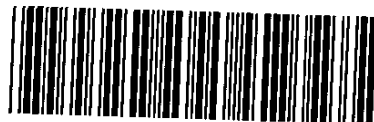


Notice of cancellation of shares

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

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

SATURDAY



A07

A7ZFFNMP

16/02/2019

#333

COMPANIES HOUSE

1 Company details

Company number	9	3	4	6	2	4	6	
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Company name in full	Sykes Cottages Holdings Limited
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→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless specified or indicated by *

2	Date of cancellation
---	----------------------

Date of cancellation

^d 2	^d 1	^m 1	^m 1	^y 2	^y 0	^y 1	^y 8
----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------

3	Shares cancelled
---	------------------

[illegible]

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Notice of cancellation of shares

4

Statement of capital

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

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

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
5GBP	A Ordinary	5846667	29,233.33	
GBP	B Ordinary	2153333	21,533.33	
GBP	B1 Ordinary	1000	1.00	
Totals		8001000	50,767.66	0

Currency table B				
Totals				

Currency table C				
Totals				

	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)	15348000	104966.16	0

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


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Notice of cancellation 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	A Ordinary	
Prescribed particulars 1	Please see attached	
Class of share	B Ordinary	
Prescribed particulars 1	Please see attached	
Class of share	C Ordinary	
Prescribed particulars 1	Please see attached	
6	Signature	
	I am signing this form on behalf of the company.	
Signature	Signature X <i>Michael S Graham</i> X	
	This form may be signed by: Director 2 , Secretary, Person authorised 3 , Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	
	2 Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership. 3 Person authorised Under either section 270 or 274 of the Companies Act 2006.	

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Notice of cancellation 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	Emma Davies
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 forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.


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

 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

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

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Notice of cancellation of shares

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

Class of share	A Ordinary
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; 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> <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>

① Prescribed particulars of rights attached to shares

The particulars are:

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

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

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Notice of cancellation of shares

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

Class of share	A ordinary	<p>1 Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>
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; 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> <ul style="list-style-type: none"> (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; (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; (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; (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; (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; (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>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> <ul style="list-style-type: none"> (i) the date that the Material Default has been rectified and/or ceased to exist; and (ii) the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice. 	

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Notice of cancellation of shares

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

Class of share	A ordinary	
Prescribed particulars	<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>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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Notice of cancellation of shares

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

Class of share	B ordinary	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>
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; 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> <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>	

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Notice of cancellation of shares

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

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

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Notice of cancellation of shares

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

Class of share	B Ordinary	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>The provisions of Article 13.4(c) shall apply at any time after any occurrence of a Material Default:</p> <p>at any meeting called pursuant to 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> <ul style="list-style-type: none"> (i) the date on which the Material Default which triggered such rights is rectified; and (ii) the Majority Holders giving written notice to the Company that such rights shall no longer accrue to the holders of such Shares. <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>B Ordinary Shares are non-redeemable.</p>	

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Notice of cancellation of shares

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

Class of share	B1 Ordinary	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>
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; 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>	

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Notice of cancellation of shares

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

Class of share	C Ordinary	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>
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>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>	

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Notice of cancellation of shares

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

Class of share	C ordinary
Prescribed particulars	<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> <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</p>

① Prescribed particulars of rights attached to shares

The particulars are:

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

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

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Notice of cancellation of shares

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

Class of share	C Ordinary	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>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> <ul style="list-style-type: none"> (i) the date on which the Material Default which triggered such rights is rectified; and (ii) the Majority Holders giving written notice to the Company that such rights shall no longer accrue to the holders of such Shares. 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>C Ordinary Shares are non-redeemable.</p>	

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

Class of share	C1 ordinary
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> <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>

① Prescribed particulars of rights attached to shares

The particulars are:

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

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

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

Class of share	C1 ordinary	
Prescribed particulars	<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> <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>① Prescribed particulars of rights attached to shares The particulars are:</p> <ol style="list-style-type: none"> particulars of any voting rights, including rights that arise only in certain circumstances; particulars of any rights, as respects dividends, to participate in a distribution; particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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5	Statement of capital (prescribed particulars of rights attached to shares) ^①	
Class of share	C1 ordinary	
Prescribed particulars	<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>CI Ordinary Shares are non-redeemable.</p>	

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.

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

Class of share	C2 ordinary	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>
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> <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. 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>	

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

Class of share	C2 ordinary	
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> <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>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> particulars of any voting rights, including rights that arise only in certain circumstances; particulars of any rights, as respects dividends, to participate in a distribution; particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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

Class of share	C2 ordinary	
Prescribed particulars	<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</p> <p>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>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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

Class of share	C3 ordinary
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 all 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; 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> <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>

**① Prescribed particulars of rights
attached to shares**

The particulars are:

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

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

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

Class of share	C3 ordinary
Prescribed particulars	<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 CI 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>

① Prescribed particulars of rights attached to shares

The particulars are:

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

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

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5	Statement of capital (prescribed particulars of rights attached to shares) ¹	
Class of share	C3 ordinary	
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>C3 Ordinary Shares are non-redeemable.</p>	

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.

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

Class of share	C4 ordinary
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> <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>

**① Prescribed particulars of rights
attached to shares**

The particulars are:

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

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

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

Class of share	C4 ordinary	<p>1 Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<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> <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>	

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5	Statement of capital (prescribed particulars of rights attached to shares) ^①	
Class of share	C4 ordinary	
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>C4 Ordinary Shares are non-redeemable.</p>	

- 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.

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

Class of share	E ordinary
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> <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>

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.

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

Class of share	E ordinary
Prescribed particulars	<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> <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>

① Prescribed particulars of rights attached to shares

The particulars are:

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

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

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

Class of share	E ordinary
Prescribed particulars	<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>

① Prescribed particulars of rights attached to shares

The particulars are:

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

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