of which he is the holder.</p> <p>Provided that the votes attaching to the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall be reduced pro-rata in order to give effect to the following:</p> <p>(i) the C1 Ordinary Shares shall, at all times, be entitled to 2.27% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(ii) the C2 Ordinary Shares shall, at all times, be entitled to 3.96% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iii) the C3 Ordinary Shares shall, at all times, be entitled to 3.57% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iv) the C4 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(v) the C5 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(vi) the E Ordinary Shares shall, at all times, be entitled to 24.62% of the total number of votes capable of being cast on any resolution of the Company.</p> <p>If a Material Default has occurred and is continuing and the Majority Holders deliver a written notice (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>	

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	C1 Ordinary Shares (continued)	
Prescribed particulars	<p>(i) the date that the Material Default has been rectified and/or ceased to exist; and</p> <p>(ii) the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.</p> <p>The provisions of this Article 13.4(c) shall apply at any time after any occurrence of a Material Default:</p> <p>at any meeting called pursuant to this Article 13.4(c) the quorum shall be qualifying persons holding not less than 75 per cent. in nominal value of the A Ordinary Shares and at any meeting called pursuant to Article 13.4(c) only the holders of A Ordinary Shares may vote on any resolution relating to its adjournment.</p> <p>The voting and other rights conferred upon the holders of A Ordinary Shares by Articles 13.4(c), 13.4(d) and 13.4(e) shall cease to apply upon the first to occur of:</p> <p>(i) the date on which the Material Default which triggered such rights is rectified; and</p> <p>(ii) the Majority Holders giving written notice to the Company that such rights shall no longer accrue to the holders of such Shares.</p> <p>Any Shares held by a Leaver which are currently the subject of a Transfer Notice shall if a notice (Disenfranchisement Notice) is served on the relevant Leaver by the Remuneration and Appointments Committee not confer the right to receive notice of, attend or vote at any general meeting of the Company or meeting of the holders of Shares of the same class or to receive a copy of or vote in relation to any written resolution of the Company or any written resolution or written consent of that class of Shares and such Shares shall not be counted in determining the total number of votes which may be cast at any such meeting or on any such written resolution or written consent of any Shareholder or class of Shareholders nor shall the holder of such Shares be entitled to participate in any allotment of equity securities pursuant to the articles. Any Shares the subject of this Article 17.2 shall be deemed to be voting shares for the purpose of calculating whether or not a Controlling Interest has been or is to be acquired.</p> <p>C1 Ordinary Shares are non-redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	C2 Ordinary Shares	
Prescribed particulars	<p>Income</p> <p>The B1 Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares, C3 Ordinary Shares, C4 Ordinary Shares and C5 Ordinary Shares shall not be entitled to participate in the distribution of a dividend.</p> <p>Capital</p> <p>Firstly, the Capitalisation Vaule shall be allocated between the holders of the E Ordinary Shares pro-rata as if such Shares constituted a single class, provided that, in all cases, the holders of the E Shares shall receive a maximum, in aggregate, of an amount equal to Issue Price of such E Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation;</p> <p>Secondly, the balance of the Capitalisation Value shall be allocated between the holders of the A Ordinary Shares, B Ordinary Shares and the C Ordinary Shares pro-rata as if such Shares constituted a single class until the Target Amount shall have been received by the holders of the A Ordinary Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation</p> <p>The balance (if any) of the Capitalisation Value shall be allocated as follows: the C# Share Per Cent. of the Excess Proceeds shall be allocated to the holders of the C1 Ordinary Shares, C2 Ordinary Shares, C3 Ordinary Shares, C4 Ordinary Shares, C4 Ordinary Shares and C5 Ordinary Shares pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class. The C# Share Per Cent shall be 10%.</p> <p>Voting</p> <p>Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with the Articles:</p> <p>(i) on a show of hands, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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;</p> <p>(ii) 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 (other than B1 Ordinary Shares) of which he is the holder;</p>	

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	C2 Ordinary Shares (continued)
Prescribed particulars	<p>(iii) on a written resolution, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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 (other than B1 Ordinary Shares) of which he is the holder.</p> <p>Provided that the votes attaching to the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall be reduced pro-rata in order to give effect to the following:</p> <p>(i) the C1 Ordinary Shares shall, at all times, be entitled to 2.27% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(ii) the C2 Ordinary Shares shall, at all times, be entitled to 3.96% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iii) the C3 Ordinary Shares shall, at all times, be entitled to 3.57% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iv) the C4 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(v) the C5 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(vi) the E Ordinary Shares shall, at all times, be entitled to 24.62% of the total number of votes capable of being cast on any resolution of the Company.</p> <p>If a Material Default has occurred and is continuing and the Majority Holders deliver a written notice (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>

