

Notice of cancellation of shares



Companies House

X What this form is NOT for
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.
Please use form SH07.

THURSDAY



ACGVG2MZ

A27

23/11/2023

#92

COMPANIES HOUSE

Company number	1	0	2	2	3	5	1	7
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Company name in full	AXLE TOPCO 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 *

Date of cancellation	^d 0	^d 6	^m 1	^m 0	^y 2	^y 0	^y 2	^y 3
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[illegible]

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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'.

Continuation page
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				
£	A Ordinary	7250	72.5	
£	B Ordinary	536	5.36	
£	D Ordinary	1312	65.6	
Totals		9098	143.46	

Currency table B				
Totals				

Currency table C				
Totals				

Total issued share capital table				
Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.		Total number of shares	Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + \$10	Total aggregate amount unpaid ^① Show different currencies separately. For example: £100 + €100 + \$10
Grand total		1005	£179.1	

^① Total aggregate amount unpaid
Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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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**.

Prescribed particulars of rights attached to shares

The particulars are:

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

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

Continuation pages

Please use a Statement of Capital continuation page if necessary.

Class of share

See continuation sheet

Prescribed particulars

1

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

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Signature

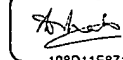
I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:



108D11E871864D5...

X

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.

Person authorised

Under either section 270 or 274 of the Companies Act 2006.

This form may be signed by:

Director¹, Secretary, Person authorised², Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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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

Company name DWF Law LLP

Address 1 Scott Place, 2 Hardman Street

Post town Manchester

County/Region

Postcode M 3 3 A A

Country England

DX 14313 MANCHESTER

Telephone 61 603 4997

**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

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

In accordance with
Section 708 of the
Companies Act 2006.

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Statement of capital

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

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
£	A2 Ordinary	100	1	
£	C1 Ordinary	534	5.34	
£	C2 Ordinary	268	26.8	
£	Deferred	50	2.5	
Totals		952	35.64	

In accordance with
Section 708 of the
Companies Act 2006.

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

Class of share	A ORDINARY
Prescribed particulars	<p>1. As regards voting and subject to Articles 4.3.2, 7.5 and 7.10.2, A Ordinary shares, A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to vote on written resolutions and on a poll or written resolution shall have the votes set out below:-</p> <p>(a) the holders of the A Ordinary shares as a class shall have such number of votes as would result in them being able to cast 64.83% of the total votes to be cast, which votes shall be allocated in proportion to the numbers of A Ordinary shares held;</p> <p>(b) the holders of the A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares and D Ordinary shares shall (as though the same constituted one class of share) have such number as votes would result in them being able to cast X% of the total votes to be cast where $X = 100 - 64.83 - (5 \times Z)$, where:-</p> <p>Z = the number of holders of C2 Ordinary shares who cast their vote which votes shall be allocated in proportion to the numbers of such Shares held (as though such Shares constituted the same class of Share); and</p> <p>(c) each holder of a C2 Ordinary share shall be entitled to such number of votes as would result in that Shareholder being able to cast 5% of the total votes to be cast on the relevant poll.</p> <p>In accordance with Article 4.3.2, if any of the events listed occur, then (subject to an Investor Majority becoming aware of the circumstances giving rise to the rights set out in Article 4.3.2 and having served notice upon the Company that such rights are effective) in respect of any general meeting of the Company and in respect of a written resolution of the Company, each holder of A Ordinary shares shall be entitled, in that capacity, to exercise on a poll vote at a general meeting, or on a vote on a written resolution such number of votes for every A Ordinary share of which it is the holder as shall confer upon the A Ordinary shares (as if they are one class of share) 95% of the total voting rights of all Shares at the relevant time until such time that the circumstances giving rise to the rights set out in Article 4.3.2 have been rectified to the satisfaction of an Investor Majority or an Investor Majority has served notice upon the Company that such rights shall cease.</p> <p>2. As regards income, the Company may not distribute any profits in respect of any financial year unless and until Investor Approval to such distribution shall have been obtained. Subject thereto, any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of A Ordinary shares, A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares (together the "Equity Shares") (pari passu as if the same constituted one class of share).</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.

