

SH01

Return of allotment of shares



Companies House



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✓ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

✗ **What this form is NOT for**
You cannot use this form to
give notice of shares taken by sub-
sidiary on formation of the company
for an allotment of a new class of
shares by an unlimited company.

MONDAY



LD3 *L79CWVK1*
02/07/2018 #57
COMPANIES HOUSE

1 Company details

Company number 1 0 6 6 4 5 4 5

Company name in full ELEMENT UK TOPCO LIMITED

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ①

From Date d 2 d 5 m 0 m 6 y 2 y 0 y 1 y 8
To Date d d m m y y y y

① Allotment date

If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

② Currency

If currency details are not
completed we will assume currency
is in pound sterling.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP (£)	B6 ORDINARY SHARES	977	£0.01	£511.7707267	NIL
GBP (£)	D1 SHARES	8,799	£0.0001	£102.3850046	NIL

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page

Please use a continuation page if
necessary.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

Transfer of £1,400,000 unsecured loan notes 2033 issued by Element UK Holdco Limited.

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

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

Currency table A

GBP (£)	A ORDINARY SHARES	73,045	£730.45	
GBP (£)	B1 ORDINARY SHARES	3,129	£48,012.075	
GBP (£)	B2 ORDINARY SHARES	1,565	£48,012.060	
Totals		77,739	£96,754.585	NIL

Currency table B

Totals				

Currency table C

Totals				

**Totals (including continuation
pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
995,776	£443,593.1349	£50,000.000

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

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5	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 .	
Class of share	A ORDINARY SHARES	
Prescribed particulars ①	Please see continuation pages.	
Class of share	B1 ORDINARY SHARES	
Prescribed particulars ①	Please see continuation pages.	
Class of share	B2 ORDINARY SHARES	
Prescribed particulars ①	Please see continuation pages.	

① Prescribed particulars of rights attached to shares


The particulars are:

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

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

Continuation page

Please use a Statement of Capital continuation page if necessary.

6	Signature	
	I am signing this form on behalf of the company.	
Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="flex-grow: 1;"> <div style="text-align: center; margin-bottom: 5px;">Signature</div>  </div> <div style="margin-left: 20px;">X</div> </div>	
	This form may be signed by: Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	

② 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.

③ Person authorised

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

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

KIRKLAND & ELLIS

INTERNATIONAL LLP

Address

30 ST MARY AXE

Post town

LONDON

County/Region

Postcode

E C 3 A 8 A F

Country

UNITED KINGDOM

DX

Telephone



Checklist

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in 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
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

Please give details of the shares allotted, including bonus shares.

If currency details are not completed we will assume currency is in pound sterling.

[illegible]

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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
GBP (£)	B3 ORDINARY SHARES	1,252	£51,212.880	
GBP (£)	B4 ORDINARY SHARES	556	£45,522.560	
GBP (£)	B5 ORDINARY SHARES	244	£25,000.000	
GBP (£)	B6 ORDINARY SHARES	1,185	£11.850	
GBP (£)	C ORDINARY SHARES	186,000	£18.600	
GBP (£)	D1 SHARES	726,600	£72.660	
GBP (£)	D2 SHARES	2,200	£225,000.000	
Totals		995,776	£443,593.1349	£50,000.000

