



Return of Allotment of Shares

Company Name: **Jupiter Midco 2 Limited**

Company Number: **10238800**



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X7B2SCBT

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
18/07/2018

Class of Shares:	A ORDINARY	Number allotted	7500
	SHARES	Nominal value of each share	1
Currency:	USD	Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	973828
	ORDINARY	Aggregate nominal value:	973828
	SHARES		

Currency: USD

Prescribed particulars

DIVIDEND RIGHTS 5.1 SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) INVESTOR CONSENT; AND (III) THE REMAINING PROVISIONS OF THIS ARTICLE 5 (INCLUDING THE PRIOR PAYMENT OF ANY PREFERENCE DIVIDEND DUE UNDER ARTICLE 5.2), ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL RIGHTS 6.2 ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY DEBTS ARISING FROM NON-PAYMENT OF PREFERENCE DIVIDENDS) AND ALL OTHER SUMS PAYABLE IN PRIORITY SHALL BE APPLIED IN THE FOLLOWING ORDER: 6.2.1 IN PRIORITY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLES 6.2.2. AND 6.2.3., IN PAYING TO EACH HOLDER OF PREFERENCE SHARES IN RESPECT OF EACH PREFERENCE SHARE OF WHICH IT IS THE HOLDER, AN AMOUNT EQUAL TO: (1) 100% OF THE ISSUE PRICE THEREOF; AND (II) THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR UNPAID AMOUNTS OF PREFERENCE DIVIDEND (TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND TO BE PAYABLE IRRESPECTIVE OF WHETHER SUCH DIVIDEND WOULD BE UNLAWFUL BY REASON OF THERE BEING INSUFFICIENT AVAILABLE PROFITS); 6.2.2 IN PRIORITY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 6.2.3, IN PAYING TO EACH HOLDER OF A ORDINARY SHARES AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) IN RESPECT OF EACH A ORDINARY SHARE AND/OR B ORDINARY SHARE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE ISSUE PRICE THEREOF; 6.2.3 THE BALANCE OF SUCH ASSETS (IF ANY) AFTER ALL PAYMENTS TO BE MADE IN PRIORITY SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) ACCORDING TO THE NUMBER

OF SUCH EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. VOTING RIGHTS 7.1.1 ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED AS REQUIRED BY THE ACT SHALL, SUBJECT TO SECTIONS 289 AND 290 OF THE ACT AND THESE ARTICLES, HAVE ONE VOTE FOR EACH A ORDINARY SHARE HELD BY HIM; 7.1.2 ON A RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A SHOW OF HANDS, EVERY QUALIFYING PERSON (AS DEFINED IN SECTION 318(3) OF THE ACT) PRESENT SHALL, SUBJECT TO SECTION 323(4) OF THE ACT, HAVE ONE VOTE, SAVE THAT, A MEMBER, AS DEFINED IN SECTION 318(3) OF THE ACT, WHO ONLY HOLDS B ORDINARY SHARES AND/OR PREFERENCE SHARES SHALL NOT COUNT AS A QUALIFYING PERSON FOR THE PURPOSES OF THIS ARTICLE 7.1.2; 7.1.3 ON A RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A POLL, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES, WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY, SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE OF WHICH HE IS THE HOLDER.

Class of Shares:	B	Number allotted	150000
	ORDINARY	Aggregate nominal value:	150000
Currency:	USD		

Prescribed particulars

B ORDINARY**DIVIDEND RIGHTS 5.1. SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) INVESTOR CONSENT; AND (III) THE REMAINING PROVISIONS OF THIS ARTICLE 5 (INCLUDING THE PRIOR PAYMENT OF ANY PREFERENCE DIVIDEND DUE UNDER ARTICLE 5.2), ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL RIGHTS 6.2 ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY DEBTS ARISING FROM NON-PAYMENT OF PREFERENCE DIVIDENDS) AND ALL OTHER SUMS PAYABLE IN PRIORITY SHALL BE APPLIED IN THE FOLLOWING ORDER: 6.2.1 IN PRIORITY TO ANY PAYMENTS TO BE MADE**

