

**Return of Allotment of Shares**Company Name: **D3O Holdings Ltd**Company Number: **09483907**Received for filing in Electronic Format on the: **05/08/2022**

XB9SF1SO

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	17/09/2021	17/09/2021

Class of Shares:	M	Number allotted	2940000
	PREFERRED	Nominal value of each share	0.0001
Currency:	GBP	Amount paid:	0.0001
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	B 1	Number allotted	44306
	PREFERRED	Aggregate nominal value:	443.06
Currency:	GBP		
Prescribed particulars			

THE HOLDERS OF THE B 1 PREFERRED SHARES HAVE FULL VOTING RIGHTS. THE HOLDERS OF THE B-1 PREFERRED SHARES SHALL RECEIVE A FIXED CUMULATIVE CASH PREFERENTIAL DIVIDEND (THE "B-1 PREFERENCE DIVIDEND") FOR EACH YEAR AT THE ANNUAL RATE OF TWELVE (12) PER CENT OF THE ISSUE PRICE PER B-1 PREFERRED SHARE AND TO BE PAID ON THE EARLIER OF AN EXIT, LIQUIDATION EVENT OR UPON REDEMPTION (IN RESPECT OF THOSE B-1 PREFERRED SHARES REDEEMED). SAVE WHERE ARTICLES 4.9 TO 4.14 (INCLUSIVE) APPLY, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH INVESTOR MAJORITY CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR, WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES PROVIDED THAT UPON ANY SUCH DISTRIBUTION OF PROFITS BY THE COMPANY THE HURDLE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE SUMS PAID ON ANY OTHER CLASSES OF SHARE, A SUM OF £0.01 PER HURDLE SHARE. ON A DISTRIBUTION OF CAPITAL, SUBJECT TO ARTICLE 5.2, THE PROCEEDS SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, IN PAYING TO EACH OF THE B-1 PREFERRED SHAREHOLDERS (AND TO THE EXTENT NOT REDEEMED IN FULL), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE ISSUE PRICE PER B-1 PREFERRED SHARE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT PROCEEDS OF SALE TO PAY THE AMOUNTS PER SHARE EQUAL TO THE ISSUE PRICE PER B-1 PREFERRED SHARE TOGETHER WITH ANY ARREARS, THE REMAINING PROCEEDS OF SALE SHALL BE DISTRIBUTED TO THE B-1 PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B-1 PREFERRED SHARES); SECOND, IN PAYING TO EACH OF THE B PREFERRED SHAREHOLDERS (AND TO THE EXTENT NOT REDEEMED IN FULL), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE ISSUE PRICE PER B PREFERRED SHARE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT PROCEEDS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE ISSUE PRICE PER B PREFERRED SHARE TOGETHER WITH ANY ARREARS, THE REMAINING PROCEEDS OF SALE SHALL BE DISTRIBUTED TO THE B PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B PREFERRED SHARES); THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); FOURTH, ON A SHARE SALE IN PAYING TO THE B ORDINARY SHAREHOLDERS AND THE C ORDINARY SHAREHOLDERS SUCH SUM AS MAY BE DETERMINED IN THE ARTICLES AND ON

LIQUIDATION IN RESPECT OF THE EQUITY SHARES SUCH SUM AS SHALL BE DETERMINED IN THE ARTICLES. ANY REMAINING PROCEEDS SHALL BE DISTRIBUTED IN ACCORDANCE WITH THE ARTICLES. THE B 1 PREFERRED SHARES ARE REDEEMABLE.

