



Companies House

CS01 (ef)

Confirmation Statement

Company Name: **DENTAL PARTNERS GROUP LIMITED**

Company Number: **10529994**



Received for filing in Electronic Format on the: **26/01/2021**

X9WYU36I

Company Name: **DENTAL PARTNERS GROUP LIMITED**

Company Number: **10529994**

Confirmation **15/12/2020**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	369081
	ORDINARY	Aggregate nominal value:	3690.81
Currency:	GBP		

Prescribed particulars

THE A ORDINARY SHARES AND ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS SAVE IS SET OUT BELOW AND SHALL BE SUBJECT TO THE FOLLOWING RIGHTS AND RESTRICTIONS AND ALL DEFINED TERMS SHALL HAVE THE MEANINGS AS SET OUT IN THE COMPANY'S ARTICLES OF ASSOCIATION. SUMS DISTRIBUTED BY THE COMPANY IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED AMONGST THE A ORDINARY SHAREHOLDERS AND THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE). ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: FIRST, IN REPAYING TO THE A ORDINARY SHAREHOLDERS, THE SUBSCRIPTION PRICE OF EACH A ORDINARY SHARE HELD AND TO THE ORDINARY SHAREHOLDERS, THE SUBSCRIPTION PRICE OF EACH ORDINARY SHARE HELD (PRO RATA AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE); AND SECONDLY, SUBJECT TO ARTICLE 4.4, THE BALANCE (IF ANY) SHALL BE DISTRIBUTED AMONGST THE A ORDINARY SHAREHOLDERS AND THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE). (I) THE A ORDINARY SHAREHOLDERS AND THE HOLDERS OF THE B2 ORDINARY SHARES AND THE B3 ORDINARY SHARES SHALL HAVE THE RIGHT TO ATTEND AND SPEAK AT ALL GENERAL MEETINGS OF THE COMPANY; (II) ON A SHOW OF HANDS EVERY A ORDINARY SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY A PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE SHALL HAVE ONE VOTE AND ON A POLL EVERY A ORDINARY SHAREHOLDER WHO IS PRESENT IN PERSON OR BY A PROXY OR (BEING A CORPORATION) BY A REPRESENTATIVE SHALL HAVE ONE VOTE FOR EVERY A ORDINARY SHARE OF WHICH HE IS THE HOLDER UP TO A MAXIMUM AGGREGATE OF 75% OF THE TOTAL VOTES OF THE COMPANY (THE A ORDINARY SHARES CONFERRING (IN AGGREGATE) 75% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE A ORDINARY SHAREHOLDERS, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN

SUCH HOLDERS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER); (III) THE B2 ORDINARY SHARES SHALL CONFER (IN AGGREGATE) 15% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE B2 ORDINARY SHARES, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN SUCH HOLDERS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER; (IV) THE R3 ORDINARY SHARES SHALL CONFER (IN AGGREGATE) 10% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE B3 ORDINARY SHARES, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN SUCH HOLDERS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER; AND (V) THE HOLDERS OF THE B1 ORDINARY SHARES AND THE B4 ORDINARY SHARES SHALL HAVE THE RIGHT TO ATTEND GENERAL MEETINGS OF THE COMPANY BUT NOT TO SPEAK OR TO VOTE AT SUCH GENERAL MEETINGS. FOR SO LONG AS ANY FAMILY MEMBER AND/OR FAMILY TRUST OF AN EMPLOYEE SHALL HOLD SHARES IN THE COMPANY ALL VOTES ATTACHING TO THE SHARES SO HELD SHALL ONLY BE VOTED BY OR UNDER THE DIRECTION OF THE EMPLOYEE, EXCEPT TO THE EXTENT OTHERWISE AGREED FROM TIME TO TIME BY INVESTOR CONSENT. IF ANY EQUITY DEFAULT PERIOD SUBSISTS THEN FROM THE DATE THAT AN UNDERPERFORMANCE NOTICE (AS DEFINED IN THE INVESTMENT AGREEMENT) IS SERVED PURSUANT TO CLAUSE 12 OF THE INVESTMENT AGREEMENT AND DURING THE EQUITY DEFAULT PERIOD, THE VOTING RIGHTS CONFERRED ON THE HOLDERS OF THE A ORDINARY SHARES PURSUANT TO ARTICLE 4.3.1 SHALL REPRESENT 90% OF THE VOTING RIGHTS ATTACHING TO ALL SHARES AFTER THE APPLICATION OF THIS ENHANCEMENT. ON COMPLETION OF A REALISATION THE PARTIES AGREE THAT THE EXIT PROCEEDS SHALL BE DISTRIBUTED, TO THE HOLDERS OF A ORDINARY SHARES AND ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER (AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE).

