

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 from unlimited to limited.

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

1 Company details

Company number 1 0 0 2 4 9 0 4

Company name in full OPLO HOLDINGS LTD

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

SEE CONTINUATION PAGE			
Totals			

Currency table B

Totals			

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

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

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or court order**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

SEE CONTINUATION PAGE

Prescribed particulars
❶

Class of share

Prescribed particulars
❶

Class of share

Prescribed particulars
❶**❶ 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



X

This form may be signed by:
Director❷, Secretary, Person authorised❸, CIC manager.**❷ Societas Europaea.**

If this form is being filled on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership.

❸ 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 Kathryn Firth

Company name Tandem Bank Limited

Address Hogarth House

136 High Holborn

Post town London

County/Region

Postcode W C 1 V 6 P X

Country

DX

Telephone



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

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Share capital

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

Complete a separate table for each currency.

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
GBP	A ORDINARY	156,000	1,560	
GBP	B ORDINARY	3,941	3.941	
GBP	A NON-VOTING	15,173,936	151,739.36	
GBP	C NON-VOTING	1	1	
GBP	D NON-VOTING	1	1	
GBP	E NON-VOTING	100	1	
GBP	GROWTH SHARES (FIRST ISSUE)	21,173,183	211,731.83	
GBP	GROWTH SHARES (SECOND ISS	8,499,773	84,997.73	
Totals		45,006,935	450,035.861	0.00

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3 Prescribed particulars of rights attached to shares