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>(Page 1 of 3):</p> <p>On an Exit Event and on a distribution of assets on a liquidation, distribution or other return of capital, the assets of the company available for distribution among the shareholders shall be applied in paying to the holders of A Ordinary Shares in respect of each A Ordinary Share in the manner described by and in accordance with the steps set out in the schedule to the articles.</p> <p>The holders of A Ordinary Shares are entitled to receive notice of, attend and speak at general meetings of the company and to vote on resolutions (including written resolutions).</p> <p>Subject to article 32.1, on a vote on a show of hands at a meeting, each holder of A Ordinary Shares has one vote, and on a vote on a written resolution or on a poll taken at a meeting, each holder of A Ordinary Shares has one vote in respect of each A Ordinary Share held.</p> <p>Definitions:</p> <p>"Asset Sale" means a sale by the company or any other Group Company of all or substantially all of the Group's business, assets and undertakings to a single buyer or to one or more buyers as part of a single transaction or series of connected transactions (other than as part of a Reorganisation Transaction);</p> <p>"CapVest Investors" means CapVest Equity Partners III, L.P. (registered number: 1539) of Aztec Group House, 11-15 Seaton Place, St Helier, Jersey JE4 0QH, CapVest Equity Partners III B, L.P. (registered number: 1646) of Aztec Group House, 11-15 Seaton Place, St Helier, Jersey JE4 0QH, CapVest Equity Partners III C, L.P. (registered number: 16049) of Ogier House, The Esplanade, St Helier, Jersey JE4 0QH and CV Element III, L.P. (registered number: 2411) of Aztec Group House, PO Box 730, 11-15 Seaton Place, St. Helier, Jersey JE4 0QH;</p> <p>"Exit" means a Sale, Asset Sale, IPO or Winding-Up;</p> <p>"Exit Event" means completion of an Exit;</p> <p>"Group" means, together, the company and any undertaking which is a subsidiary undertaking of the company from time to time and references to "Group Company" shall be construed accordingly;</p> <p>(Continued on next page).</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>(Page 2 of 3):</p> <p>"Fund" means any fund, bank, company, unit trust, investment trust, investment company, limited, general or other partnership, industrial provident or friendly society, any collective investment scheme (as defined by the Financial Services and Markets Act 2000 (the "FSMA")), any investment professional (as defined in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion Order) 2005 (the "FPO")), any high net worth company, unincorporated association or partnership (as defined in article 49(2) (a) and (b) of the FPO) or any high value trust (as defined in article 49(6) of the FPO), any pension fund or insurance company or any person who is an authorised person under FSMA;</p> <p>"Investors" means:</p> <ul style="list-style-type: none"> (i) each CapVest Investor for so long as such CapVest Investor (or any person who holds the legal title to shares as nominee, custodian or trustee on their behalf) hold any shares; (ii) any Investor Associate for so long as it holds any Shares; and (iii) any other person who undertakes to perform the obligations of an Investor under any Relevant Agreement pursuant to the terms of a deed of adherence entered into in accordance with the terms of any Relevant Agreement; <p>"Investor Associate" means, in relation to an Investor:</p> <ul style="list-style-type: none"> (i) each member of that Investor's Investor Group (other than the Investor itself); (ii) any general partner, limited partner or other partner in, or trustee, nominee, custodian, operator or manager of that Investor or any member of its Investor Group; (iii) any group undertaking of any general partner, trustee, nominee, custodian, operator or manager of that Investor or any member of its Investor Group (excluding any portfolio company thereof); (iv) any Fund which has the same general partner, trustee, nominee, operator, manager as that Investor or any member of its Investor Group; (v) any Fund which is advised, or the assets of which (or some material part thereof) are managed (whether solely or jointly with others), by that Investor or any member of its Investor Group; or (vi) any Fund in respect of which that Investor or any member of its Investor Group is a general partner, manager or investment adviser; <p>"Investor Group" means in relation to an Investor, that Investor and its subsidiary undertakings or, as the case may be, that Investor, any parent undertaking of that Investor and any other subsidiary undertaking of any such parent undertaking from time to time (in each case, excluding any portfolio company thereof) and references to "member" or "members" of the or an "Investor Group" shall be construed accordingly;</p> <p>(Continued on next page).