Class of Shares:	B1	Number allotted	30067
	ORDINARY	Aggregate nominal value:	300.67

Currency: **GBP**

Prescribed particulars

THE A ORDINARY SHARES AND ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS SAVE IS SET OUT BELOW AND SHALL BE SUBJECT TO THE FOLLOWING RIGHTS AND RESTRICTIONS AND ALL DEFINED TERMS SHALL HAVE THE MEANINGS AS SET OUT IN THE COMPANY'S ARTICLES OF ASSOCIATION. SUMS DISTRIBUTED BY THE COMPANY IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED

AMONGST THE A ORDINARY SHAREHOLDERS AND THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE). ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: FIRST, IN REPAYING TO THE A ORDINARY SHAREHOLDERS, THE SUBSCRIPTION PRICE OF EACH A ORDINARY SHARE HELD AND TO THE ORDINARY SHAREHOLDERS, THE SUBSCRIPTION PRICE OF EACH ORDINARY SHARE HELD (PRO RATA AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE); AND SECONDLY, SUBJECT TO ARTICLE 4.4, THE BALANCE (IF ANY) SHALL BE DISTRIBUTED AMONGST THE A ORDINARY SHAREHOLDERS AND THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE). (I) THE A ORDINARY SHAREHOLDERS AND THE HOLDERS OF THE B2 ORDINARY SHARES AND THE B3 ORDINARY SHARES SHALL HAVE THE RIGHT TO ATTEND AND SPEAK AT ALL GENERAL MEETINGS OF THE COMPANY; (II) ON A SHOW OF HANDS EVERY A ORDINARY SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY A PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE SHALL HAVE ONE VOTE AND ON A POLL EVERY A ORDINARY SHAREHOLDER WHO IS PRESENT IN PERSON OR BY A PROXY OR (BEING A CORPORATION) BY A REPRESENTATIVE SHALL HAVE ONE VOTE FOR EVERY A ORDINARY SHARE OF WHICH HE IS THE HOLDER UP TO A MAXIMUM AGGREGATE OF 75% OF THE TOTAL VOTES OF THE COMPANY (THE A ORDINARY SHARES CONFERRING (IN AGGREGATE) 75% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE A ORDINARY SHAREHOLDERS, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN SUCH HOLDERS ACCORDING LO THE NUMBER OF SHARES HELD BY EACH HOLDER); (III) THE B2 ORDINARY SHARES SHALL CONFER (IN AGGREGATE) 15% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE B2 ORDINARY SHARES, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN SUCH HOLDERS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER; (IV) THE R3 ORDINARY SHARES SHALL CONFER (IN AGGREGATE) 10% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE B3 ORDINARY SHARES, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN SUCH HOLDERS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER; AND (V) THE HOLDERS OF THE B1 ORDINARY SHARES AND THE B4 ORDINARY SHARES SHALL HAVE THE RIGHT TO ATTEND GENERAL MEETINGS OF THE COMPANY BUT NOT TO SPEAK OR TO VOTE AT SUCH GENERAL MEETINGS. FOR SO LONG AS ANY