Class of share	A ORDINARY	
Prescribed particulars 1	<p>EACH A ORDINARY SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES SAVE WHERE THE HOLDER OF THE A ORDINARY SHARE IS A LEAVER, IN WHICH CASE THEY ARE NOT ENTITLED TO VOTE AT, ATTEND OR RECEIVE NOTICE OF GENERAL MEETINGS OF THE COMPANY. SUBJECT TO THE PAYMENT OF ALL UNPAID ARREARS OF ANY FIXED DIVIDENDS PAYABLE TO THE HOLDERS OF C NON-VOTING SHARES AND/OR D NON-VOTING SHARES, ANY DISTRIBUTIONS (ON A RETURN OF CAPITAL, DIVIDEND OR OTHERWISE) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EACH CLASS IN THE FOLLOWING ORDER OF PRIORITY (IN EACH CASE, IN THE SPECIFIED PROPORTIONS UNTIL THE HOLDERS OF THE RELEVANT CLASS OF SHARES HAVE RECEIVED AGGREGATE DISTRIBUTIONS EQUAL TO A DEFINED THRESHOLDS DETERMINED BY ARTICLE 41 OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES"): FIRST, TO THE HOLDERS OF THE GROWTH SHARES (FIRST ISSUE) ; SECOND, TO THE HOLDERS OF A NON-VOTING SHARES AND TO THE HOLDERS OF THE GROWTH SHARES (SECOND ISSUE) IN THE FOLLOWING PROPORTIONS GROWTH SHARES (SECOND ISSUE): A NON-VOTING SHARES, THIRD, TO THE HOLDERS OF C NON-VOTING SHARES, D NON-VOTING SHARES AND E NON-VOTING SHARES IN THE PROPORTIONS SPECIFIED IN ARTICLE 41.4.3 OF THE ARTICLES, FOURTH, TO THE HOLDERS OF THE A ORDINARY SHARES; THEREAFTER, 94% OF THE BALANCE SHALL BE PAID TO THE A ORDINARY SHAREHOLDERS IN THEIR PRO RATA PROPORTIONS AND 6% TO THE HOLDERS OF THE B ORDINARY SHARES (TO THE EXTENT THAT THESE SHARES ARE VESTED) IN THEIR PRO RATA PROPORTIONS.</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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Class of share	B ORDINARY	
Prescribed particulars 1	<p>THE B ORDINARY SHARES CARRY NO RIGHT TO VOTE AT, ATTEND OR RECEIVE NOTICE OF GENERAL MEETINGS OF THE COMPANY. SUBJECT TO THE PAYMENT OF ALL UNPAID ARREARS OF ANY FIXED DIVIDENDS PAYABLE TO THE HOLDERS OF C NON-VOTING SHARES, AND/ORD NON-VOTING SHARES, ANY PROFITS OF THE COMPANY AVAILABLE SUCH DISTRIBUTION AS A DISTRIBUTION OF CAPITAL. ANY DISTRIBUTIONS (ON A RETURN OF CAPITAL, DIVIDEND OR OTHERWISE) SHALL BE MADE IN THE FOLLOWING ORDER OF PRIORITY (IN EACH CASE, IN THE SPECIFIED PROPORTIONS UNTIL THE HOLDERS OF THE RELEVANT CLASS OF SHARES HAVE RECEIVED AGGREGATE DISTRIBUTIONS EQUAL TO A DEFINED THRESHOLDS DETERMINED BY ARTICLE 41 OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES") : FIRST, TO THE HOLDERS OF THE GROWTH SHARES (FIRST ISSUE) ; SECOND, TO THE HOLDERS OF A NON-VOTING SHARES AND TO THE HOLDERS OF THE GROWTH SHARES (SECOND ISSUE) IN THE FOLLOWING PROPORTIONS GROWTH SHARES (SECOND ISSUE): A NON-VOTING SHARES, THIRD, TO THE HOLDERS OF C NON-VOTING SHARES, D NON-VOTING SHARES AND ENON-VOTING SHARES IN THE PROPORTIONS SPECIFIED IN ARTICLE 41.4.3 OF THE ARTICLES, FOURTH, TO THE HOLDERS OF THE A ORDINARY SHARES; THEREAFTER, 94% OF THE BALANCE SHALL BE PAID TO THE A ORDINARY SHAREHOLDERS IN THEIR PRO RATA PROPORTIONS AND 6% TO THE HOLDERS OF THE B ORDINARY SHARES (TO THE EXTENT THAT THESE SHARES ARE VESTED) IN THEIR PRO RATA PROPORTIONS.</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	A NON-VOTING	