In accordance with
Section 708 of the
Companies Act 2006.

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

Class of share	A ORDINARY (contd)	
Prescribed particulars	<p>3. On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities (including but not limited to all amounts due under the Loan Notes) shall belong to and be distributed amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) until the amount at which the Investors achieve the Required Cash Return (the "Threshold"), then the amount of the surplus (if any) in excess of the Threshold shall be distributed as follows:-</p> <p>(a) the holders of the B Ordinary shares shall be entitled to receive w% of such distribution;</p> <p>(b) the holders of the A Ordinary shares, the A1 Ordinary shares and the A2 Ordinary shares shall be entitled to receive x% of such distribution; and</p> <p>(c) the holders of C1 Ordinary shares, C2 Ordinary shares and D ordinary shares shall be entitled to receive y% of such distribution,</p> <p>where:-</p> <p>w = the percentage of the entire issued share capital of the Company represented by the B Ordinary shares immediately prior to the relevant return of capital or liquidation</p> <p>$x = z - 9.5$</p> <p>$y = 100 - (x + w)$</p> <p>z = the percentage of the entire issued share capital of the Company represented by the A Ordinary shares, the A1 Ordinary shares and the A2 Ordinary shares immediately prior to the relevant return of capital or liquidation.</p> <p>In the event of a Sale, unless an Investor Majority agrees otherwise in writing, the proceeds of such Sale shall be distributed between the selling Shareholders in the manner set out above as if the same constituted a liquidation of the Company.</p> <p>4. A Ordinary shares are non redeemable.</p>	<p>• 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>

In accordance with
Section 708 of the
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Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	A2 ORDINARY
Prescribed particulars	<p>1. As regards voting and subject to Articles 4.3.2, 7.5 and 7.10.2, A Ordinary shares, A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to vote on written resolutions and on a poll or written resolution shall have the votes set out below:-</p> <p>(a) the holders of the A Ordinary shares as a class shall have such number of votes as would result in them being able to cast 64.83% of the total votes to be cast, which votes shall be allocated in proportion to the numbers of A Ordinary shares held;</p> <p>(b) the holders of the A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares and D Ordinary shares shall (as though the same constituted one class of share) have such number as votes would result in them being able to cast X% of the total votes to be cast where $X = 100 - 64.83 - (5 \times Z)$, where:-</p> <p>Z = the number of holders of C2 Ordinary shares who cast their vote which votes shall be allocated in proportion to the numbers of such Shares held (as though such Shares constituted the same class of Share); and</p> <p>(c) each holder of a C2 Ordinary share shall be entitled to such number of votes as would result in that Shareholder being able to cast 5% of the total votes to be cast on the relevant poll.</p> <p>In accordance with Article 4.3.2, if any of the events listed occur, then (subject to an Investor Majority becoming aware of the circumstances giving rise to the rights set out in Article 4.3.2 and having served notice upon the Company that such rights are effective) in respect of any general meeting of the Company and in respect of a written resolution of the Company, each holder of A Ordinary shares shall be entitled, in that capacity, to exercise on a poll vote at a general meeting, or on a vote on a written resolution such number of votes for every A Ordinary share of which it is the holder as shall confer upon the A Ordinary shares (as if they are one class of share) 95% of the total voting rights of all Shares at the relevant time until such time that the circumstances giving rise to the rights set out in Article 4.3.2 have been rectified to the satisfaction of an Investor Majority or an Investor Majority has served notice upon the Company that such rights shall cease.</p> <p>2. As regards income, the Company may not distribute any profits in respect of any financial year unless and until Investor Approval to such distribution shall have been obtained. Subject thereto, any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of A Ordinary shares, A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares (together the "Equity Shares") (pari passu as if the same constituted one class of share).</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.