FAMILY MEMBER AND/OR FAMILY TRUST OF AN EMPLOYEE SHALL HOLD SHARES IN THE COMPANY ALL VOTES ATTACHING TO THE SHARES SO HELD SHALL ONLY BE VOTED BY OR UNDER THE DIRECTION OF THE EMPLOYEE, EXCEPT TO THE EXTENT OTHERWISE AGREED FROM TIME TO TIME BY INVESTOR CONSENT. IF ANY EQUITY DEFAULT PERIOD SUBSISTS THEN FROM THE DATE THAT AN UNDERPERFORMANCE NOTICE (AS DEFINED IN THE INVESTMENT AGREEMENT) IS SERVED PURSUANT TO CLAUSE 12 OF THE INVESTMENT AGREEMENT AND DURING THE EQUITY DEFAULT PERIOD, THE VOTING RIGHTS CONFERRED ON THE HOLDERS OF THE A ORDINARY SHARES PURSUANT TO ARTICLE 4.3.1 SHALL REPRESENT 90% OF THE VOTING RIGHTS ATTACHING TO ALL SHARES AFTER THE APPLICATION OF THIS ENHANCEMENT. ON COMPLETION OF A REALISATION THE PARTIES AGREE THAT THE EXIT PROCEEDS SHALL BE DISTRIBUTED, TO THE HOLDERS OF A ORDINARY SHARES AND ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER (AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE).

Class of Shares:	B2	Number allotted	24999
	ORDINARY	Aggregate nominal value:	1249.95
Currency:	GBP		

Prescribed particulars

THE A ORDINARY SHARES AND ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS SAVE IS SET OUT BELOW AND SHALL BE SUBJECT TO THE FOLLOWING RIGHTS AND RESTRICTIONS AND ALL DEFINED TERMS SHALL HAVE THE MEANINGS AS SET OUT IN THE COMPANY'S ARTICLES OF ASSOCIATION. SUMS DISTRIBUTED BY THE COMPANY IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED AMONGST THE A ORDINARY SHAREHOLDERS AND THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE). ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: FIRST, IN REPAYING TO THE A ORDINARY SHAREHOLDERS, THE SUBSCRIPTION PRICE OF EACH A ORDINARY SHARE HELD AND TO THE ORDINARY SHAREHOLDERS, THE SUBSCRIPTION PRICE OF EACH ORDINARY SHARE HELD (PRO RATA AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE); AND SECONDLY, SUBJECT TO ARTICLE 4.4, THE BALANCE (IF ANY) SHALL BE DISTRIBUTED AMONGST THE A ORDINARY SHAREHOLDERS AND THE

ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE). (I) THE A ORDINARY SHAREHOLDERS AND THE HOLDERS OF THE B2 ORDINARY SHARES AND THE B3 ORDINARY SHARES SHALL HAVE THE RIGHT TO ATTEND AND SPEAK AT ALL GENERAL MEETINGS OF THE COMPANY; (II) ON A SHOW OF HANDS EVERY A ORDINARY SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY A PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE SHALL HAVE ONE VOTE AND ON A POLL EVERY A ORDINARY SHAREHOLDER WHO IS PRESENT IN PERSON OR BY A PROXY OR (BEING A CORPORATION) BY A REPRESENTATIVE SHALL HAVE ONE VOTE FOR EVERY A ORDINARY SHARE OF WHICH HE IS THE HOLDER UP TO A MAXIMUM AGGREGATE OF 75% OF THE TOTAL VOTES OF THE COMPANY (THE A ORDINARY SHARES CONFERRING (IN AGGREGATE) 75% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE A ORDINARY SHAREHOLDERS, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN SUCH HOLDERS ACCORDING LO THE NUMBER OF SHARES HELD BY EACH HOLDER); (III) THE B2 ORDINARY SHARES SHALL CONFER (IN AGGREGATE) 15% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE B2 ORDINARY SHARES, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN SUCH HOLDERS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER; (IV) THE R3 ORDINARY SHARES SHALL CONFER (IN AGGREGATE) 10% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE B3 ORDINARY SHARES, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN SUCH HOLDERS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER; AND (V) THE HOLDERS OF THE B1 ORDINARY SHARES AND THE B4 ORDINARY SHARES SHALL HAVE THE RIGHT TO ATTEND GENERAL MEETINGS OF THE COMPANY BUT NOT TO SPEAK OR TO VOTE AT SUCH GENERAL MEETINGS. FOR SO LONG AS ANY FAMILY MEMBER AND/OR FAMILY TRUST OF AN EMPLOYEE SHALL HOLD SHARES IN THE COMPANY ALL VOTES ATTACHING TO THE SHARES SO HELD SHALL ONLY BE VOTED BYOR UNDER THE DIRECTION OF THE EMPLOYEE, EXCEPT TO THE EXTENT OTHERWISE AGREED FROM TIME TO TIME BY INVESTOR CONSENT. IF ANY EQUITY DEFAULT PERIOD SUBSISTS THEN FROM THE DATE THAT AN UNDERPERFORMANCE NOTICE (AS DEFINED IN THE INVESTMENT AGREEMENT) IS SERVED PURSUANT TO CLAUSE 12 OF THE INVESTMENT AGREEMENT AND DURING THE EQUITY DEFAULT PERIOD, THE VOTING RIGHTS CONFERRED ON THE HOLDERS OF THE A ORDINARY SHARES PURSUANT TO ARTICLE 4.3.1 SHALL REPRESENT 90% OF THE VOTING RIGHTS ATTACHING TO ALL SHARES AFTER THE APPLICATION OF THIS ENHANCEMENT. ON COMPLETION OF A REALISATION THE PARTIES AGREE THAT THE EXIT PROCEEDS