SH01 - continuation page

Return of allotment of shares

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

Class of share	C2 Ordinary Shares (continued)	
Prescribed particulars	<p>(i) the date that the Material Default has been rectified and/or ceased to exist; and</p> <p>(ii) the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.</p> <p>The provisions of this Article 13.4(c) shall apply at any time after any occurrence of a Material Default:</p> <p>at any meeting called pursuant to this Article 13.4(c) the quorum shall be qualifying persons holding not less than 75 per cent. in nominal value of the A Ordinary Shares and at any meeting called pursuant to Article 13.4(c) only the holders of A Ordinary Shares may vote on any resolution relating to its adjournment.</p> <p>The voting and other rights conferred upon the holders of A Ordinary Shares by Articles 13.4(c), 13.4(d) and 13.4(e) shall cease to apply upon the first to occur of:</p> <p>(i) the date on which the Material Default which triggered such rights is rectified; and</p> <p>(ii) the Majority Holders giving written notice to the Company that such rights shall no longer accrue to the holders of such Shares.</p> <p>Any Shares held by a Leaver which are currently the subject of a Transfer Notice shall if a notice (Disenfranchisement Notice) is served on the relevant Leaver by the Remuneration and Appointments Committee not confer the right to receive notice of, attend or vote at any general meeting of the Company or meeting of the holders of Shares of the same class or to receive a copy of or vote in relation to any written resolution of the Company or any written resolution or written consent of that class of Shares and such Shares shall not be counted in determining the total number of votes which may be cast at any such meeting or on any such written resolution or written consent of any Shareholder or class of Shareholders nor shall the holder of such Shares be entitled to participate in any allotment of equity securities pursuant to the articles. Any Shares the subject of this Article 17.2 shall be deemed to be voting shares for the purpose of calculating whether or not a Controlling Interest has been or is to be acquired.</p> <p>C2 Ordinary Shares are non-redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	C3 Ordinary Shares	
Prescribed particulars	<p>Income</p> <p>The B1 Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares, C3 Ordinary Shares, C4 Ordinary Shares and C5 Ordinary Shares shall not be entitled to participate in the distribution of a dividend.</p> <p>Capital</p> <p>Firstly, the Capitalisation Vaule shall be allocated between the holders of the E Ordinary Shares pro-rata as if such Shares constituted a single class, provided that, in all cases, the holders of the E Shares shall receive a maximum, in aggregate, of an amount equal to Issue Price of such E Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation;</p> <p>Secondly, the balance of the Capitalisation Value shall be allocated between the holders of the A Ordinary Shares, B Ordinary Shares and the C Ordinary Shares pro-rata as if such Shares constituted a single class until the Target Amount shall have been received by the holders of the A Ordinary Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation</p> <p>The balance (if any) of the Capitalisation Value shall be allocated as follows: the C# Share Per Cent. of the Excess Proceeds shall be allocated to the holders of the C1 Ordinary Shares, C2 Ordinary Shares, C3 Ordinary Shares, C4 Ordinary Shares, C4 Ordinary Shares and C5 Ordinary Shares pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class. The C# Share Per Cent shall be 10%.</p> <p>Voting</p> <p>Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with the Articles:</p> <p>(i) on a show of hands, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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;</p> <p>(ii) 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 (other than B1 Ordinary Shares) of which he is the holder;</p>	

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	C3 Ordinary Shares (continued)
Prescribed particulars	<p>(iii) on a written resolution, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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 (other than B1 Ordinary Shares) of which he is the holder.</p> <p>Provided that the votes attaching to the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall be reduced pro-rata in order to give effect to the following:</p> <p>(i) the C1 Ordinary Shares shall, at all times, be entitled to 2.27% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(ii) the C2 Ordinary Shares shall, at all times, be entitled to 3.96% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iii) the C3 Ordinary Shares shall, at all times, be entitled to 3.57% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iv) the C4 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(v) the C5 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(vi) the E Ordinary Shares shall, at all times, be entitled to 24.62% of the total number of votes capable of being cast on any resolution of the Company.</p> <p>If a Material Default has occurred and is continuing and the Majority Holders deliver a written notice (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>