</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>(Page 3 of 3):</p> <p>"IPO" means the admission of the whole of any class of the issued share capital of any Group Company (including any New Holding Company) to trading on a regulated market or other recognised investment exchange;</p> <p>"New Holding Company" means any new holding company of the Group formed for the purposes of facilitating a Reorganisation Transaction, Refinancing or IPO;</p> <p>"Refinancing" shall have the same meaning as contained in any Relevant Agreement;</p> <p>"Relevant Agreement" means any agreement entered into among the company and the holders of a majority of the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares on the date of adoption of the articles (as such agreement may be amended, supplemented or replaced from time to time in accordance with the terms of such agreement);</p> <p>"Reorganisation Transaction" shall have the same meaning as contained in any Relevant Agreement;</p> <p>"Sale" means the sale of any shares to a third party on arm's length terms as part of a single transaction or a series of related transactions which results in the CapVest Investors and their Investor Associates together ceasing to hold (in aggregate) 50% or more of the A Ordinary Shares;</p> <p>"shares" means shares in the company; and</p> <p>"Winding-Up" means a distribution pursuant to a winding up, dissolution or liquidation of the Company or any New Holding Company.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B1 ORDINARY SHARES	
Prescribed particulars	<p>On an Exit Event and on a distribution of assets on a liquidation, distribution or other return of capital, the assets of the company available for distribution among the shareholders shall be applied in paying to the holders of B Ordinary Shares in respect of each B Ordinary Share in the manner described by and in accordance with the steps set out in the schedule to the articles.</p> <p>The holders of B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, B4 Ordinary Shares and B5 Ordinary Shares shall be entitled to receive notice of, attend and speak at general meetings of the company and to vote on resolutions (including written resolutions) such that the holders of each such class of B Ordinary Shares shall have in aggregate, on a vote on a show of hands at a meeting, and on a vote on a written resolution or on a poll taken at a meeting, 5% (and no more than 5%) of the company's total voting rights.</p> <p>The definitions applicable to A Ordinary Shares shall also be applicable to B1 Ordinary Shares.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B2 ORDINARY SHARES	
Prescribed particulars	<p>On an Exit Event and on a distribution of assets on a liquidation, distribution or other return of capital, the assets of the company available for distribution among the shareholders shall be applied in paying to the holders of B Ordinary Shares in respect of each B Ordinary Share in the manner described by and in accordance with the steps set out in the schedule to the articles.</p> <p>The holders of B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, B4 Ordinary Shares and B5 Ordinary Shares shall be entitled to receive notice of, attend and speak at general meetings of the company and to vote on resolutions (including written resolutions) such that the holders of each such class of B Ordinary Shares shall have in aggregate, on a vote on a show of hands at a meeting, and on a vote on a written resolution or on a poll taken at a meeting, 5% (and no more than 5%) of the company's total voting rights.</p> <p>The definitions applicable to A Ordinary Shares shall also be applicable to B2 Ordinary Shares.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B3 ORDINARY SHARES	
Prescribed particulars	<p>On an Exit Event and on a distribution of assets on a liquidation, distribution or other return of capital, the assets of the company available for distribution among the shareholders shall be applied in paying to the holders of B Ordinary Shares in respect of each B Ordinary Share in the manner described by and in accordance with the steps set out in the schedule to the articles.</p> <p>The holders of B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, B4 Ordinary Shares and B5 Ordinary Shares shall be entitled to receive notice of, attend and speak at general meetings of the company and to vote on resolutions (including written resolutions) such that the holders of each such class of B Ordinary Shares shall have in aggregate, on a vote on a show of hands at a meeting, and on a vote on a written resolution or on a poll taken at a meeting, 5% (and no more than 5%) of the company's total voting rights.</p> <p>The definitions applicable to A Ordinary Shares shall also be applicable to B3 Ordinary Shares.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B4 ORDINARY SHARES	