In accordance with
Section 708 of the
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Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	A2 ORDINARY (contd)	
Prescribed particulars	<p>3. On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities (including but not limited to all amounts due under the Loan Notes) shall belong to and be distributed amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) until the amount at which the Investors achieve the Required Cash Return (the "Threshold"), then the amount of the surplus (if any) in excess of the Threshold shall be distributed as follows:-</p> <p>(a) the holders of the B Ordinary shares shall be entitled to receive w% of such distribution;</p> <p>(b) the holders of the A Ordinary shares, the A1 Ordinary shares and the A2 Ordinary shares shall be entitled to receive x% of such distribution,</p> <p>(c) the holder of the C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares shall be entitled to receive y% of such distribution, where:-</p> <p>w = the percentage of the entire issued share capital of the Company represented by the B Ordinary shares immediately prior to the relevant return of capital or liquidation</p> <p>$x = z - 9.5$</p> <p>$y = 100 - (x + w)$</p> <p>z = the percentage of the entire issued share capital of the Company represented by the A Ordinary shares, the A1 Ordinary shares and the A2 Ordinary shares immediately prior to the relevant return of capital or liquidation.</p> <p>In the event of a Sale, unless an Investor Majority agrees otherwise in writing, the proceeds of such Sale shall be distributed between the selling Shareholders in the manner set out above as if the same constituted a liquidation of the Company.</p> <p>4. A2 Ordinary shares are non redeemable.</p>	<p>¹ Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>

In accordance with
Section 708 of the
Companies Act 2006.

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

Class of share	B ORDINARY
Prescribed particulars	<p>1. As regards voting and subject to Articles 4.3.2, 7.5 and 7.10.2, A Ordinary shares, A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to vote on written resolutions and on a poll or written resolution shall have the votes set out below:-</p> <p>(a) the holders of the A Ordinary shares as a class shall have such number of votes as would result in them being able to cast 64.83% of the total votes to be cast, which votes shall be allocated in proportion to the numbers of A Ordinary shares held;</p> <p>(b) the holders of the A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares and D Ordinary shares shall (as though the same constituted one class of share) have such number as votes would result in them being able to cast X% of the total votes to be cast where $X = 100 - 64.83 - (5 \times Z)$, where:-</p> <p>Z = the number of holders of C2 Ordinary shares who cast their vote which votes shall be allocated in proportion to the numbers of such Shares held (as though such Shares constituted the same class of Share); and</p> <p>(c) each holder of a C2 Ordinary share shall be entitled to such number of votes as would result in that Shareholder being able to cast 5% of the total votes to be cast on the relevant poll.</p> <p>In accordance with Article 4.3.2, if any of the events listed occur, then (subject to an Investor Majority becoming aware of the circumstances giving rise to the rights set out in Article 4.3.2 and having served notice upon the Company that such rights are effective) in respect of any general meeting of the Company and in respect of a written resolution of the Company, each holder of A Ordinary shares shall be entitled, in that capacity, to exercise on a poll vote at a general meeting, or on a vote on a written resolution such number of votes for every A Ordinary share of which it is the holder as shall confer upon the A Ordinary shares (as if they are one class of share) 95% of the total voting rights of all Shares at the relevant time until such time that the circumstances giving rise to the rights set out in Article 4.3.2 have been rectified to the satisfaction of an Investor Majority or an Investor Majority has served notice upon the Company that such rights shall cease.</p> <p>2. As regards income, the Company may not distribute any profits in respect of any financial year unless and until Investor Approval to such distribution shall have been obtained. Subject thereto, any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of A Ordinary shares, A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares (together the "Equity Shares") (pari passu as if the same constituted one class of share).</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.