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	C3 Ordinary Shares (continued)	
Prescribed particulars	<p>(i) the date that the Material Default has been rectified and/or ceased to exist; and</p> <p>(ii) the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.</p> <p>The provisions of this Article 13.4(c) shall apply at any time after any occurrence of a Material Default:</p> <p>at any meeting called pursuant to this Article 13.4(c) the quorum shall be qualifying persons holding not less than 75 per cent. in nominal value of the A Ordinary Shares and at any meeting called pursuant to Article 13.4(c) only the holders of A Ordinary Shares may vote on any resolution relating to its adjournment.</p> <p>The voting and other rights conferred upon the holders of A Ordinary Shares by Articles 13.4(c), 13.4(d) and 13.4(e) shall cease to apply upon the first to occur of:</p> <p>(i) the date on which the Material Default which triggered such rights is rectified; and</p> <p>(ii) the Majority Holders giving written notice to the Company that such rights shall no longer accrue to the holders of such Shares.</p> <p>Any Shares held by a Leaver which are currently the subject of a Transfer Notice shall if a notice (Disenfranchisement Notice) is served on the relevant Leaver by the Remuneration and Appointments Committee not confer the right to receive notice of, attend or vote at any general meeting of the Company or meeting of the holders of Shares of the same class or to receive a copy of or vote in relation to any written resolution of the Company or any written resolution or written consent of that class of Shares and such Shares shall not be counted in determining the total number of votes which may be cast at any such meeting or on any such written resolution or written consent of any Shareholder or class of Shareholders nor shall the holder of such Shares be entitled to participate in any allotment of equity securities pursuant to the articles. Any Shares the subject of this Article 17.2 shall be deemed to be voting shares for the purpose of calculating whether or not a Controlling Interest has been or is to be acquired.</p> <p>C3 Ordinary Shares are non-redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	C4 Ordinary Shares
Prescribed particulars	<p>Income</p> <p>The B1 Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares, C3 Ordinary Shares, C4 Ordinary Shares and C5 Ordinary Shares shall not be entitled to participate in the distribution of a dividend.</p> <p>Capital</p> <p>Firstly, the Capitalisation Value shall be allocated between the holders of the E Ordinary Shares pro-rata as if such Shares constituted a single class, provided that, in all cases, the holders of the E Shares shall receive a maximum, in aggregate, of an amount equal to Issue Price of such E Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation;</p> <p>Secondly, the balance of the Capitalisation Value shall be allocated between the holders of the A Ordinary Shares, B Ordinary Shares and the C Ordinary Shares pro-rata as if such Shares constituted a single class until the Target Amount shall have been received by the holders of the A Ordinary Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation</p> <p>The balance (if any) of the Capitalisation Value shall be allocated as follows: the C# Share Per Cent. of the Excess Proceeds shall be allocated to the holders of the C1 Ordinary Shares, C2 Ordinary Shares, C3 Ordinary Shares, C4 Ordinary Shares, C4 Ordinary Shares and C5 Ordinary Shares pro rata as between such holders to their respective holdings of the relevant classes as if such Shares constituted a single class. The C# Share Per Cent shall be 10%.</p> <p>Voting</p> <p>Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with the Articles:</p> <p>(i) on a show of hands, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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;</p> <p>(ii) 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 (other than B1 Ordinary Shares) of which he is the holder;</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	C4 Ordinary Shares (continued)
Prescribed particulars	<p>(iii) on a written resolution, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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 (other than B1 Ordinary Shares) of which he is the holder.</p> <p>Provided that the votes attaching to the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall be reduced pro-rata in order to give effect to the following:</p> <p>(i) the C1 Ordinary Shares shall, at all times, be entitled to 2.27% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(ii) the C2 Ordinary Shares shall, at all times, be entitled to 3.96% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iii) the C3 Ordinary Shares shall, at all times, be entitled to 3.57% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iv) the C4 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(v) the C5 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iv) the E Ordinary Shares shall, at all times, be entitled to 24.62% of the total number of votes capable of being cast on any resolution of the Company.</p> <p>If a Material Default has occurred and is continuing and the Majority Holders deliver a written notice (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>