Prescribed particulars	<p>On an Exit Event and on a distribution of assets on a liquidation, distribution or other return of capital, the assets of the company available for distribution among the shareholders shall be applied in paying to the holders of B Ordinary Shares in respect of each B Ordinary Share in the manner described by and in accordance with the steps set out in the schedule to the articles.</p> <p>The holders of B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, B4 Ordinary Shares and B5 Ordinary Shares shall be entitled to receive notice of, attend and speak at general meetings of the company and to vote on resolutions (including written resolutions) such that the holders of each such class of B Ordinary Shares shall have in aggregate, on a vote on a show of hands at a meeting, and on a vote on a written resolution or on a poll taken at a meeting, 5% (and no more than 5%) of the company's total voting rights.</p> <p>The definitions applicable to A Ordinary Shares shall also be applicable to B4 Ordinary Shares.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B5 ORDINARY SHARES	
Prescribed particulars	<p>On an Exit Event and on a distribution of assets on a liquidation, distribution or other return of capital, the assets of the company available for distribution among the shareholders shall be applied in paying to the holders of B Ordinary Shares in respect of each B Ordinary Share in the manner described by and in accordance with the steps set out in the schedule to the articles.</p> <p>The holders of B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, B4 Ordinary Shares and B5 Ordinary Shares shall be entitled to receive notice of, attend and speak at general meetings of the company and to vote on resolutions (including written resolutions) such that the holders of each such class of B Ordinary Shares shall have in aggregate, on a vote on a show of hands at a meeting, and on a vote on a written resolution or on a poll taken at a meeting, 5% (and no more than 5%) of the company's total voting rights.</p> <p>The definitions applicable to A Ordinary Shares shall also be applicable to B5 Ordinary Shares.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	B6 ORDINARY SHARES	
Prescribed particulars	<p>On an Exit Event and on a distribution of assets on a liquidation, distribution or other return of capital, the assets of the company available for distribution among the shareholders shall be applied in paying to the holders of B Ordinary Shares in respect of each B Ordinary Share in the manner described by and in accordance with the steps set out in the schedule to the articles.</p> <p>The holders of B6 Ordinary Shares shall not be entitled to receive notice of, attend and speak at general meetings of the company or to vote on any resolutions (including written resolutions).</p> <p>The definitions applicable to A Ordinary Shares shall also be applicable to B6 Ordinary Shares.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY SHARES
Prescribed particulars	<p>On an Exit Event and on a distribution of assets on a liquidation, distribution or other return of capital, the assets of the company available for distribution among the shareholders shall be applied in paying to the holders of C Ordinary Shares in respect of each C Ordinary Share in the manner described by and in accordance with the steps set out in the schedule to the articles.</p> <p>The holders of C Ordinary Shares shall not be entitled to receive notice of, attend and speak at general meetings of the company or to vote on any resolutions (including written resolutions).</p> <p>The definitions applicable to A Ordinary Shares shall also be applicable to C Ordinary Shares.</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D1 SHARES	
Prescribed particulars	(Page 1 of 2)	
	<p>On an Exit Event and on a distribution of assets on a liquidation, distribution or other return of capital, the assets of the company available for distribution among the shareholders shall be applied in paying to the holders of D Shares in respect of each D Share in the manner described by and in accordance with the steps set out in the schedule to the articles.</p>	
	<p>Without prejudice to article 35.1, the D Shares shall have no entitlement to receive (and shall not be paid) any dividends.</p>	
	<p>The D Shares are, subject to the Companies Act 2006, redeemable at the company's option at any time by written notice to the holders of D Shares specifying the number of D Shares to be redeemed and a date on which the redemption is to take place (the "Redemption Date").</p>	
	<p>If the company is, at any time, redeeming only some of the D Shares then in issue, the number of D Shares to be redeemed shall (subject to any contrary agreement in writing between the company and all of the holders of D Shares and entered into on or before the Redemption Date) be apportioned between the holders of D Shares pro rata to the number of D Shares held by them on the relevant Redemption Date (as if D1 Shares and D2 Shares were one class).</p>	
	<p>On a Redemption Date, each holder of D Shares to be redeemed shall deliver to the company the certificate(s) for such D Shares for cancellation (or an indemnity in respect of any lost share certificate in a form reasonably satisfactory to the directors), and if a certificate includes any D Shares that are not to be redeemed, the company shall issue a new certificate for the balance.</p>	