In accordance with
Section 708 of the
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Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	B ORDINARY (contd)	
Prescribed particulars	<p>3. On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities (including but not limited to all amounts due under the Loan Notes) shall belong to and be distributed amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) until the amount at which the Investors achieve the Required Cash Return (the "Threshold"), then the amount of the surplus (if any) in excess of the Threshold shall be distributed as follows:-</p> <p>(a) the holders of the B Ordinary shares shall be entitled to receive w% of such distribution;</p> <p>(b) the holders of the A Ordinary shares, the A1 Ordinary shares and the A2 Ordinary shares shall be entitled to receive x% of such distribution,</p> <p>(c) the holder of the C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares shall be entitled to receive y% of such distribution,</p> <p>where:-</p> <p>w = the percentage of the entire issued share capital of the Company represented by the B Ordinary shares immediately prior to the relevant return of capital or liquidation</p> <p>$x = z - 9.5$</p> <p>$y = 100 - (x + w)$</p> <p>z = the percentage of the entire issued share capital of the Company represented by the A Ordinary shares, the A1 Ordinary shares and the A2 Ordinary shares immediately prior to the relevant return of capital or liquidation.</p> <p>In the event of a Sale, unless an Investor Majority agrees otherwise in writing, the proceeds of such Sale shall be distributed between the selling Shareholders in the manner set out above as if the same constituted a liquidation of the Company.</p> <p>4. B Ordinary shares are non redeemable.</p>	<p>¹ Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>

In accordance with
Section 708 of the
Companies Act 2006.

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

Class of share	C1 ORDINARY
Prescribed particulars	<p>1. As regards voting and subject to Articles 4.3.2, 7.5 and 7.10.2, A Ordinary shares, A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to vote on written resolutions and on a poll or written resolution shall have the votes set out below:-</p> <p>(a) the holders of the A Ordinary shares as a class shall have such number of votes as would result in them being able to cast 64.83% of the total votes to be cast, which votes shall be allocated in proportion to the numbers of A Ordinary shares held;</p> <p>(b) the holders of the A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares and D Ordinary shares shall (as though the same constituted one class of share) have such number as votes would result in them being able to cast X% of the total votes to be cast where $X = 100 - 64.83 - (5 \times Z)$, where:-</p> <p>Z = the number of holders of C2 Ordinary shares who cast their vote which votes shall be allocated in proportion to the numbers of such Shares held (as though such Shares constituted the same class of Share); and</p> <p>(c) each holder of a C2 Ordinary share shall be entitled to such number of votes as would result in that Shareholder being able to cast 5% of the total votes to be cast on the relevant poll.</p> <p>In accordance with Article 4.3.2, if any of the events listed occur, then (subject to an Investor Majority becoming aware of the circumstances giving rise to the rights set out in Article 4.3.2 and having served notice upon the Company that such rights are effective) in respect of any general meeting of the Company and in respect of a written resolution of the Company, each holder of A Ordinary shares shall be entitled, in that capacity, to exercise on a poll vote at a general meeting, or on a vote on a written resolution such number of votes for every A Ordinary share of which it is the holder as shall confer upon the A Ordinary shares (as if they are one class of share) 95% of the total voting rights of all Shares at the relevant time until such time that the circumstances giving rise to the rights set out in Article 4.3.2 have been rectified to the satisfaction of an Investor Majority or an Investor Majority has served notice upon the Company that such rights shall cease.</p> <p>2. As regards income, the Company may not distribute any profits in respect of any financial year unless and until Investor Approval to such distribution shall have been obtained. Subject thereto, any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of A Ordinary shares, A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares (together the "Equity Shares") (pari passu as if the same constituted one class of share).</p>

• 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.

In accordance with
Section 708 of the
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Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	C1 ORDINARY (contd)	
Prescribed particulars	<p>3. On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities (including but not limited to all amounts due under the Loan Notes) shall belong to and be distributed amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) until the amount at which the Investors achieve the Required Cash Return (the "Threshold"), then the amount of the surplus (if any) in excess of the Threshold shall be distributed as follows:-</p> <p>(a) the holders of the B Ordinary shares shall be entitled to receive w% of such distribution;</p> <p>(b) the holders of the A Ordinary shares, the A1 Ordinary shares and the A2 Ordinary shares shall be entitled to receive x% of such distribution,</p> <p>(c) the holder of the C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares shall be entitled to receive y% of such distribution,</p> <p>where:-</p> <p>w = the percentage of the entire issued share capital of the Company represented by the B Ordinary shares immediately prior to the relevant return of capital or liquidation</p> <p>$x = z - 9.5$</p> <p>$y = 100 - (x + w)$</p> <p>z = the percentage of the entire issued share capital of the Company represented by the A Ordinary shares, the A1 Ordinary shares and the A2 Ordinary shares immediately prior to the relevant return of capital or liquidation.</p> <p>In the event of a Sale, unless an Investor Majority agrees otherwise in writing, the proceeds of such Sale shall be distributed between the selling Shareholders in the manner set out above as if the same constituted a liquidation of the Company.</p> <p>4. C1 Ordinary shares are non redeemable.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>

In accordance with
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Companies Act 2006.