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	C4 Ordinary Shares (continued)	
Prescribed particulars	<p>(i) the date that the Material Default has been rectified and/or ceased to exist; and</p> <p>(i) the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.</p> <p>The provisions of this Article 13.4(c) shall apply at any time after any occurrence of a Material Default:</p> <p>at any meeting called pursuant to this Article 13.4(c) the quorum shall be qualifying persons holding not less than 75 per cent. in nominal value of the A Ordinary Shares and at any meeting called pursuant to Article 13.4(c) only the holders of A Ordinary Shares may vote on any resolution relating to its adjournment.</p> <p>The voting and other rights conferred upon the holders of A Ordinary Shares by Articles 13.4(c), 13.4(d) and 13.4(e) shall cease to apply upon the first to occur of:</p> <p>(i) the date on which the Material Default which triggered such rights is rectified; and</p> <p>(ii) the Majority Holders giving written notice to the Company that such rights shall no longer accrue to the holders of such Shares.</p> <p>Any Shares held by a Leaver which are currently the subject of a Transfer Notice shall if a notice (Disenfranchisement Notice) is served on the relevant Leaver by the Remuneration and Appointments Committee not confer the right to receive notice of, attend or vote at any general meeting of the Company or meeting of the holders of Shares of the same class or to receive a copy of or vote in relation to any written resolution of the Company or any written resolution or written consent of that class of Shares and such Shares shall not be counted in determining the total number of votes which may be cast at any such meeting or on any such written resolution or written consent of any Shareholder or class of Shareholders nor shall the holder of such Shares be entitled to participate in any allotment of equity securities pursuant to the articles. Any Shares the subject of this Article 17.2 shall be deemed to be voting shares for the purpose of calculating whether or not a Controlling Interest has been or is to be acquired.</p> <p>C4 Ordinary Shares are non-redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	E Ordinary Shares
Prescribed particulars	<p>Income</p> <p>The Company shall pay to each holder of E Ordinary Shares, in priority to the holders of any other class of Share, a cumulative dividend accruing at a rate equal to LIBOR plus 1% multiplied by the nominal value of each E Ordinary Share held by him which shall accrue from and including the date on which such E Ordinary Share is fully paid up until the date of Realisation.</p> <p>Capital</p> <p>The Capitalisation Value shall be allocated between the holders of the E Ordinary Shares pro-rata as if such Shares constituted a single class, provided that, in all cases, the holders of the E Shares shall receive a maximum, in aggregate, of an amount equal to the Issue Price of such E Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation. The E Ordinary Shares shall not be entitled to any of the Excess Proceeds.</p> <p>Voting</p> <p>Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with the Articles:</p> <p>(i) on a show of hands, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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;</p> <p>(ii) 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 (other than B1 Ordinary Shares) of which he is the holder;</p> <p>(iii) on a written resolution, every Shareholder holding one or more Equity Shares (other than B1 Ordinary 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 (other than B1 Ordinary Shares) of which he is the holder.</p> <p>Provided that the votes attaching to the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall be reduced pro-rata in order to give effect to the following:</p>

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	E Ordinary Shares (continued)
Prescribed particulars	<p>(i) the C1 Ordinary Shares shall, at all times, be entitled to 2.27% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(ii) the C2 Ordinary Shares shall, at all times, be entitled to 3.96% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iii) the C3 Ordinary Shares shall, at all times, be entitled to 3.57% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(iv) the C4 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(v) the C5 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company;</p> <p>(vi) the E Ordinary Shares shall, at all times, be entitled to 24.62% of the total number of votes capable of being cast on any resolution of the Company.</p> <p>If a Material Default has occurred and is continuing and the Majority Holders deliver a written notice (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> <p>(i) the date that the Material Default has been rectified and/or ceased to exist; and</p> <p>(ii) the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.</p> <p>The provisions of this Article 13.4(c) shall apply at any time after any occurrence of a Material Default:</p> <p>at any meeting called pursuant to this Article 13.4(c) the quorum shall be qualifying persons holding not less than 75 per cent. in nominal value of the A Ordinary Shares and at any meeting called pursuant to Article 13.4(c) only the holders of A Ordinary Shares may vote on any resolution relating to its adjournment.</p>

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	E Ordinary Shares (continued)	
Prescribed particulars	<p>The voting and other rights conferred upon the holders of A Ordinary Shares by Articles 13.4(c), 13.4(d) and 13.4(e) shall cease to apply upon the first to occur of:</p> <p>(i) the date on which the Material Default which triggered such rights is rectified; and</p> <p>(ii) the Majority Holders giving written notice to the Company that such rights shall no longer accrue to the holders of such Shares.</p> <p>Any Shares held by a Leaver which are currently the subject of a Transfer Notice shall if a notice (Disenfranchisement Notice) is served on the relevant Leaver by the Remuneration and Appointments Committee not confer the right to receive notice of, attend or vote at any general meeting of the Company or meeting of the holders of Shares of the same class or to receive a copy of or vote in relation to any written resolution of the Company or any written resolution or written consent of that class of Shares and such Shares shall not be counted in determining the total number of votes which may be cast at any such meeting or on any such written resolution or written consent of any Shareholder or class of Shareholders nor shall the holder of such Shares be entitled to participate in any allotment of equity securities pursuant to the articles. Any Shares the subject of this Article 17.2 shall be deemed to be voting shares for the purpose of calculating whether or not a Controlling Interest has been or is to be acquired.</p> <p>E Ordinary Shares are non-redeemable.</p>	