Prescribed particulars 1	<p>THE A NON-VOTING SHARES CARRY NO RIGHT TO VOTE AT, ATTEND OR RECEIVE NOTICE OF GENERAL MEETINGS OF THE COMPANY. EACH A NON-VOTING SHARE (SAVE FOR ANY SHARES HELD BY THE COMPANY IN TREASURY) IS ENTITLED TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT AN ANNUAL RATE OF 12 PER CENT OF THE ISSUE PRICE. IN THE EVENT THAT SUCH DIVIDEND IS NOT PAID IN ANY CALENDAR YEAR, THEN THE DIVIDEND PAYABLE FOR THE FOLLOWING CALENDAR YEAR WILL BE 12 PER CENT OF THE ISSUE PRICE PLUS ANY UNPAID DIVIDENDS. ANY DISTRIBUTIONS (WHETHER A RETURN OF CAPITAL, DIVIDEND OR OTHERWISE) SHALL BE MADE IN THE FOLLOWING ORDER OF PRIORITY (IN EACH CASE, IN THE SPECIFIED PROPORTIONS UNTIL THE HOLDERS OF THE RELEVANT CLASS OF SHARES HAVE RECEIVED AGGREGATE DISTRIBUTIONS EQUAL TO A DEFINED THRESHOLD) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EACH CLASS IN THE FOLLOWING ORDER OF PRIORITY (IN EACH CASE, IN THE SPECIFIED PROPORTIONS UNTIL THE HOLDERS OF THE RELEVANT CLASS OF SHARES HAVE RECEIVED AGGREGATE DISTRIBUTIONS EQUAL TO THE THRESHOLDS DETERMINED BY ARTICLE 41 OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES"): FIRST, TO THE HOLDERS OF THE GROWTH SHARES (FIRST ISSUE) ; SECOND, TO THE HOLDERS OF A NON-VOTING SHARES AND TO THE HOLDERS OF THE GROWTH SHARES (SECOND ISSUE) IN THE FOLLOWING PROPORTIONS GROWTH SHARES (SECOND ISSUE): A NON-VOTING SHARES, THIRD, TO THE HOLDERS OF C NON-VOTING SHARES, D NON-VOTING SHARES AND E NON-VOTING SHARES IN THE PROPORTIONS SPECIFIED IN ARTICLE 41.4.3 OF THE ARTICLES, FOURTH, TO THE HOLDERS OF THE A ORDINARY SHARES; THEREAFTER, 94% OF THE BALANCE SHALL BE PAID TO THE A ORDINARY SHAREHOLDERS IN THEIR PRO RA TA PROPORTIONS AND 6% TO THE HOLDERS OF THE B ORDINARY SHARES (TO THE EXTENT THAT THESE SHARES ARE VESTED) IN THEIR PRO RA TA PROPORTIONS.</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	C NON-VOTING	
Prescribed particulars 1	<p>THE C NON-VOTING SHARES CARRY NO RIGHT TO VOTE AT, ATTEND OR RECEIVE NOTICE OF GENERAL MEETINGS OF THE COMPANY. EACH C NON-VOTING SHARE (SAVE FOR ANY SHARES HELD BY THE COMPANY IN TREASURY) IS ENTITLED TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A MONTHLY RATE OF £11,404 (GROSS), TO BE PAID ON THE LAST DAY OF EACH CALENDAR MONTH FROM AND INCLUDING 31 MAY 2016 TO AND INCLUDING 27 FEBRUARY 2024. ANY DISTRIBUTIONS (ON A RETURN OF CAPITAL, DIVIDEND OR OTHERWISE) SHALL BE MADE IN THE FOLLOWING ORDER OF PRIORITY (IN EACH CASE, IN THE SPECIFIED PROPORTIONS UNTIL THE HOLDERS OF THE RELEVANT CLASS OF SHARES HAVE RECEIVED AGGREGATE DISTRIBUTIONS EQUAL TO A DEFINED THRESHOLDS DETERMINED BY ARTICLE 41 OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES") : FIRST, TO THE HOLDERS OF THE GROWTH SHARES (FIRST ISSUE) SECOND, TO THE HOLDERS OF A NON-VOTING SHARES AND TO THE HOLDERS OF THE GROWTH SHARES (SECOND ISSUE) IN THE FOLLOWING PROPORTIONS GROWTH SHARES (SECOND ISSUE) : A NON-VOTING SHARES, THIRD, TO THE HOLDERS OF C NON-VOTING SHARES, D NON-VOTING SHARES AND ENON-VOTING SHARES IN THE PROPORTIONS SPECIFIED IN ARTICLE 41.4.3 OF THE ARTICLES, FOURTH, TO THE HOLDERS OF THE A ORDINARY SHARES; THEREAFTER, 94% OF THE BALANCE SHALL BE PAID TO THE A ORDINARY SHAREHOLDERS IN THEIR PRO RATA PROPORTIONS AND 6% TO THE HOLDERS OF THE B ORDINARY SHARES (TO THE EXTENT THAT THESE SHARES ARE VESTED) IN THEIR PRO RATA PROPORTIONS.</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	D NON-VOTING	
Prescribed particulars ①	<p>THE D NON-VOTING SHARES CARRY NO RIGHT TO VOTE AT, ATTEND OR RECEIVE NOTICE OF GENERAL MEETINGS OF THE COMPANY. EACH D NON-VOTING SHARE (SAVE FOR ANY SHARES HELD BY THE COMPANY IN TREASURY) IS ENTITLED TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AS FOLLOWS; AT A MONTHLY RATE OF £18,649.32 (GROSS), WHICH SHALL BE PAID ON THE LAST DAY OF EACH CALENDAR MONTH FROM AND INCLUDING 31 MAY 2016 TO AND INCLUDING 27 FEBRUARY 2017; AT A MONTHLY RATE OF £12,194.32 (GROSS), TO BE PAID ON THE LAST DAY OF EACH CALENDAR MONTH FROM 1 MARCH 2017 TO AND INCLUDING 31 JANUARY 2024; AND AT A RATE OF £12,194.24 (GROSS), TO BE PAID ON 27 FEBRUARY 2024. ANY DISTRIBUTIONS (ON A RETURN OF CAPITAL, DIVIDEND OR OTHERWISE) SHALL BE MADE IN THE FOLLOWING ORDER OF PRIORITY (IN EACH CASE, IN THE SPECIFIED PROPORTIONS UNTIL THE HOLDERS OF THE RELEVANT CLASS OF SHARES HAVE RECEIVED AGGREGATE DISTRIBUTIONS EQUAL TO A DEFINED THRESHOLDS DETERMINED BY ARTICLE 41 OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES") : FIRST, TO THE HOLDERS OF THE GROWTH SHARES (FIRST ISSUE) ; SECOND, TO THE HOLDERS OF A NON-VOTING SHARES AND TO THE HOLDERS OF THE GROWTH SHARES (SECOND ISSUE) IN THE FOLLOWING PROPORTIONS GROWTH SHARES (SECOND ISSUE): A NON-VOTING SHARES, THIRD, TO THE HOLDERS OF C NON-VOTING SHARES, D NON-VOTING SHARES AND ENON-VOTING SHARES IN THE PROPORTIONS SPECIFIED IN ARTICLE 41.4.3 OF THE ARTICLES, FOURTH, TO THE HOLDERS OF THE A ORDINARY SHARES; THEREAFTER, 94% OF THE BALANCE SHALL BE PAID TO THE A ORDINARY SHAREHOLDERS IN THEIR PRO RATA PROPORTIONS AND 6% TO THE HOLDERS OF THE B ORDINARY SHARES (TO THE EXTENT THAT THESE SHARES ARE VESTED) IN THEIR PRO RATA PROPORTIONS.</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	E NON-VOTING	
Prescribed particulars 1	<p>THE E NON-VOTING SHARES CARRY NO RIGHT TO VOTE AT, ATTEND OR RECEIVE NOTICE OF GENERAL MEETINGS OF THE COMPANY. SUBJECT TO THE PAYMENT OF ALL UNPAID ARREARS OF ANY FIXED DIVIDENDS PAYABLE TO THE HOLDERS OF C NON-VOTING SHARES, AND D NON-VOTING SHARES, ANY DISTRIBUTIONS (ON A RETURN OF CAPITAL, DIVIDEND OR OTHERWISE) SHALL BE MADE IN THE FOLLOWING ORDER OF PRIORITY (IN EACH CASE, IN THE SPECIFIED PROPORTIONS UNTIL THE HOLDERS OF THE RELEVANT CLASS OF SHARES HAVE RECEIVED AGGREGATE DISTRIBUTIONS EQUAL TO A DEFINED THRESHOLDS DETERMINED BY ARTICLE 41 OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES") : FIRST, TO THE HOLDERS OF THE GROWTH SHARES (FIRST ISSUE) ; SECOND, TO THE HOLDERS OF A NON-VOTING SHARES AND TO THE HOLDERS OF THE GROWTH SHARES (SECOND ISSUE) IN THE FOLLOWING PROPORTIONS GROWTH SHARES (SECOND ISSUE): A NON-VOTING SHARES, THIRD, TO THE HOLDERS OF C NON-VOTING SHARES, D NON-VOTING SHARES AND ENON-VOTING SHARES IN THE PROPORTIONS SPECIFIED IN ARTICLE 41.4.3 OF THE ARTICLES, FOURTH, TO THE HOLDERS OF THE A ORDINARY SHARES; THEREAFTER, 94% OF THE BALANCE SHALL BE PAID TO THE A ORDINARY SHAREHOLDERS IN THEIR PRO RATA PROPORTIONS AND 6% TO THE HOLDERS OF THE B ORDINARY SHARES (TO THE EXTENT THAT THESE SHARES ARE VESTED) IN THEIR PRO RATA PROPORTIONS.</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	GROWTH SHARES (FIRST ISSUE)	