	(Continued on next page).	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D1 SHARES	
Prescribed particulars	<p data-bbox="349 436 501 470">(Page 2 of 2)</p> <p data-bbox="349 492 1126 1019">On delivery of the relevant share certificate (or an indemnity in respect of any lost share certificate) in accordance with article 36.3 (or, in respect of a redemption on an IPO, immediately after the IPO), the company shall pay to the holder (or, in the case of joint holders, to the holder whose name stands first in the register of members) of each redeemed D Share the price for which that D Share was issued (including any premium) (or, if lower, an amount equal to the price for which that D Share was issued (including any premium) less the amount of any returns already paid in respect of such D Share in accordance with article 35.1), which, to the extent that the company has funds that may lawfully be applied in redeeming the D Shares, shall become a debt due from and immediately payable by the company and the company shall not be entitled to opt to redeem any D Shares prior to an Exit Event unless the company has funds (equal to the full amount payable on redemption of those D Shares) that may lawfully be applied on the relevant Redemption Date in redeeming the relevant D Shares and such funds are available to be paid on the Redemption Date.</p> <p data-bbox="349 1041 1102 1131">The holders of D Shares shall not be entitled to receive notice of, attend and speak at general meetings of the company or to vote on any resolutions (including written resolutions).</p> <p data-bbox="349 1153 1027 1220">The definitions applicable to A Ordinary Shares shall also be applicable to D1 Shares.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D2 SHARES	
Prescribed particulars	(Page 1 of 2)	
	<p>On an Exit Event and on a distribution of assets on a liquidation, distribution or other return of capital, the assets of the company available for distribution among the shareholders shall be applied in paying to the holders of D Shares in respect of each D Share in the manner described by and in accordance with the steps set out in the schedule to the articles.</p> <p>Without prejudice to article 35.1, the D Shares shall have no entitlement to receive (and shall not be paid) any dividends.</p> <p>The D Shares are, subject to the Companies Act 2006, redeemable at the company's option at any time by written notice to the holders of D Shares specifying the number of D Shares to be redeemed and a date on which the redemption is to take place (the "Redemption Date").</p> <p>If the company is, at any time, redeeming only some of the D Shares then in issue, the number of D Shares to be redeemed shall (subject to any contrary agreement in writing between the company and all of the holders of D Shares and entered into on or before the Redemption Date) be apportioned between the holders of D Shares pro rata to the number of D Shares held by them on the relevant Redemption Date (as if D1 Shares and D2 Shares were one class).</p> <p>On a Redemption Date, each holder of D Shares to be redeemed shall deliver to the company the certificate(s) for such D Shares for cancellation (or an indemnity in respect of any lost share certificate in a form reasonably satisfactory to the directors), and if a certificate includes any D Shares that are not to be redeemed, the company shall issue a new certificate for the balance.</p> <p>(Continued on next page).</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D2 SHARES	
Prescribed particulars	<p data-bbox="352 432 501 463">(Page 2 of 2)</p> <p data-bbox="352 495 1129 1010">On delivery of the relevant share certificate (or an indemnity in respect of any lost share certificate) in accordance with article 36.3 (or, in respect of a redemption on an IPO, immediately after the IPO), the company shall pay to the holder (or, in the case of joint holders, to the holder whose name stands first in the register of members) of each redeemed D Share the price for which that D Share was issued (including any premium) (or, if lower, an amount equal to the price for which that D Share was issued (including any premium) less the amount of any returns already paid in respect of such D Share in accordance with article 35.1), which, to the extent that the company has funds that may lawfully be applied in redeeming the D Shares, shall become a debt due from and immediately payable by the company and the company shall not be entitled to opt to redeem any D Shares prior to an Exit Event unless the company has funds (equal to the full amount payable on redemption of those D Shares) that may lawfully be applied on the relevant Redemption Date in redeeming the relevant D Shares and such funds are available to be paid on the Redemption Date.</p> <p data-bbox="352 1041 1104 1126">The holders of D Shares shall not be entitled to receive notice of, attend and speak at general meetings of the company or to vote on any resolutions (including written resolutions).</p> <p data-bbox="352 1158 1029 1211">The definitions applicable to A Ordinary Shares shall also be applicable to D2 Shares.</p>	