SHALL BE DISTRIBUTED, TO THE HOLDERS OF A ORDINARY SHARES AND ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER (AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE).

Class of Shares:	B3	Number allotted	20000
	ORDINARY	Aggregate nominal value:	1000
Currency:	GBP		

Prescribed particulars

THE A ORDINARY SHARES AND ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS SAVE IS SET OUT BELOW AND SHALL BE SUBJECT TO THE FOLLOWING RIGHTS AND RESTRICTIONS AND ALL DEFINED TERMS SHALL HAVE THE MEANINGS AS SET OUT IN THE COMPANY'S ARTICLES OF ASSOCIATION. SUMS DISTRIBUTED BY THE COMPANY IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED AMONGST THE A ORDINARY SHAREHOLDERS AND THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE). ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: FIRST, IN REPAYING TO THE A ORDINARY SHAREHOLDERS, THE SUBSCRIPTION PRICE OF EACH A ORDINARY SHARE HELD AND TO THE ORDINARY SHAREHOLDERS, THE SUBSCRIPTION PRICE OF EACH ORDINARY SHARE HELD (PRO RATA AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE); AND SECONDLY, SUBJECT TO ARTICLE 4.4, THE BALANCE (IF ANY) SHALL BE DISTRIBUTED AMONGST THE A ORDINARY SHAREHOLDERS AND THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE). (I) THE A ORDINARY SHAREHOLDERS AND THE HOLDERS OF THE B2 ORDINARY SHARES AND THE B3 ORDINARY SHARES SHALL HAVE THE RIGHT TO ATTEND AND SPEAK AT ALL GENERAL MEETINGS OF THE COMPANY; (II) ON A SHOW OF HANDS EVERY A ORDINARY SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY A PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE SHALL HAVE ONE VOTE AND ON A POLL EVERY A ORDINARY SHAREHOLDER WHO IS PRESENT IN PERSON OR BY A PROXY OR (BEING A CORPORATION) BY A REPRESENTATIVE SHALL HAVE ONE VOTE FOR EVERY A ORDINARY SHARE OF WHICH HE IS THE HOLDER UP TO A MAXIMUM AGGREGATE OF

75% OF THE TOTAL VOTES OF THE COMPANY (THE A ORDINARY SHARES CONFERRING (IN AGGREGATE) 75% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE A ORDINARY SHAREHOLDERS, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN SUCH HOLDERS ACCORDING LO THE NUMBER OF SHARES HELD BY EACH HOLDER); (III) THE B2 ORDINARY SHARES SHALL CONFER (IN AGGREGATE) 15% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE B2 ORDINARY SHARES, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN SUCH HOLDERS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER; (IV) THE R3 ORDINARY SHARES SHALL CONFER (IN AGGREGATE) 10% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE B3 ORDINARY SHARES, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN SUCH HOLDERS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER; AND (V) THE HOLDERS OF THE B1 ORDINARY SHARES AND THE B4 ORDINARY SHARES SHALL HAVE THE RIGHT TO ATTEND GENERAL MEETINGS OF THE COMPANY BUT NOT TO SPEAK OR TO VOTE AT SUCH GENERAL MEETINGS. FOR SO LONG AS ANY FAMILY MEMBER AND/OR FAMILY TRUST OF AN EMPLOYEE SHALL HOLD SHARES IN THE COMPANY ALL VOTES ATTACHING TO THE SHARES SO HELD SHALL ONLY BE VOTED BYOR UNDER THE DIRECTION OF THE EMPLOYEE, EXCEPT TO THE EXTENT OTHERWISE AGREED FROM TIME TO TIME BY INVESTOR CONSENT. IF ANY EQUITY DEFAULT PERIOD SUBSISTS THEN FROM THE DATE THAT AN UNDERPERFORMANCE NOTICE (AS DEFINED IN THE INVESTMENT AGREEMENT) IS SERVED PURSUANT TO CLAUSE 12 OF THE INVESTMENT AGREEMENT AND DURING THE EQUITY DEFAULT PERIOD, THE VOTING RIGHTS CONFERRED ON THE HOLDERS OF THE A ORDINARY SHARES PURSUANT TO ARTICLE 4.3.1 SHALL REPRESENT 90% OF THE VOTING RIGHTS ATTACHING TO ALL SHARES AFTER THE APPLICATION OF THIS ENHANCEMENT. ON COMPLETION OF A REALISATION THE PARTIES AGREE THAT THE EXIT PROCEEDS SHALL BE DISTRIBUTED, TO THE HOLDERS OF A ORDINARY SHARES AND ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER (AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE).

