

SH19

Statement of capital for reduction supported by solvency statement or court order



Companies House

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

☒ **What this form is for**

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.

☐ **What this form is NOT for**

You cannot use this form to complete a statement of capital for a company re-registering unlimited to limited.

TUESDAY



A07 08/12/2020 #3
COMPANIES HOUSE

1 Company details

Company number 09597755

Company name in full DIGITAL MONEYBOX LIMITED

→ **Filling in this form**

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Share capital

Complete the table(s) below to show the issued share capital as reduced by the resolution.

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

Currency table A

GBP	ORDINARY	14740577	£14.740577	
GBP	ORDINARY A-1 PREFERRED	1116210	£1.116210	
GBP	ORDINARY A-2 PREFERRED	6440410	£6.440410	
Totals		22297197	£22.297197	0.00000

Currency table B

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ②
40220330	£40.220330	0.00000

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

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 2**.

Class of share

PLEASE SEE CONTINUATION PAGE

Prescribed particulars
①

Class of share

Prescribed particulars
①

Class of share

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

The particulars are:

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

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

Please use a statement of capital continuation page if necessary.

4**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X

C. W. Moore

X

This form may be signed by:
Director ②, Secretary, Person authorised ②, CIC manager.

② Societas Europaea.

If this 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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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	CERRITH MOORE
Company name	DIGITAL MONEYBOX LIMITED
Address	1.07, 1-2 HATFIELDS,
Post town	LONDON
County/Region	LONDON
Postcode	S E 1 9 P G
Country	UK
DX	
Telephone	03308081866



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

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



Important information

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



How to pay

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

Make cheques or postal orders payable to 'Companies House.'



Where to send

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

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

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

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



Further information

For further information, please see the guidance notes on the website at www.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

Complete a separate table for each currency.

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3 Prescribed particulars of rights attached to shares

Class of share	ORDINARY
Prescribed particulars 1	<p>A) THE RIGHT TO VOTE UPON ANY RESOLUTION PROPOSED AT A GENERAL MEETING OF THE COMPANY OR UPON ANY WRITTEN RESOLUTION OF THE COMPANY. B) FULL RIGHTS TO PARTICIPATE IN A DIVIDEND. C) WHERE ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF THE SHARES IN ACCORDANCE WITH ARTICLE 4.1.1 WOULD RESULT IN THE HOLDERS OF THE PREFERRED ORDINARY C SHARES RECEIVING LESS THAN THE ISSUE PRICE PER PREFERRED ORDINARY C SHARE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY C SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES, AN AMOUNT PER PREFERRED ORDINARY C SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY A SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES (SAVE FOR THE PREFERRED ORDINARY C SHARES), AN AMOUNT PER PREFERRED ORDINARY A SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (III) THIRD IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (IV) THE REMAINING BALANCE OF ANY SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE OTHER EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD BY THEM, AND IN ANY OTHER CASE: (IV) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (V) SECOND, THE REMAINING BALANCE OF ANY SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS OF SHARE) ON A PRO RATA BASIS TO THE NUMBER OF EQUITY SHARES HELD BY THEM. D) THE ORDINARY SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.</p>

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- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
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3 Prescribed particulars of rights attached to shares

Class of share	ORDINARY A-1 PREFERRED
Prescribed particulars 1	<p>A) THE RIGHT TO VOTE UPON ANY RESOLUTION PROPOSED AT A GENERAL MEETING OF THE COMPANY OR UPON ANY WRITTEN RESOLUTION OF THE COMPANY. ON A POLL, THE PREFERRED ORDINARY SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING PREFERRED ORDINARY SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES OR THE HOLDERS OF THE PREFERRED ORDINARY C SHARES ARE ENTITLED TO ANTI-DILUTION SHARES PURSUANT TO ARTICLE 17 WHICH HAVE NOT YET BEEN ISSUED, IN WHICH CASE, EACH HOLDER OF PREFERRED ORDINARY SHARES SHALL BE ENTITLED (IN RESPECT OF THE PREFERRED ORDINARY SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING (I) HE HAD BEEN ISSUED THE MAXIMUM NUMBER OF ANTI-DILUTION SHARES TO WHICH HE IS OR WAS ENTITLED TO, IF ANY, PURSUANT TO ARTICLE 17; AND (II) ALL OF THE PREFERRED ORDINARY SHARES OF WHICH HE IS (OR WOULD BE, INCLUDING ANY ANTI-DILUTION SHARES HE IS ENTITLED TO PURSUANT TO ARTICLE 17) THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE THEN APPLICABLE CONVERSION RATIO. B) FULL RIGHTS TO PARTICIPATE IN A DIVIDEND. C) WHERE ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF THE SHARES IN ACCORDANCE WITH ARTICLE 4.1.1 WOULD RESULT IN THE HOLDERS OF THE PREFERRED ORDINARY C SHARES RECEIVING LESS THAN THE ISSUE PRICE PER PREFERRED ORDINARY C SHARE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY C SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES, AN AMOUNT PER PREFERRED ORDINARY C SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY A SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES (SAVE FOR THE PREFERRED ORDINARY C SHARES), AN AMOUNT PER PREFERRED ORDINARY A SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (III) THIRD IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (IV) THE REMAINING BALANCE OF ANY SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE OTHER EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD BY THEM, AND IN ANY OTHER CASE: (IV) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (V) SECOND, THE REMAINING BALANCE OF ANY SURPLUS ASSET SHALL BE DISTRIBUTED</p>