PURSUANT TO ARTICLES 6.2.2. AND 6.2.3, IN PAYING TO EACH HOLDER OF PREFERENCE SHARES IN RESPECT OF EACH PREFERENCE SHARE OF WHICH IT IS THE HOLDER, AN AMOUNT EQUAL TO: (I) 100% OF THE ISSUE PRICE THEREOF; AND (II) THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR UNPAID AMOUNTS OF PREFERENCE DIVIDEND (TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND TO BE PAYABLE IRRESPECTIVE OF WHETHER SUCH DIVIDEND WOULD BE UNLAWFUL BY REASON OF THERE BEING INSUFFICIENT AVAILABLE PROFITS); 6.2.3 IN PRIORITY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLES 6.2.3, IN PAYING TO EACH HOLDER OF A ORDINARY SHARES AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) IN RESPECT OF EACH A ORDINARY SHARE AND/OR B ORDINARY SHARE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE ISSUE PRICE THEREOF; 6..2.3 THE BALANCE OF SUCH ASSETS (IF ANY) AFTER ALL PAYMENTS TO BE MADE IN PRIORITY SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) ACCORDING TO THE NUMBER OF SUCH EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. VOTING RIGHTS THE B ORDINARY SHARES SHALL NOT HAVE ANY VOTING RIGHTS.

Class of Shares:	PREFERENCE	Number allotted	31909743
Currency:	USD	Aggregate nominal value:	31909743

Prescribed particulars

DIVIDEND RIGHTS 5.2 THE COMPANY SHALL, WITHOUT RESOLUTION OF THE BOARD OR OF THE SHAREHOLDERS AND BEFORE APPLICATION OF ANY PROFITS TO RESERVE OR FOR ANY OTHER PURPOSE ACCRUE IN RESPECT OF EACH PREFERENCE SHARE A FIXED CUMULATIVE PREFERENTIAL DIVIDEND (THE "PREFERENCE DIVIDEND) AT THE ANNUAL RATE OF 12% OF THE ISSUE PRICE PER SHARE COMPOUNDED QUARTERLY ON 31 MARCH, 30 JUNE, 30 SEPTEMBER AND 31 DECEMBER IN EACH YEAR WHICH SHALL ACCRUE DAILY AND BE CALCULATED IN RESPECT OF THE PERIOD TO SUCH DATE ASSUMING A 365-DAY YEAR. **RETURN OF CAPITAL RIGHTS 6.2** ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY DEBTS ARISING FROM NON-PAYMENT OF PREFERENCE DIVIDENDS) AND ALL OTHER SUMS PAYABLE IN PRIORITY SHALL BE APPLIED IN THE FOLLOWING ORDER: 6.2.1 IN PRIORITY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLES 6.2.2 AND 6.2.3, IN PAYING TO EACH

HOLDER OF PREFERENCE SHARES IN RESPECT OF EACH PREFERENCE SHARE OF WHICH IT IS THE HOLDER, AN AMOUNT EQUAL TO: (I) 100% OF THE ISSUE PRICE THEREOF AND (II) THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR UNPAID AMOUNTS OF PREFERENCE DIVIDEND (TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND TO BE PAYABLE IRRESPECTIVE OF WHETHER SUCH DIVIDEND WOULD BE UNLAWFUL BY REASON OF THERE BEING INSUFFICIENT AVAILABLE PROFITS); 6.2.2 IN PRIORITY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLES 6.2.3, IN PAYING TO EACH HOLDER OF A ORDINARY SHARES AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) IN RESPECT OF EACH A ORDINARY SHARE AND/OR B ORDINARY SHARE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE ISSUE PRICE THEREOF; 6.2.3 THE BALANCE OF SUCH ASSETS (IF ANY) AFTER ALL PAYMENTS TO BE MADE IN PRIORITY SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. VOTING RIGHTS THE PREFERENCE SHARES SHALL NOT HAVE ANY VOTING RIGHTS.

Statement of Capital (Totals)

Currency:	USD	Total number of shares:	33033571
		Total aggregate nominal value:	33033571
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

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