Class of Shares:	B	Number allotted	22716
	ORDINARY	Aggregate nominal value:	227.16
Currency:	GBP		
Prescribed particulars			

THE HOLDERS OF THE B ORDINARY SHARES HAVE FULL VOTING RIGHTS. THE HOLDERS OF THE B-1 PREFERRED SHARES SHALL RECEIVE A FIXED CUMULATIVE CASH PREFERENTIAL DIVIDEND (THE "B-1 PREFERENCE DIVIDEND") FOR EACH YEAR AT THE ANNUAL RATE OF TWELVE (12) PER CENT OF THE ISSUE PRICE PER B-1 PREFERRED SHARE AND TO BE PAID ON THE EARLIER OF AN EXIT, LIQUIDATION EVENT OR UPON REDEMPTION (IN RESPECT OF THOSE B-1 PREFERRED SHARES REDEEMED). SAVE WHERE ARTICLES 4.9 TO 4.14 (INCLUSIVE) APPLY, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH INVESTOR MAJORITY CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR, WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES PROVIDED THAT UPON ANY SUCH DISTRIBUTION OF PROFITS BY THE COMPANY THE HURDLE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE SUMS PAID ON ANY OTHER CLASSES OF SHARE, A SUM OF £0.01 PER HURDLE SHARE. ON A DISTRIBUTION OF CAPITAL, SUBJECT TO ARTICLE 5.2, THE PROCEEDS SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, IN PAYING TO EACH OF THE B-1 PREFERRED SHAREHOLDERS (AND TO THE EXTENT NOT REDEEMED IN FULL), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE ISSUE PRICE PER B-1 PREFERRED SHARE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT PROCEEDS OF SALE TO PAY THE AMOUNTS PER SHARE EQUAL TO THE ISSUE PRICE PER B-1 PREFERRED SHARE TOGETHER WITH ANY ARREARS, THE REMAINING PROCEEDS OF SALE SHALL BE DISTRIBUTED TO THE B-1 PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B-1 PREFERRED SHARES); SECOND, IN PAYING TO EACH OF THE B PREFERRED SHAREHOLDERS (AND TO THE EXTENT NOT REDEEMED IN FULL), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE ISSUE PRICE PER B PREFERRED SHARE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT PROCEEDS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE ISSUE PRICE PER B PREFERRED SHARE TOGETHER WITH ANY ARREARS, THE REMAINING PROCEEDS OF SALE SHALL BE DISTRIBUTED TO THE B PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B PREFERRED SHARES); THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); FOURTH, ON A SHARE SALE IN PAYING TO THE B ORDINARY SHAREHOLDERS AND THE C ORDINARY SHAREHOLDERS SUCH SUM AS MAY BE DETERMINED IN THE ARTICLES AND ON

LIQUIDATION IN RESPECT OF THE EQUITY SHARES SUCH SUM AS SHALL BE DETERMINED IN THE ARTICLES. ANY REMAINING PROCEEDS SHALL BE DISTRIBUTED IN ACCORDANCE WITH THE ARTICLES. THE B ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	53024
	PREFERRED	Aggregate nominal value:	530.24
Currency:	GBP		
Prescribed particulars			

THE HOLDERS OF THE B PREFERRED SHARES HAVE FULL VOTING RIGHTS. THE HOLDERS OF THE B-1 PREFERRED SHARES SHALL RECEIVE A FIXED CUMULATIVE CASH PREFERENTIAL DIVIDEND (THE "B-1 PREFERENCE DIVIDEND") FOR EACH YEAR AT THE ANNUAL RATE OF TWELVE (12) PER CENT OF THE ISSUE PRICE PER B-1 PREFERRED SHARE AND TO BE PAID ON THE EARLIER OF AN EXIT, LIQUIDATION EVENT OR UPON REDEMPTION (IN RESPECT OF THOSE B-1 PREFERRED SHARES REDEEMED). SAVE WHERE ARTICLES 4.9 TO 4.14 (INCLUSIVE) APPLY, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH INVESTOR MAJORITY CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR, WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES PROVIDED THAT UPON ANY SUCH DISTRIBUTION OF PROFITS BY THE COMPANY THE HURDLE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE SUMS PAID ON ANY OTHER CLASSES OF SHARE, A SUM OF £0.01 PER HURDLE SHARE. ON A DISTRIBUTION OF CAPITAL, SUBJECT TO ARTICLE 5.2, THE PROCEEDS SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, IN PAYING TO EACH OF THE B-1 PREFERRED SHAREHOLDERS (AND TO THE EXTENT NOT REDEEMED IN FULL), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE ISSUE PRICE PER B-1 PREFERRED SHARE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT PROCEEDS OF SALE TO PAY THE AMOUNTS PER SHARE EQUAL TO THE ISSUE PRICE PER B-1 PREFERRED SHARE TOGETHER WITH ANY ARREARS, THE REMAINING PROCEEDS OF SALE SHALL BE DISTRIBUTED TO THE B-1 PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B-1 PREFERRED SHARES); SECOND, IN PAYING TO EACH OF THE B PREFERRED SHAREHOLDERS (AND TO THE EXTENT NOT REDEEMED IN FULL), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE ISSUE PRICE PER B PREFERRED SHARE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT PROCEEDS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE ISSUE PRICE PER B PREFERRED SHARE TOGETHER WITH ANY ARREARS, THE REMAINING PROCEEDS OF SALE SHALL BE DISTRIBUTED TO THE B PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B PREFERRED SHARES); THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); FOURTH, ON A SHARE SALE IN PAYING TO THE B ORDINARY SHAREHOLDERS AND THE C ORDINARY SHAREHOLDERS SUCH SUM AS MAY BE DETERMINED IN THE ARTICLES AND ON

LIQUIDATION IN RESPECT OF THE EQUITY SHARES SUCH SUM AS SHALL BE DETERMINED IN THE ARTICLES. ANY REMAINING PROCEEDS SHALL BE DISTRIBUTED IN ACCORDANCE WITH THE ARTICLES. THE B PREFERRED SHARES ARE REDEEMABLE.

Class of Shares:	D	Number allotted	800
	ORDINARY	Aggregate nominal value:	8
Currency:	GBP		
Prescribed particulars			

THE HOLDERS OF THE D ORDINARY SHARES HAVE NO VOTING RIGHTS. THE HOLDERS OF THE B PREFERRED SHARES SHALL RECEIVE A FIXED CUMULATIVE CASH PREFERENTIAL DIVIDEND (THE "PREFERENCE DIVIDEND") FOR EACH YEAR AT THE ANNUAL RATE OF THREE (3) PER CENT OF THE ISSUE PRICE PER B PREFERRED SHARE AND TO BE PAID IN FOUR EQUAL INSTALMENTS PROVIDED THAT ANY INTEREST PAYABLE IN RESPECT OF ANY B PREFERRED SHARES ISSUED PRIOR TO 28 FEBRUARY 2017 SHALL BE PAID ON THE EARLIER OF AN EXIT AND A LIQUIDATION EVENT. SAVE WHERE ARTICLES 4.9 TO 4.13 (INCLUSIVE) APPLY, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH INVESTOR MAJORITY CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR, WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES PROVIDED THAT UPON ANY SUCH DISTRIBUTION OF PROFITS BY THE COMPANY THE HURDLE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE SUMS PAID ON ANY OTHER CLASSES OF SHARE, A SUM OF £0.01 PER HURDLE SHARE. ON A DISTRIBUTION OF CAPITAL, SUBJECT TO ARTICLE 5.2, THE PROCEEDS SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, IN PAYING TO EACH OF THE B PREFERRED SHAREHOLDERS (AND TO THE EXTENT NOT REDEEMED IN FULL), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE ISSUE PRICE PER B PREFERRED SHARE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT PROCEEDS OF SALE TO PAY THE AMOUNTS PER SHARE EQUAL TO THE ISSUE PRICE PER B PREFERRED SHARE TOGETHER WITH ANY ARREARS, THE REMAINING PROCEEDS OF SALE SHALL BE DISTRIBUTED TO THE B PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B PREFERRED SHARES); SECOND, IN PAYING TO THE DEFERRED SHAREHOLDERS A TOTAL OF £1.00 FOR THE ENTIRE CLASS; THIRD, IN PAYING TO THE HOLDERS OF THE EQUITY SHARES TO THE B ORDINARY AND C ORDINARY SHARES A SUM EQUAL TO 99.99% OF THE ISSUE PRICE OF THE B AND C ORDINARY SHARES AND WHERE THE FINALLY DETERMINED PROCEEDS OF SALE ARE LESS THAN £30,000,000 AN ADDITIONAL AMOUNT EQUAL TO THE MINIMUM EXIT RETURN AND TO THE HOLDERS OF THE ORDINARY SHARES AND THE B PREFERRED SHARES A SUM EQUAL TO 0.01% OF THE TOTAL ISSUE PRICE. ANY REMAINING PROCEEDS SHALL BE DISTRIBUTED IN ACCORDANCE WITH THE ARTICLES. THE D ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	M	Number allotted	3500000
	PREFERRED	Aggregate nominal value:	350