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3 Prescribed particulars of rights attached to shares

Class of share	ORDINARY A-1 PREFERRED (CONTINUED)	
Prescribed particulars 1	AMONG THE HOLDERS OF THE EQUITY SHARES (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS OF SHARE) ON A PRO RATA BASIS TO THE NUMBER OF EQUITY SHARES HELD BY THEM. D) THE PREFERRED ORDINARY B SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.	<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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3

Prescribed particulars of rights attached to shares

Class of share	ORDINARY A-2 PREFERRED
Prescribed particulars 1	<p>A) THE RIGHT TO VOTE UPON ANY RESOLUTION PROPOSED AT A GENERAL MEETING OF THE COMPANY OR UPON ANY WRITTEN RESOLUTION OF THE COMPANY. ON A POLL, THE PREFERRED ORDINARY SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING PREFERRED ORDINARY SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES OR THE HOLDERS OF THE PREFERRED ORDINARY C SHARES ARE ENTITLED TO ANTI-DILUTION SHARES PURSUANT TO ARTICLE 17 WHICH HAVE NOT YET BEEN ISSUED, IN WHICH CASE, EACH HOLDER OF PREFERRED ORDINARY SHARES SHALL BE ENTITLED (IN RESPECT OF THE PREFERRED ORDINARY SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING (I) HE HAD BEEN ISSUED THE MAXIMUM NUMBER OF ANTI-DILUTION SHARES TO WHICH HE IS OR WAS ENTITLED TO, IF ANY, PURSUANT TO ARTICLE 17; AND (II) ALL OF THE PREFERRED ORDINARY SHARES OF WHICH HE IS (OR WOULD BE, INCLUDING ANY ANTI-DILUTION SHARES HE IS ENTITLED TO PURSUANT TO ARTICLE 17) THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE THEN APPLICABLE CONVERSION RATIO. B) FULL RIGHTS TO PARTICIPATE IN A DIVIDEND. C) WHERE ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF THE SHARES IN ACCORDANCE WITH ARTICLE 4.1.1 WOULD RESULT IN THE HOLDERS OF THE PREFERRED ORDINARY C SHARES RECEIVING LESS THAN THE ISSUE PRICE PER PREFERRED ORDINARY C SHARE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY C SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES, AN AMOUNT PER PREFERRED ORDINARY C SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY A SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES (SAVE FOR THE PREFERRED ORDINARY C SHARES), AN AMOUNT PER PREFERRED ORDINARY A SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (III) THIRD IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (IV) THE REMAINING BALANCE OF ANY SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE OTHER EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD BY THEM, AND IN ANY OTHER CASE: (IV) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (V) SECOND, THE REMAINING BALANCE OF ANY SURPLUS ASSET SHALL BE DISTRIBUTED</p>

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Class of share	ORDINARY A-2 PREFERRED (CONTINUED)	
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Class of share	ORDINARY B-1 PREFERRED (CONTINUED)	
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3 Prescribed particulars of rights attached to shares