Class of Shares:	B4	Number allotted	55853
	ORDINARY	Aggregate nominal value:	558.53
Currency:	GBP		

Prescribed particulars

THE A ORDINARY SHARES AND ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS SAVE IS SET OUT BELOW AND SHALL BE SUBJECT TO THE FOLLOWING

RIGHTS AND RESTRICTIONS AND ALL DEFINED TERMS SHALL HAVE THE MEANINGS AS SET OUT IN THE COMPANY'S ARTICLES OF ASSOCIATION. SUMS DISTRIBUTED BY THE COMPANY IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED AMONGST THE A ORDINARY SHAREHOLDERS AND THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE). ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: FIRST, IN REPAYING TO THE A ORDINARY SHAREHOLDERS, THE SUBSCRIPTION PRICE OF EACH A ORDINARY SHARE HELD AND TO THE ORDINARY SHAREHOLDERS, THE SUBSCRIPTION PRICE OF EACH ORDINARY SHARE HELD (PRO RATA AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE); AND SECONDLY, SUBJECT TO ARTICLE 4.4, THE BALANCE (IF ANY) SHALL BE DISTRIBUTED AMONGST THE A ORDINARY SHAREHOLDERS AND THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE). (I) THE A ORDINARY SHAREHOLDERS AND THE HOLDERS OF THE B2 ORDINARY SHARES AND THE B3 ORDINARY SHARES SHALL HAVE THE RIGHT TO ATTEND AND SPEAK AT ALL GENERAL MEETINGS OF THE COMPANY; (II) ON A SHOW OF HANDS EVERY A ORDINARY SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY A PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE SHALL HAVE ONE VOTE AND ON A POLL EVERY A ORDINARY SHAREHOLDER WHO IS PRESENT IN PERSON OR BY A PROXY OR (BEING A CORPORATION) BY A REPRESENTATIVE SHALL HAVE ONE VOTE FOR EVERY A ORDINARY SHARE OF WHICH HE IS THE HOLDER UP TO A MAXIMUM AGGREGATE OF 75% OF THE TOTAL VOTES OF THE COMPANY (THE A ORDINARY SHARES CONFERRING (IN AGGREGATE) 75% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE A ORDINARY SHAREHOLDERS, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN SUCH HOLDERS ACCORDING LO THE NUMBER OF SHARES HELD BY EACH HOLDER); (III) THE B2 ORDINARY SHARES SHALL CONFER (IN AGGREGATE) 15% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE B2 ORDINARY SHARES, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN SUCH HOLDERS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER; (IV) THE R3 ORDINARY SHARES SHALL CONFER (IN AGGREGATE) 10% OF THE TOTAL VOTES OF THE COMPANY ON THE HOLDERS OF THE B3 ORDINARY SHARES, SUCH VOTES TO BE DIVIDED PRO RATA BETWEEN SUCH HOLDERS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER; AND