Prescribed particulars 1	<p>THE GROWTH SHARES CARRY NO RIGHT TO VOTE AT, ATTEND OR RECEIVE NOTICE OF GENERAL MEETINGS OF THE COMPANY. SUBJECT TO THE PAYMENT OF ALL UNPAID ARREARS OF ANY FIXED DIVIDENDS PAYABLE TO THE HOLDERS OF C NON-VOTING SHARES AND D NON-VOTING SHARES, ANY DISTRIBUTIONS (ON A RETURN OF CAPITAL, DIVIDEND OR OTHERWISE) SHALL BE MADE IN THE FOLLOWING ORDER OF PRIORITY (IN EACH CASE, IN THE SPECIFIED PROPORTIONS UNTIL THE HOLDERS OF THE RELEVANT CLASS OF SHARES HAVE RECEIVED AGGREGATE DISTRIBUTIONS EQUAL TO A DEFINED THRESHOLDS DETERMINED BY ARTICLE 41 OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES") : FIRST, TO THE HOLDERS OF THE GROWTH SHARES (FIRST ISSUE) SECOND, TO THE HOLDERS OF A NON-VOTING. SHARES AND TO THE HOLDERS OF THE GROWTH SHARES (SECOND ISSUE) IN THE FOLLOWING PROPORTIONS GROWTH SHARES (SECOND ISSUE): A NON-VOTING SHARES, THIRD, TO THE HOLDERS OF C NON-VOTING SHARES, D NON-VOTING SHARES AND ENON-VOTING SHARES IN THE PROPORTIONS SPECIFIED IN ARTICLE 41.4.3 OF THE ARTICLES, FOURTH, TO THE HOLDERS OF THE A ORDINARY SHARES; THEREAFTER, 94% OF THE BALANCE SHALL BE PAID TO THE A ORDINARY SHAREHOLDERS IN THEIR PRO RATA PROPORTIONS AND 6% TO THE HOLDERS OF THE B ORDINARY SHARES (TO THE EXTENT THAT THESE SHARES ARE VESTED) IN THEIR PRO RATA PROPORTIONS.</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	GROWTH SHARES (SECOND ISSUE)	
Prescribed particulars 1	<p>THE GROWTH SHARES CARRY NO RIGHT TO VOTE AT, ATTEND OR RECEIVE NOTICE OF GENERAL MEETINGS OF THE COMPANY. SUBJECT TO THE PAYMENT OF ALL UNPAID ARREARS OF ANY FIXED DIVIDENDS PAYABLE TO THE HOLDERS OF C NON-VOTING SHARES, D NON-VOTING SHARES, ANY DISTRIBUTIONS (ON A RETURN OF CAPITAL, DIVIDEND OR OTHERWISE) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EACH CLASS IN THE FOLLOWING ORDER OF PRIORITY (IN EACH CASE, IN THE SPECIFIED PROPORTIONS UNTIL THE HOLDERS OF THE RELEVANT CLASS OF SHARES HAVE RECEIVED AGGREGATE DISTRIBUTIONS EQUAL TO THE THRESHOLDS DETERMINED BY ARTICLE 41 OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES"): FIRST, TO THE HOLDERS OF THE GROWTH SHARES (FIRST ISSUE); SECOND, TO THE HOLDERS OF A NON-VOTING SHARES AND TO THE HOLDERS OF THE GROWTH SHARES (SECOND ISSUE) IN THE FOLLOWING PROPORTIONS GROWTH SHARES (SECOND ISSUE) : A NON-VOTING SHARES, THIRD, TO THE HOLDERS OF C NON-VOTING SHARES, D NON-VOTING SHARES AND ENON-VOTING SHARES IN THE PROPORTIONS SPECIFIED IN ARTICLE 41.4.3 OF THE ARTICLES, FOURTH, TO THE HOLDERS OF THE A ORDINARY SHARES; THEREAFTER, 94% OF THE BALANCE SHALL BE PAID TO THE A ORDINARY SHAREHOLDERS IN THEIR PRO RATA PROPORTIONS AND 6% TO THE HOLDERS OF THE B ORDINARY SHARES (TO THE EXTENT THAT THESE SHARES ARE VESTED) IN THEIR PRO RATA PROPORTIONS</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>