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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	C2 ORDINARY
Prescribed particulars	<p>1. As regards voting and subject to Articles 4.3.2, 7.5 and 7.10.2, A Ordinary shares, A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to vote on written resolutions and on a poll or written resolution shall have the votes set out below:-</p> <p>(a) the holders of the A Ordinary shares as a class shall have such number of votes as would result in them being able to cast 64.83% of the total votes to be cast, which votes shall be allocated in proportion to the numbers of A Ordinary shares held;</p> <p>(b) the holders of the A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares and D Ordinary shares shall (as though the same constituted one class of share) have such number as votes would result in them being able to cast X% of the total votes to be cast where $X = 100 - 64.83 - (5 \times Z)$, where:-</p> <p>Z = the number of holders of C2 Ordinary shares who cast their vote which votes shall be allocated in proportion to the numbers of such Shares held (as though such Shares constituted the same class of Share); and</p> <p>(c) each holder of a C2 Ordinary share shall be entitled to such number of votes as would result in that Shareholder being able to cast 5% of the total votes to be cast on the relevant poll.</p> <p>In accordance with Article 4.3.2, if any of the events listed occur, then (subject to an Investor Majority becoming aware of the circumstances giving rise to the rights set out in Article 4.3.2 and having served notice upon the Company that such rights are effective) in respect of any general meeting of the Company and in respect of a written resolution of the Company, each holder of A Ordinary shares shall be entitled, in that capacity, to exercise on a poll vote at a general meeting, or on a vote on a written resolution such number of votes for every A Ordinary share of which it is the holder as shall confer upon the A Ordinary shares (as if they are one class of share) 95% of the total voting rights of all Shares at the relevant time until such time that the circumstances giving rise to the rights set out in Article 4.3.2 have been rectified to the satisfaction of an Investor Majority or an Investor Majority has served notice upon the Company that such rights shall cease.</p> <p>2. As regards income, the Company may not distribute any profits in respect of any financial year unless and until Investor Approval to such distribution shall have been obtained. Subject thereto, any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of A Ordinary shares, A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares (together the "Equity Shares") (pari passu as if the same constituted one class of share).</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.

In accordance with
Section 708 of the
Companies Act 2006.

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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	C2 ORDINARY (contd)	
Prescribed particulars	<p>3. On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities (including but not limited to all amounts due under the Loan Notes) shall belong to and be distributed amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) until the amount at which the Investors achieve the Required Cash Return (the "Threshold"), then the amount of the surplus (if any) in excess of the Threshold shall be distributed as follows:-</p> <p>(a) the holders of the B Ordinary shares shall be entitled to receive w% of such distribution;</p> <p>(b) the holders of the A Ordinary shares, the A1 Ordinary shares and the A2 Ordinary shares shall be entitled to receive x% of such distribution,</p> <p>(c) the holder of the C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares shall be entitled to receive y% of such distribution.</p> <p>where:-</p> <p>w = the percentage of the entire issued share capital of the Company represented by the B Ordinary shares immediately prior to the relevant return of capital or liquidation</p> <p>$x = z - 9.5$</p> <p>$y = 100 - (x + w)$</p> <p>z = the percentage of the entire issued share capital of the Company represented by the A Ordinary shares, the A1 Ordinary shares and the A2 Ordinary shares immediately prior to the relevant return of capital or liquidation.</p> <p>In the event of a Sale, unless an Investor Majority agrees otherwise in writing, the proceeds of such Sale shall be distributed between the selling Shareholders in the manner set out above as if the same constituted a liquidation of the Company.</p> <p>4. C2 Ordinary shares are non redeemable.</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>

In accordance with
Section 708 of the
Companies Act 2006.