Currency: **GBP**

Prescribed particulars

THE HOLDERS OF THE M PREFERRED SHARES HAVE NO VOTING RIGHTS. ON A DISTRIBUTION OF CAPITAL, SUBJECT TO ARTICLE 5.2, THE PROCEEDS SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, IN PAYING TO EACH OF THE B-1 PREFERRED SHAREHOLDERS (AND TO THE EXTENT NOT REDEEMED IN FULL), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE ISSUE PRICE PER B-1 PREFERRED SHARE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT PROCEEDS OF SALE TO PAY THE AMOUNTS PER SHARE EQUAL TO THE ISSUE PRICE PER B-1 PREFERRED SHARE TOGETHER WITH ANY ARREARS, THE REMAINING PROCEEDS OF SALE SHALL BE DISTRIBUTED TO THE B-1 PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B-1 PREFERRED SHARES); SECOND, IN PAYING TO EACH OF THE B PREFERRED SHAREHOLDERS (AND TO THE EXTENT NOT REDEEMED IN FULL), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE ISSUE PRICE PER B PREFERRED SHARE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT PROCEEDS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE ISSUE PRICE PER B PREFERRED SHARE TOGETHER WITH ANY ARREARS, THE REMAINING PROCEEDS OF SALE SHALL BE DISTRIBUTED TO THE B PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B PREFERRED SHARES); THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); FOURTH, IN PAYING TO EACH OF THE EQUITY SHARES: (I) TO THE B ORDINARY SHAREHOLDERS IN RESPECT OF THEIR B ORDINARY SHARES AND THE C ORDINARY SHAREHOLDERS IN RESPECT OF THEIR C ORDINARY SHARES, A SUM EQUAL TO 99.99% OF THE TOTAL ISSUE PRICE OF THE B ORDINARY SHARES AND C ORDINARY SHARES (THE "TOTAL ISSUE PRICE") AND, WHERE THE FINALLY DETERMINED PROCEEDS OF SALE ARE LESS THAN £30,000,000, AN ADDITIONAL AMOUNT EQUAL TO THE MINIMUM EXIT RETURN; AND (II) TO THE HOLDERS OF THE ORDINARY SHARES, THE HOLDERS OF THE B-1 PREFERRED SHARES, THE HOLDERS OF THE B PREFERRED SHARES AND THE HOLDERS OF THE HURDLE SHARES A SUM EQUAL TO 0.01% OF THE TOTAL ISSUE PRICE (0.01% OF THE TOTAL ISSUE PRICE BEING KNOWN AS THE "BALANCE ISSUE PRICE") AND OF THAT BALANCE ISSUE PRICE 99.9% OF THE BALANCE ISSUE PRICE PRO RATA TO THE ORDINARY SHARES, THE B PREFERRED SHARES AND THE B-1 PREFERRED SHARES AS IF THEY CONSTITUTED ONE CLASS OF SHARE AND 0.01% OF THE BALANCE ISSUE PRICE TO THE HURDLE SHARES AS A CLASS; AND FIFTH, IN PAYING THE HOLDERS OF THE M PREFERRED SHARES IN RESPECT OF THEIR HOLDINGS OF M PREFERRED SHARES, A SUM EQUAL TO (IN

AGGREGATE IN RESPECT OF ALL THE M PREFERRED SHARES): (I) SUBJECT TO ARTICLE 5.1(E)(II), £3,500,000 (PROVIDED THAT IF THERE ARE INSUFFICIENT PROCEEDS OF SALE TO PAY THIS AMOUNT, THE REMAINING PROCEEDS OF SALE (IF ANY) SHALL BE DISTRIBUTED TO THE M PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF M PREFERRED SHARES SHARES); OR (II) IF THE EXIT COMPLETION DATE OCCURS AFTER THE EXIT TARGET DATE AND ALSO BEFORE THE EXIT COMPLETION DATE A TRIGGER NOTICE HAS BEEN SERVED, £1; THE M PREFERRED SHARES ARE NOT REDEEMABLE.

Class of Shares:	ORDINARY	Number allotted	169253
Currency:	GBP	Aggregate nominal value:	1692.53
Prescribed particulars			

THE HOLDERS OF THE ORDINARY SHARES HAVE FULL VOTING RIGHTS. THE HOLDERS OF THE B-1 PREFERRED SHARES SHALL RECEIVE A FIXED CUMULATIVE CASH PREFERENTIAL DIVIDEND (THE "B-1 PREFERENCE DIVIDEND") FOR EACH YEAR AT THE ANNUAL RATE OF TWELVE (12) PER CENT OF THE ISSUE PRICE PER B-1 PREFERRED SHARE AND TO BE PAID ON THE EARLIER OF AN EXIT, LIQUIDATION EVENT OR UPON REDEMPTION (IN RESPECT OF THOSE B-1 PREFERRED SHARES REDEEMED). SAVE WHERE ARTICLES 4.9 TO 4.14 (INCLUSIVE) APPLY, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH INVESTOR MAJORITY CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR, WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES PROVIDED THAT UPON ANY SUCH DISTRIBUTION OF PROFITS BY THE COMPANY THE HURDLE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE SUMS PAID ON ANY OTHER CLASSES OF SHARE, A SUM OF £0.01 PER HURDLE SHARE. ON A DISTRIBUTION OF CAPITAL, SUBJECT TO ARTICLE 5.2, THE PROCEEDS SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, IN PAYING TO EACH OF THE B-1 PREFERRED SHAREHOLDERS (AND TO THE EXTENT NOT REDEEMED IN FULL), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE ISSUE PRICE PER B-1 PREFERRED SHARE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT PROCEEDS OF SALE TO PAY THE AMOUNTS PER SHARE EQUAL TO THE ISSUE PRICE PER B-1 PREFERRED SHARE TOGETHER WITH ANY ARREARS, THE REMAINING PROCEEDS OF SALE SHALL BE DISTRIBUTED TO THE B-1 PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B-1 PREFERRED SHARES); SECOND, IN PAYING TO EACH OF THE B PREFERRED SHAREHOLDERS (AND TO THE EXTENT NOT REDEEMED IN FULL), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE ISSUE PRICE PER B PREFERRED SHARE, TOGETHER WITH A SUM EQUAL TO ANY ARREARS (PROVIDED THAT IF THERE ARE INSUFFICIENT PROCEEDS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE ISSUE PRICE PER B PREFERRED SHARE TOGETHER WITH ANY ARREARS, THE REMAINING PROCEEDS OF SALE SHALL BE DISTRIBUTED TO THE B PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B PREFERRED SHARES); THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); FOURTH, ON A SHARE SALE IN PAYING TO THE B ORDINARY SHAREHOLDERS AND THE C ORDINARY SHAREHOLDERS SUCH SUM AS MAY BE DERERMINED IN THE ARTICLES AND ON

LIQUIDATION IN RESPECT OF THE EQUITY SHARES SUCH SUM AS SHALL BE DETERMINED IN THE ARTICLES. ANY REMAINING PROCEEDS SHALL BE DISTRIBUTED IN ACCORDANCE WITH THE ARTICLES. THE ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	3790099
		Total aggregate nominal value:	3250.99
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.