Class of share	PREFERRED B-2 ORDINARY
Prescribed particulars 1	<p>A) THE RIGHT TO VOTE UPON ANY RESOLUTION PROPOSED AT A GENERAL MEETING OF THE COMPANY OR UPON ANY WRITTEN RESOLUTION OF THE COMPANY. ON A POLL, THE PREFERRED ORDINARY SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING PREFERRED ORDINARY SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES OR THE HOLDERS OF THE PREFERRED ORDINARY C SHARES ARE ENTITLED TO ANTI-DILUTION SHARES PURSUANT TO ARTICLE 17 WHICH HAVE NOT YET BEEN ISSUED, IN WHICH CASE, EACH HOLDER OF PREFERRED ORDINARY SHARES SHALL BE ENTITLED (IN RESPECT OF THE PREFERRED ORDINARY SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING (I) HE HAD BEEN ISSUED THE MAXIMUM NUMBER OF ANTI-DILUTION SHARES TO WHICH HE IS OR WAS ENTITLED TO, IF ANY, PURSUANT TO ARTICLE 17; AND (II) ALL OF THE PREFERRED ORDINARY SHARES OF WHICH HE IS (OR WOULD BE, INCLUDING ANY ANTI-DILUTION SHARES HE IS ENTITLED TO PURSUANT TO ARTICLE 17) THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE THEN APPLICABLE CONVERSION RATIO. B) FULL RIGHTS TO PARTICIPATE IN A DIVIDEND. C) WHERE ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF THE SHARES IN ACCORDANCE WITH ARTICLE 4.1.1 WOULD RESULT IN THE HOLDERS OF THE PREFERRED ORDINARY C SHARES RECEIVING LESS THAN THE ISSUE PRICE PER PREFERRED ORDINARY C SHARE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY C SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES, AN AMOUNT PER PREFERRED ORDINARY C SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY A SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES (SAVE FOR THE PREFERRED ORDINARY C SHARES), AN AMOUNT PER PREFERRED ORDINARY A SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (III) THIRD IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (IV) THE REMAINING BALANCE OF ANY SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE OTHER EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD BY THEM, AND IN ANY OTHER CASE: (IV) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (V) SECOND, THE REMAINING BALANCE OF ANY SURPLUS ASSET SHALL BE DISTRIBUTED</p>

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3 Prescribed particulars of rights attached to shares

Class of share	PREFERRED B-2 ORDINARY (CONTINUED)	
Prescribed particulars 1	<p>AMONG THE HOLDERS OF THE EQUITY SHARES (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS OF SHARE) ON A PRO RATA BASIS TO THE NUMBER OF EQUITY SHARES HELD BY THEM. D) THE PREFERRED ORDINARY B SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.</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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3 Prescribed particulars of rights attached to shares

Class of share	PREFERRED C-1 ORDINARY
Prescribed particulars 1	<p>A) THE RIGHT TO VOTE UPON ANY RESOLUTION PROPOSED AT A GENERAL MEETING OF THE COMPANY OR UPON ANY WRITTEN RESOLUTION OF THE COMPANY. ON A POLL, THE PREFERRED ORDINARY SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING PREFERRED ORDINARY SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES OR THE HOLDERS OF THE PREFERRED ORDINARY C SHARES ARE ENTITLED TO ANTI-DILUTION SHARES PURSUANT TO ARTICLE 17 WHICH HAVE NOT YET BEEN ISSUED, IN WHICH CASE, EACH HOLDER OF PREFERRED ORDINARY SHARES SHALL BE ENTITLED (IN RESPECT OF THE PREFERRED ORDINARY SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING (I) HE HAD BEEN ISSUED THE MAXIMUM NUMBER OF ANTI-DILUTION SHARES TO WHICH HE IS OR WAS ENTITLED TO, IF ANY, PURSUANT TO ARTICLE 17; AND (II) ALL OF THE PREFERRED ORDINARY SHARES OF WHICH HE IS (OR WOULD BE, INCLUDING ANY ANTI-DILUTION SHARES HE IS ENTITLED TO PURSUANT TO ARTICLE 17) THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE THEN APPLICABLE CONVERSION RATIO. B) FULL RIGHTS TO PARTICIPATE IN A DIVIDEND. C) WHERE ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF THE SHARES IN ACCORDANCE WITH ARTICLE 4.1.1 WOULD RESULT IN THE HOLDERS OF THE PREFERRED ORDINARY C SHARES RECEIVING LESS THAN THE ISSUE PRICE PER PREFERRED ORDINARY C SHARE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY C SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES, AN AMOUNT PER PREFERRED ORDINARY C SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY A SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES (SAVE FOR THE PREFERRED ORDINARY C SHARES), AN AMOUNT PER PREFERRED ORDINARY A SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (III) THIRD IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (IV) THE REMAINING BALANCE OF ANY SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE OTHER EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD BY THEM, AND IN ANY OTHER CASE: (IV) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (V) SECOND, THE REMAINING BALANCE OF ANY SURPLUS ASSET SHALL BE DISTRIBUTED</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 for reduction supported by solvency statement or court
order

3 Prescribed particulars of rights attached to shares

Class of share	PREFERRED C-1 ORDINARY (CONTINUED)	
Prescribed particulars 1	<p>AMONG THE HOLDERS OF THE EQUITY SHARES (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS OF SHARE) ON A PRO RATA BASIS TO THE NUMBER OF EQUITY SHARES HELD BY THEM. D) THE PREFERRED ORDINARY B SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.</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 for reduction supported by solvency statement or court order

3 Prescribed particulars of rights attached to shares

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