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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	D ORDINARY
Prescribed particulars	<p>1. As regards voting and subject to Articles 4.3.2, 7.5 and 7.10.2, A Ordinary shares, A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to vote on written resolutions and on a poll or written resolution shall have the votes set out below:-</p> <p>(a) the holders of the A Ordinary shares as a class shall have such number of votes as would result in them being able to cast 64.83% of the total votes to be cast, which votes shall be allocated in proportion to the numbers of A Ordinary shares held;</p> <p>(b) the holders of the A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares and D Ordinary shares shall (as though the same constituted one class of share) have such number as votes would result in them being able to cast X% of the total votes to be cast where $X = 100 - 64.83 - (5 \times Z)$, where:-</p> <p>Z = the number of holders of C2 Ordinary shares who cast their vote which votes shall be allocated in proportion to the numbers of such Shares held (as though such Shares constituted the same class of Share); and</p> <p>(c) each holder of a C2 Ordinary share shall be entitled to such number of votes as would result in that Shareholder being able to cast 5% of the total votes to be cast on the relevant poll.</p> <p>In accordance with Article 4.3.2, if any of the events listed occur, then (subject to an Investor Majority becoming aware of the circumstances giving rise to the rights set out in Article 4.3.2 and having served notice upon the Company that such rights are effective) in respect of any general meeting of the Company and in respect of a written resolution of the Company, each holder of A Ordinary shares shall be entitled, in that capacity, to exercise on a poll vote at a general meeting, or on a vote on a written resolution such number of votes for every A Ordinary share of which it is the holder as shall confer upon the A Ordinary shares (as if they are one class of share) 95% of the total voting rights of all Shares at the relevant time until such time that the circumstances giving rise to the rights set out in Article 4.3.2 have been rectified to the satisfaction of an Investor Majority or an Investor Majority has served notice upon the Company that such rights shall cease.</p> <p>2. As regards income, the Company may not distribute any profits in respect of any financial year unless and until Investor Approval to such distribution shall have been obtained. Subject thereto, any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of A Ordinary shares, A1 Ordinary shares, A2 Ordinary shares, B Ordinary shares, C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares (together the "Equity Shares") (pari passu as if the same constituted one class of share).</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.

In accordance with
Section 708 of the
Companies Act 2006.

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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	D ORDINARY (contd)	
Prescribed particulars	<p>3. On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities (including but not limited to all amounts due under the Loan Notes) shall belong to and be distributed amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) until the amount at which the Investors achieve the Required Cash Return (the "Threshold"), then the amount of the surplus (if any) in excess of the Threshold shall be distributed as follows:-</p> <p>(a) the holders of the B Ordinary shares shall be entitled to receive w% of such distribution;</p> <p>(b) the holders of the A Ordinary shares, the A1 Ordinary shares and the A2 Ordinary shares shall be entitled to receive x% of such distribution,</p> <p>(c) the holder of the C1 Ordinary shares, C2 Ordinary shares and D Ordinary shares shall be entitled to receive y% of such distribution, where:-</p> <p>w = the percentage of the entire issued share capital of the Company represented by the B Ordinary shares immediately prior to the relevant return of capital or liquidation</p> <p>$x = z - 9.5$</p> <p>$y = 100 - (x + w)$</p> <p>z = the percentage of the entire issued share capital of the Company represented by the A Ordinary shares, the A1 Ordinary shares and the A2 Ordinary shares immediately prior to the relevant return of capital or liquidation.</p> <p>In the event of a Sale, unless an Investor Majority agrees otherwise in writing, the proceeds of such Sale shall be distributed between the selling Shareholders in the manner set out above as if the same constituted a liquidation of the Company.</p> <p>4. D Ordinary shares are non redeemable.</p>	<p>¹ Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>

In accordance with
Section 708 of the
Companies Act 2006.

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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	DEFERRED	
Prescribed particulars	<p>The deferred shares do not entitle the holders to participate in any profits or assets of the Company and do not confer any rights as to voting. On a Share Sale or a Listing each holder of Deferred Shares shall be entitled to receive £0.05 in respect of all of the Deferred Shares held by him.</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>