(V) THE HOLDERS OF THE B1 ORDINARY SHARES AND THE B4 ORDINARY SHARES SHALL HAVE THE RIGHT TO ATTEND GENERAL MEETINGS OF THE COMPANY BUT NOT TO SPEAK OR TO VOTE AT SUCH GENERAL MEETINGS. FOR SO LONG AS ANY FAMILY MEMBER AND/OR FAMILY TRUST OF AN EMPLOYEE SHALL HOLD SHARES IN THE COMPANY ALL VOTES ATTACHING TO THE SHARES SO HELD SHALL ONLY BE VOTED BYOR UNDER THE DIRECTION OF THE EMPLOYEE, EXCEPT TO THE EXTENT OTHERWISE AGREED FROM TIME TO TIME BY INVESTOR CONSENT. IF ANY EQUITY DEFAULT PERIOD SUBSISTS THEN FROM THE DATE THAT AN UNDERPERFORMANCE NOTICE (AS DEFINED IN THE INVESTMENT AGREEMENT) IS SERVED PURSUANT TO CLAUSE 12 OF THE INVESTMENT AGREEMENT AND DURING THE EQUITY DEFAULT PERIOD, THE VOTING RIGHTS CONFERRED ON THE HOLDERS OF THE A ORDINARY SHARES PURSUANT TO ARTICLE 4.3.1 SHALL REPRESENT 90% OF THE VOTING RIGHTS ATTACHING TO ALL SHARES AFTER THE APPLICATION OF THIS ENHANCEMENT. ON COMPLETION OF A REALISATION THE PARTIES AGREE THAT THE EXIT PROCEEDS SHALL BE DISTRIBUTED, TO THE HOLDERS OF A ORDINARY SHARES AND ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER (AS IF THE A ORDINARY SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE).

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	500000
		Total aggregate nominal value:	6799.96
		Total aggregate amount unpaid:	0

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1:	5833 B2 ORDINARY shares held as at the date of this confirmation statement
Name:	AUGUST EQUITY PARTNERS IV
Shareholding 2:	10000 B3 ORDINARY shares held as at the date of this confirmation statement
Name:	AUGUST EQUITY PARTNERS IV
Shareholding 3:	5853 B4 ORDINARY shares held as at the date of this confirmation statement
Name:	AUGUST EQUITY PARTNERS IV
Shareholding 4:	369081 A ORDINARY shares held as at the date of this confirmation statement
Name:	AUGUST EQUITY PARTNERS IV GENERAL PARTNER LLP
Shareholding 5:	8750 B4 ORDINARY shares held as at the date of this confirmation statement
Name:	CARON BEST
Shareholding 6:	7500 B4 ORDINARY shares held as at the date of this confirmation statement
Name:	RICHARD HOLMES
Shareholding 7:	1250 B4 ORDINARY shares held as at the date of this confirmation statement
Name:	AJAY LAD
Shareholding 8:	10000 B3 ORDINARY shares held as at the date of this confirmation statement
Name:	NEIL ANTONY LLOYD
Shareholding 9:	25000 B4 ORDINARY shares held as at the date of this confirmation statement
Name:	NEIL ANTONY LLOYD
Shareholding 10:	1250 B4 ORDINARY shares held as at the date of this confirmation statement
Name:	MICHELLE PAWSON
Shareholding 11:	2500 B4 ORDINARY shares held as at the date of this confirmation statement
Name:	QADOOS RASHID

Shareholding 12: **3750 B4 ORDINARY shares held as at the date of this confirmation statement**
Name: **RAVINDRA RATTAN**

Shareholding 13: **12912 B1 ORDINARY shares held as at the date of this confirmation statement**
Name: **JOHN SKELTON**

Shareholding 14: **8333 B2 ORDINARY shares held as at the date of this confirmation statement**
Name: **JOHN SKELTON**

Shareholding 15: **5833 transferred on 2020-11-24**
2500 B2 ORDINARY shares held as at the date of this confirmation statement
Name: **HEATH WALKER**

Shareholding 16: **417 transferred on 2020-11-24**
0 B4 ORDINARY shares held as at the date of this confirmation statement
Name: **HEATH WALKER**

Shareholding 17: **17155 B1 ORDINARY shares held as at the date of this confirmation statement**
Name: **LEE WORTHINGTON**

Shareholding 18: **8333 B2 ORDINARY shares held as at the date of this confirmation statement**
Name: **LEE WORTHINGTON**

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor