

# SH01

## Return of allotment of shares



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[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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

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

WEDNESDAY



A23 11/10/2017 #336  
COMPANIES HOUSE

### 1 Company details

Company number 1 0 9 2 3 2 0 0

Company name in full Ensek Holdings 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 0 3 m 1 0 y 2 0 1 7  
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
	See continuation page				

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)

### Return of allotment of shares

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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.

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
186763	24862.33	0

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

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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**.

Class of share

See continuation pages

Prescribed particulars

1

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

**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.

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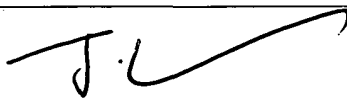
**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director 2, Secretary, Person authorised 3, 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 Rachael Russell

Company name Browne Jacobson LLP

Address Mowbray House

Castle Meadow Road

Post town Nottingham

County/Region

Postcode N G 2 1 B J

Country United Kingdom

DX DX 718130 Nottingham 27

Telephone 0115 976 6000



### 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.



### 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.



### Further information

For further information please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)

## Shares allotted

## 2 Currency

[illegible]

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## Return of allotment of shares

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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	A1 Ordinary	78408	7,840.80	
GBP	A2 Ordinary	8712	871.20	
GBP	B1 Ordinary	51486	5,148.60	
GBP	B2 Ordinary	1921	19.21	
GBP	C1 Ordinary	25228	2,522.80	
GBP	C2 Ordinary	8086	4,043.00	
GBP	C3 Ordinary	8750	4,375.00	
GBP	C4 Ordinary	172	1.72	
GBP	C5 Ordinary	4000	40.00	
Totals		186763	24,862.33	0

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A1 shares	
Prescribed particulars	<p><b>Voting</b> - Subject to articles 3.5.3, 6.4 and 6.9.2, the A1 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 to exercise one vote per Share provided that for so long as an LDC Entity shall be the legal and/or beneficial owner of Shares, such Shares so held by LDC Entities shall not together confer more than 49.9% of the total voting rights of all Shares at any time (subject always to article 3.5.3).</p> <p><b>Dividends</b> - Unless the Members' resolution to declare, or the Directors' decision to pay, a dividend, or to the extent that the terms on which Shares are issued, specify otherwise, all dividends must be paid by reference to each Member's holding of Shares on the date of the resolution or decision to declare or pay it. If the Company's share capital is divided into different classes, no interim dividend may be paid on Shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.</p> <p><b>Capital</b> - On a Realisation or a return of assets on a reduction of capital or otherwise (other than an own share purchase made with Investor Approval), the surplus assets of the Company remaining after payment of its liabilities (on an Asset Sale or Liquidation) or the proceeds (in the case of a Share Sale, Listing or capital reduction or otherwise) shall be applied as follows (and before Exit Costs which shall be allocated to the Members according to their pro rata receipt of such surplus assets or proceeds):</p> <p>(a) firstly, the surplus assets or proceeds up to the First Threshold Amount shall be applied between the holders of the A1 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares and C4 Ordinary Shares (pari passu as if the same constituted one class of Share and by reference to the number of such Shares in issue) and for the avoidance of doubt the A2 Ordinary Shares, C3 Ordinary Shares and C5 Ordinary Shares shall have no entitlement up to the First Threshold Amount;</p> <p>(b) secondly, the surplus assets or proceeds above the First Threshold Amount up to and including the Second Threshold Amount which is available to the Members shall be applied between all Shares (pari passu as if the same constituted one class of Share and by reference to the number of Shares in issue);</p>	

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### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A1 shares (continued)
Prescribed particulars	<p>(c)thirdly, the surplus assets or proceeds above the Second Threshold Amount ("Second Threshold Surplus") which is available to all of the Members shall be applied as follows:</p> <p>i. the holders of the A Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue but excluding for this purpose the surplus assets or proceeds of the Second Threshold Surplus which would otherwise be attributable to 15% of the total number of Shares in issue (such excluded amount being apportioned pro rata between the holders of the A Ordinary Shares)) of the Second Threshold Surplus;</p> <p>ii. the holders of the C3 Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue) of the Second Threshold Surplus and ignoring the exclusion of A Ordinary Shares under article 3.2.3 (a) above; and</p> <p>iii.the balance of the surplus assets or proceeds after the application of article 3.2.3 (a) and (b) (including, for the avoidance of doubt, the amounts excluded under article 3.2.3 (a) above) shall be applied to the holders of the B Ordinary Shares and C Ordinary Shares other than the C3 ordinary Shares (pari passu as if the same constituted one class of Share according to the number of B Ordinary Shares and C Ordinary Shares in issue and held by them) (excluding the C3 Ordinary Shares for these purposes);</p> <p><b>Redemption</b> - the A1 Ordinary Shares are not liable to be redeemed.</p>



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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A2 shares
Prescribed particulars	<p><b>Voting</b> - The A2 Ordinary Shares shall not confer on any holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at any general meeting of the Company nor to vote on any written resolutions or any poll.</p> <p><b>Dividends</b> - Unless the Members' resolution to declare, or the Directors' decision to pay, a dividend, or to the extent that the terms on which Shares are issued, specify otherwise, all dividends must be paid by reference to each Member's holding of Shares on the date of the resolution or decision to declare or pay it. If the Company's share capital is divided into different classes, no interim dividend may be paid on Shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.</p> <p><b>Capital</b> - On a Realisation or a return of assets on a reduction of capital or otherwise (other than an own share purchase made with Investor Approval), the surplus assets of the Company remaining after payment of its liabilities (on an Asset Sale or Liquidation) or the proceeds (in the case of a Share Sale, Listing or capital reduction or otherwise) shall be applied as follows (and before Exit Costs which shall be allocated to the Members according to their pro rata receipt of such surplus assets or proceeds):</p> <p>(a) firstly, the surplus assets or proceeds up to the First Threshold Amount shall be applied between the holders of the A1 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares and C4 Ordinary Shares (pari passu as if the same constituted one class of Share and by reference to the number of such Shares in issue) and for the avoidance of doubt the A2 Ordinary Shares, C3 Ordinary Shares and C5 Ordinary Shares shall have no entitlement up to the First Threshold Amount;</p> <p>(b) secondly, the surplus assets or proceeds above the First Threshold Amount up to and including the Second Threshold Amount which is available to the Members shall be applied between all Shares (pari passu as if the same constituted one class of Share and by reference to the number of Shares in issue);</p>

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A2 shares (continued)	
Prescribed particulars	<p>(c) thirdly, the surplus assets or proceeds above the Second Threshold Amount ("Second Threshold Surplus") which is available to all of the Members shall be applied as follows:</p> <p>i. the holders of the A Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue but excluding for this purpose the surplus assets or proceeds of the Second Threshold Surplus which would otherwise be attributable to 15% of the total number of Shares in issue (such excluded amount being apportioned pro rata between the holders of the A Ordinary Shares)) of the Second Threshold Surplus;</p> <p>ii. the holders of the C3 Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue) of the Second Threshold Surplus and ignoring the exclusion of A Ordinary Shares under article 3.2.3 (a) above; and</p> <p>iii. the balance of the surplus assets or proceeds after the application of article 3.2.3 (a) and (b) (including, for the avoidance of doubt, the amounts excluded under article 3.2.3 (a) above) shall be applied to the holders of the B Ordinary Shares and C Ordinary Shares other than the C3 ordinary Shares (pari passu as if the same constituted one class of Share according to the number of B Ordinary Shares and C Ordinary Shares in issue and held by them) (excluding the C3 Ordinary Shares for these purposes);</p> <p><b>Redemption</b> - the A2 Ordinary Shares are not liable to be redeemed.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B1 shares	
Prescribed particulars	<p><b>Voting</b> - Subject to articles 3.5.3, 6.4 and 6.9.2, the B1 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 to exercise one vote per Share provided that for so long as an LDC Entity shall be the legal and/or beneficial owner of Shares, such Shares so held by LDC Entities shall not together confer more than 49.9% of the total voting rights of all Shares at any time (subject always to article 3.5.3).</p> <p><b>Dividends</b> - Unless the Members' resolution to declare, or the Directors' decision to pay, a dividend, or to the extent that the terms on which Shares are issued, specify otherwise, all dividends must be paid by reference to each Member's holding of Shares on the date of the resolution or decision to declare or pay it. If the Company's share capital is divided into different classes, no interim dividend may be paid on Shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.</p> <p><b>Capital</b> - On a Realisation or a return of assets on a reduction of capital or otherwise (other than an own share purchase made with Investor Approval), the surplus assets of the Company remaining after payment of its liabilities (on an Asset Sale or Liquidation) or the proceeds (in the case of a Share Sale, Listing or capital reduction or otherwise) shall be applied as follows (and before Exit Costs which shall be allocated to the Members according to their pro rata receipt of such surplus assets or proceeds):</p> <p>(a) firstly, the surplus assets or proceeds up to the First Threshold Amount shall be applied between the holders of the A1 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares and C4 Ordinary Shares (pari passu as if the same constituted one class of Share and by reference to the number of such Shares in issue) and for the avoidance of doubt the A2 Ordinary Shares, C3 Ordinary Shares and C5 Ordinary Shares shall have no entitlement up to the First Threshold Amount;</p>	

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B1 shares (continued)
Prescribed particulars	<p>(b)secondly,the surplus assets or proceeds above the First Threshold Amount up to and including the Second Threshold Amount which is available to the Members shall be applied between all Shares (pari passu as if the same constituted one class of Share and by reference to the number of Shares in issue);</p> <p>(c)thirdly, the surplus assets or proceeds above the Second Threshold Amount ("Second Threshold Surplus") which is available to all of the Members shall be applied as follows:</p> <p>i.the holders of the A Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue but excluding for this purpose the surplus assets or proceeds of the Second Threshold Surplus which would otherwise be attributable to 15% of the total number of Shares in issue (such excluded amount being apportioned pro rata between the holders of the A Ordinary Shares)) of the Second Threshold Surplus;</p> <p>ii.the holders of the C3 Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue) of the Second Threshold Surplus and ignoring the exclusion of A Ordinary Shares under article 3.2.3 (a)above; and</p> <p>iii.the balance of the surplus assets or proceeds after the application of article 3.2.3 (a)and(b)(including, for the avoidance of doubt, the amounts excluded under article 3.2.3 (a) above) shall be applied to the holders of the B Ordinary Shares and C Ordinary Shares other than the C3 ordinary Shares (pari passu as if the same constituted one class of Share according to the number of B Ordinary Shares and C Ordinary Shares in issue and held by them) excluding the C3 Ordinary Shares for these purposes);(d) Notwithstanding the above provisions of this article 3.2, in respect of any Leaver (who is a Very Bad Leaver or a Bad Leaver (as applicable)) who is a holder of B Ordinary Shares and / or C Ordinary Shares and who continues to hold such Shares, the maximum entitlement of any such Shareholder in respect of any B Ordinary Shares and / or C Ordinary Shares held by them on a Realisation will be the Very Bad Leaver Price or the Bad Leaver Price (as applicable), and accordingly any excess assets or proceeds which would have been payable to th such Shareholder shall be distributed amongst the other holders of Shares according to the principles set out in articles 3.2.1, 3.2.2 and 3.2.3.</p> <p><b>Redemption</b> - the B1 Ordinary Shares are not liable to be redeemed.</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B2 shares	
Prescribed particulars	<p><b>Voting</b> - The B2 Ordinary Shares shall not confer on any holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at any general meeting of the Company nor to vote on any written resolutions or any poll.</p>	
	<p><b>Dividends</b> - Unless the Members' resolution to declare, or the Directors' decision to pay, a dividend, or to the extent that the terms on which Shares are issued, specify otherwise, all dividends must be paid by reference to each Member's holding of Shares on the date of the resolution or decision to declare or pay it. If the Company's share capital is divided into different classes, no interim dividend may be paid on Shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.</p>	
	<p><b>Capital</b> - On a Realisation or a return of assets on a reduction of capital or otherwise (other than an own share purchase made with Investor Approval), the surplus assets of the Company remaining after payment of its liabilities (on an Asset Sale or Liquidation) or the proceeds (in the case of a Share Sale, Listing or capital reduction or otherwise) shall be applied as follows (and before Exit Costs which shall be allocated to the Members according to their pro rata receipt of such surplus assets or proceeds):</p>	
	<p>(a) firstly, the surplus assets or proceeds up to the First Threshold Amount shall be applied between the holders of the A1 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares and C4 Ordinary Shares (pari passu as if the same constituted one class of Share and by reference to the number of such Shares in issue) and for the avoidance of doubt the A2 Ordinary Shares, C3 Ordinary Shares and C5 Ordinary Shares shall have no entitlement up to the First Threshold Amount;</p>	
	<p>(b) secondly, the surplus assets or proceeds above the First Threshold Amount up to and including the Second Threshold Amount which is available to the Members shall be applied between all Shares (pari passu as if the same constituted one class of Share and by reference to the number of Shares in issue);</p>	

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B2 shares (continued)
Prescribed particulars	<p>(c) thirdly, the surplus assets or proceeds above the Second Threshold Amount ("Second Threshold Surplus") which is available to all of the Members shall be applied as follows:</p> <p>i. the holders of the A Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue but excluding for this purpose the surplus assets or proceeds of the Second Threshold Surplus which would otherwise be attributable to 15% of the total number of Shares in issue (such excluded amount being apportioned pro rata between the holders of the A Ordinary Shares)) of the Second Threshold Surplus;</p> <p>ii. the holders of the C3 Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue) of the Second Threshold Surplus and ignoring the exclusion of A Ordinary Shares under article 3.2.3 (a) above; and</p> <p>iii. the balance of the surplus assets or proceeds after the application of article 3.2.3 (a) and (b) (including, for the avoidance of doubt, the amounts excluded under article 3.2.3 (a) above) shall be applied to the holders of the B Ordinary Shares and C Ordinary Shares other than the C3 ordinary Shares (pari passu as if the same constituted one class of Share according to the number of B Ordinary Shares and C Ordinary Shares in issue and held by them) (excluding the C3 Ordinary Shares for these purposes);</p> <p>(d) Notwithstanding the above provisions of this article 3.2, in respect of any Leaver (who is a Very Bad Leaver or a Bad Leaver (as applicable)) who is a holder of B Ordinary Shares and / or C Ordinary Shares and who continues to hold such Shares, the maximum entitlement of any such Shareholder in respect of any B Ordinary Shares and / or C Ordinary Shares held by them on a Realisation will be the Very Bad Leaver Price or the Bad Leaver Price (as applicable), and accordingly any excess assets or proceeds which would have been payable to the such Shareholder shall be distributed amongst the other holders of Shares according to the principles set out in articles 3.2.1, 3.2.2 and 3.2.3.</p> <p><b>Redemption</b> - the B2 Ordinary Shares are not liable to be redeemed.</p>

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C1 shares
Prescribed particulars	<p><b>Voting</b> - Subject to articles 3.5.3, 6.4 and 6.9.2, the C1 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 to exercise one vote per Share provided that for so long as an LDC Entity shall be the legal and/or beneficial owner of Shares, such Shares so held by LDC Entities shall not together confer more than 49.9% of the total voting rights of all Shares at any time (subject always to article 3.5.3).</p> <p><b>Dividends</b> - Unless the Members' resolution to declare, or the Directors' decision to pay, a dividend, or to the extent that the terms on which Shares are issued, specify otherwise, all dividends must be paid by reference to each Member's holding of Shares on the date of the resolution or decision to declare or pay it. If the Company's share capital is divided into different classes, no interim dividend may be paid on Shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.</p> <p><b>Capital</b> - On a Realisation or a return of assets on a reduction of capital or otherwise (other than an own share purchase made with Investor Approval), the surplus assets of the Company remaining after payment of its liabilities (on an Asset Sale or Liquidation) or the proceeds (in the case of a Share Sale, Listing or capital reduction or otherwise) shall be applied as follows (and before Exit Costs which shall be allocated to the Members according to their pro rata receipt of such surplus assets or proceeds):</p> <p>(a) firstly, the surplus assets or proceeds up to the First Threshold Amount shall be applied between the holders of the A1 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares and C4 Ordinary Shares (pari passu as if the same constituted one class of Share and by reference to the number of such Shares in issue) and for the avoidance of doubt the A2 Ordinary Shares, C3 Ordinary Shares and C5 Ordinary Shares shall have no entitlement up to the First Threshold Amount;</p> <p>(b) secondly, the surplus assets or proceeds above the First Threshold Amount up to and including the Second Threshold Amount which is available to the Members shall be applied between all Shares (pari passu as if the same constituted one class of Share and by reference to the number of Shares in issue);</p>

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C1 shares (continued)
Prescribed particulars	<p>(c) thirdly, the surplus assets or proceeds above the Second Threshold Amount ("Second Threshold Surplus") which is available to all of the Members shall be applied as follows:</p> <p>i. the holders of the A Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue but excluding for this purpose the surplus assets or proceeds of the Second Threshold Surplus which would otherwise be attributable to 15% of the total number of Shares in issue (such excluded amount being apportioned pro rata between the holders of the A Ordinary Shares)) of the Second Threshold Surplus;</p> <p>ii. the holders of the C3 Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue) of the Second Threshold Surplus and ignoring the exclusion of A Ordinary Shares under article 3.2.3 (a) above; and</p> <p>iii. the balance of the surplus assets or proceeds after the application of article 3.2.3 (a) and (b) (including, for the avoidance of doubt, the amounts excluded under article 3.2.3 (a) above) shall be applied to the holders of the B Ordinary Shares and C Ordinary Shares other than the C3 ordinary Shares (pari passu as if the same constituted one class of Share according to the number of B Ordinary Shares and C Ordinary Shares in issue and held by them) (excluding the C3 Ordinary Shares for these purposes);</p> <p>(d) Notwithstanding the above provisions of this article 3.2, in respect of any Leaver (who is a Very Bad Leaver or a Bad Leaver (as applicable)) who is a holder of B Ordinary Shares and / or C Ordinary Shares and who continues to hold such Shares, the maximum entitlement of any such Shareholder in respect of any B Ordinary Shares and / or C Ordinary Shares held by them on a Realisation will be the Very Bad Leaver Price or the Bad Leaver Price (as applicable), and accordingly any excess assets or proceeds which would have been payable to the such Shareholder shall be distributed amongst the other holders of Shares according to the principles set out in articles 3.2.1, 3.2.2 and 3.2.3.</p> <p><b>Redemption</b> - the C1 Ordinary Shares are not liable to be redeemed.</p>



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## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C2 shares	
Prescribed particulars	<p><b>Voting</b> - Subject to articles 3.5.3, 6.4 and 6.9.2, the C2 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 to exercise one vote per Share provided that for so long as an LDC Entity shall be the legal and/or beneficial owner of Shares, such Shares so held by LDC Entities shall not together confer more than 49.9% of the total voting rights of all Shares at any time (subject always to article 3.5.3).</p> <p><b>Dividends</b> - Unless the Members' resolution to declare, or the Directors' decision to pay, a dividend, or to the extent that the terms on which Shares are issued, specify otherwise, all dividends must be paid by reference to each Member's holding of Shares on the date of the resolution or decision to declare or pay it. If the Company's share capital is divided into different classes, no interim dividend may be paid on Shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.</p> <p><b>Capital</b> - On a Realisation or a return of assets on a reduction of capital or otherwise (other than an own share purchase made with Investor Approval), the surplus assets of the Company remaining after payment of its liabilities (on an Asset Sale or Liquidation) or the proceeds (in the case of a Share Sale, Listing or capital reduction or otherwise) shall be applied as follows (and before Exit Costs which shall be allocated to the Members according to their pro rata receipt of such surplus assets or proceeds):</p> <p>(a) firstly, the surplus assets or proceeds up to the First Threshold Amount shall be applied between the holders of the A1 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares and C4 Ordinary Shares (pari passu as if the same constituted one class of Share and by reference to the number of such Shares in issue) and for the avoidance of doubt the A2 Ordinary Shares, C3 Ordinary Shares and C5 Ordinary Shares shall have no entitlement up to the First Threshold Amount;</p> <p>(b) secondly, the surplus assets or proceeds above the First Threshold Amount up to and including the Second Threshold Amount which is available to the Members shall be applied between all Shares (pari passu as if the same constituted one class of Share and be reference to the number of Shares in issue);</p>	

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C2 shares (continued)
Prescribed particulars	<p>(c) thirdly, the surplus assets or proceeds above the Second Threshold Amount ("Second Threshold Surplus") which is available to all of the Members shall be applied as follows:</p> <p>i. the holders of the A Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue but excluding for this purpose the surplus assets or proceeds of the Second Threshold Surplus which would otherwise be attributable to 15% of the total number of Shares in issue (such excluded amount being apportioned pro rata between the holders of the A Ordinary Shares)) of the Second Threshold Surplus;</p> <p>ii. the holders of the C3 Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue) of the Second Threshold Surplus and ignoring the exclusion of A Ordinary Shares under article 3.2.3 (a) above; and</p> <p>iii. the balance of the surplus assets or proceeds after the application of article 3.2.3 (a) and (b) (including, for the avoidance of doubt, the amounts excluded under article 3.2.3 (a) above) shall be applied to the holders of the B Ordinary Shares and C Ordinary Shares other than the C3 ordinary Shares (pari passu as if the same constituted one class of Share according to the number of B Ordinary Shares and C Ordinary Shares in issue and held by them) (excluding the C3 Ordinary Shares for these purposes);</p> <p>(d) Notwithstanding the above provisions of this article 3.2, in respect of any Leaver (who is a Very Bad Leaver or a Bad Leaver (as applicable)) who is a holder of B Ordinary Shares and / or C Ordinary Shares and who continues to hold such Shares, the maximum entitlement of any such Shareholder in respect of any B Ordinary Shares and / or C Ordinary Shares held by them on a Realisation will be the Very Bad Leaver Price or the Bad Leaver Price (as applicable), and accordingly any excess assets or proceeds which would have been payable to the such Shareholder shall be distributed amongst the other holders of Shares according to the principles set out in articles 3.2.1, 3.2.2 and 3.2.3.</p> <p><b>Redemption</b> - the C2 Ordinary Shares are not liable to be redeemed.</p>

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C3 shares
Prescribed particulars	<p><b>Voting</b> - Subject to articles 3.5.3, 6.4 and 6.9.2, the C3 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 to exercise one vote per Share provided that for so long as an LDC Entity shall be the legal and/or beneficial owner of Shares, such Shares so held by LDC Entities shall not together confer more than 49.9% of the total voting rights of all Shares at any time (subject always to article 3.5.3).</p> <p><b>Dividends</b> - Unless the Members' resolution to declare, or the Directors' decision to pay, a dividend, or to the extent that the terms on which Shares are issued, specify otherwise, all dividends must be paid by reference to each Member's holding of Shares on the date of the resolution or decision to declare or pay it. If the Company's share capital is divided into different classes, no interim dividend may be paid on Shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.</p> <p><b>Capital</b> - On a Realisation or a return of assets on a reduction of capital or otherwise (other than an own share purchase made with Investor Approval), the surplus assets of the Company remaining after payment of its liabilities (on an Asset Sale or Liquidation) or the proceeds (in the case of a Share Sale, Listing or capital reduction or otherwise) shall be applied as follows (and before Exit Costs which shall be allocated to the Members according to their pro rata receipt of such surplus assets or proceeds):</p> <p>(a) firstly, the surplus assets or proceeds up to the First Threshold Amount shall be applied between the holders of the A1 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares and C4 Ordinary Shares (pari passu as if the same constituted one class of Share and by reference to the (a number of such Shares in issue) and for the avoidance of doubt the A2 Ordinary Shares, C3 Ordinary Shares and C5 Ordinary Shares shall have no entitlement up to the First Threshold Amount;</p> <p>(b) secondly, the surplus assets or proceeds above the First Threshold Amount up to and including the Second Threshold Amount which is available to the Members shall be applied between all Shares (pari passu as if the same constituted one class of Share and by reference to the number of Shares in issue);</p>

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C3 shares (continued)
Prescribed particulars	<p>(c) thirdly, the surplus assets or proceeds above the Second Threshold Amount ("Second Threshold Surplus") which is available to all of the Members shall be applied as follows:</p> <p>i. the holders of the A Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue but excluding for this purpose the surplus assets or proceeds of the Second Threshold Surplus which would otherwise be attributable to 15% of the total number of Shares in issue (such excluded amount being apportioned pro rata between the holders of the A Ordinary Shares)) of the Second Threshold Surplus;</p> <p>ii. the holders of the C3 Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue) of the Second Threshold Surplus and ignoring the exclusion of A Ordinary Shares under article 3.2.3 (a) above; and</p> <p>iii. the balance of the surplus assets or proceeds after the application of article 3.2.3 (a) and (b) (including, for the avoidance of doubt, the amounts excluded under article 3.2.3 (a) above) shall be applied to the holders of the B Ordinary Shares and C Ordinary Shares other than the C3 ordinary Shares (pari passu as if the same constituted one class of Share according to the number of B Ordinary Shares and C Ordinary Shares in issue and held by them) (excluding the C3 Ordinary Shares for these purposes);</p> <p>(d) Notwithstanding the above provisions of this article 3.2, in respect of any Leaver (who is a Very Bad Leaver or a Bad Leaver (as applicable)) who is a holder of B Ordinary Shares and / or C Ordinary Shares and who continues to hold such Shares, the maximum entitlement of any such Shareholder in respect of any B Ordinary Shares and / or C Ordinary Shares held by them on a Realisation will be the Very Bad Leaver Price or the Bad Leaver Price (as applicable), and accordingly any excess assets or proceeds which would have been payable to the such Shareholder shall be distributed amongst the other holders of Shares according to the principles set out in articles 3.2.1, 3.2.2 and 3.2.3.</p> <p><b>Redemption</b> - the C3 Ordinary Shares are not liable to be redeemed.</p>

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## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C4 shares	
Prescribed particulars	<p><b>Voting</b> - The C4 Ordinary Shares shall not confer on any holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at any general meeting of the Company nor to vote on any written resolutions or any poll.</p> <p><b>Dividends</b> - Unless the Members' resolution to declare, or the Directors' decision to pay, a dividend, or to the extent that the terms on which Shares are issued, specify otherwise, all dividends must be paid by reference to each Member's holding of Shares on the date of the resolution or decision to declare or pay it. If the Company's share capital is divided into different classes, no interim dividend may be paid on Shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.</p> <p><b>Capital</b> - On a Realisation or a return of assets on a reduction of capital or otherwise (other than an own share purchase made with Investor Approval), the surplus assets of the Company remaining after payment of its liabilities (on an Asset Sale or Liquidation) or the proceeds (in the case of a Share Sale, Listing or capital reduction or otherwise) shall be applied as follows (and before Exit Costs which shall be allocated to the Members according to their pro rata receipt of such surplus assets or proceeds):</p> <p>(a) firstly, the surplus assets or proceeds up to the First Threshold Amount shall be applied between the holders of the A1 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares and C4 Ordinary Shares (pari passu as if the same constituted one class of Share and by reference to the number of such Shares in issue) and for the avoidance of doubt the A2 Ordinary Shares, C3 Ordinary Shares and C5 Ordinary Shares shall have no entitlement up to the First Threshold Amount;</p> <p>(b) secondly, the surplus assets or proceeds above the First Threshold Amount up to and including the Second Threshold Amount which is available to the Members shall be applied between all Shares (pari passu as if the same constituted one class of Share and by reference to the number of Shares in issue);</p> <p>(c) thirdly, the surplus assets or proceeds above the Second Threshold Amount ("Second Threshold Surplus") which is available to all of the Members shall be applied as follows:</p>	

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C4 shares (continued)
Prescribed particulars	<p>i. the holders of the A Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue but excluding for this purpose the surplus assets or proceeds of the Second Threshold Surplus which would otherwise be attributable to 15% of the total number of Shares in issue (such excluded amount being apportioned pro rata between the holders of the A Ordinary Shares)) of the Second Threshold Surplus;</p> <p>ii. the holders of the C3 Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue) of the Second Threshold Surplus and ignoring the exclusion of A Ordinary Shares under article 3.2.3 (a) above; and</p> <p>iii. the balance of the surplus assets or proceeds after the application of article 3.2.3 (a) and (b) (including, for the avoidance of doubt, the amounts excluded under article 3.2.3 (a) above) shall be applied to the holders of the B Ordinary Shares and C Ordinary Shares other than the C3 ordinary Shares (pari passu as if the same constituted one class of Share according to the number of B Ordinary Shares and C Ordinary Shares in issue and held by them) (excluding the C3 Ordinary Shares for these purposes);</p> <p>(d) Notwithstanding the above provisions of this article 3.2, in respect of any Leaver (who is a Very Bad Leaver or a Bad Leaver (as applicable)) who is a holder of B Ordinary Shares and / or C Ordinary Shares and who continues to hold such Shares, the maximum entitlement of any such Shareholder in respect of any B Ordinary Shares and / or C Ordinary Shares held by them on a Realisation will be the Very Bad Leaver Price or the Bad Leaver Price (as applicable), and accordingly any excess assets or proceeds which would have been payable to the such Shareholder shall be distributed amongst the other holders of Shares according to the principles set out in articles 3.2.1, 3.2.2 and 3.2.3.</p> <p><b>Redemption</b> - the C4 Ordinary Shares are not liable to be redeemed.</p>

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## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C5 shares	
Prescribed particulars	<p><b>Voting</b> - The C5 Ordinary Shares shall not confer on any holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at any general meeting of the Company nor to vote on any written resolutions or any poll.</p> <p><b>Dividends</b> - Unless the Members' resolution to declare, or the Directors' decision to pay, a dividend, or to the extent that the terms on which Shares are issued, specify otherwise, all dividends must be paid by reference to each Member's holding of Shares on the date of the resolution or decision to declare or pay it. If the Company's share capital is divided into different classes, no interim dividend may be paid on Shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.</p> <p><b>Capital</b> - On a Realisation or a return of assets on a reduction of capital or otherwise (other than an own share purchase made with Investor Approval), the surplus assets of the Company remaining after payment of its liabilities (on an Asset Sale or Liquidation) or the proceeds (in the case of a Share Sale, Listing or capital reduction or otherwise) shall be applied as follows (and before Exit Costs which shall be allocated to the Members according to their pro rata receipt of such surplus assets or proceeds):</p> <p>(a) firstly, the surplus assets or proceeds up to the First Threshold Amount shall be applied between the holders of the A1 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares and C4 Ordinary Shares (pari passu as if the same constituted one class of Share and by reference to the number of such Shares in issue) and for the avoidance of doubt the A2 Ordinary Shares, C3 Ordinary Shares and C5 Ordinary Shares shall have no entitlement up to the First Threshold Amount;</p> <p>(b) secondly, the surplus assets or proceeds above the First Threshold Amount up to and including the Second Threshold Amount which is available to the Members shall be applied between all Shares (pari passu as if the same constituted one class of Share and by reference to the number of Shares in issue);</p> <p>(c) thirdly, the surplus assets or proceeds above the Second Threshold Amount ("Second Threshold Surplus") which is available to all of the Members shall be applied as follows:</p>	

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C5 shares (continued)
Prescribed particulars	<p>i. the holders of the A Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue but excluding for this purpose the surplus assets or proceeds of the Second Threshold Surplus which would otherwise be attributable to 15% of the total number of Shares in issue (such excluded amount being apportioned pro rata between the holders of the A Ordinary Shares)) of the Second Threshold Surplus;</p> <p>ii. the holders of the C3 Ordinary Shares shall be entitled to receive their pro rata share (as if all Shares constituted one class of Share and by reference to the number of Shares in issue) of the Second Threshold Surplus and ignoring the exclusion of A Ordinary Shares under article 3.2.3 (a) above; and</p> <p>iii. the balance of the surplus assets or proceeds after the application of article 3.2.3 (a) and (b) (including, for the avoidance of doubt, the amounts excluded under article 3.2.3 (a) above) shall be applied to the holders of the B Ordinary Shares and C Ordinary Shares other than the C3 ordinary Shares (pari passu as if the same constituted one class of Share according to the number of B Ordinary Shares and C Ordinary Shares in issue and held by them) (excluding the C3 Ordinary Shares for these purposes);</p> <p>(d) Notwithstanding the above provisions of this article 3.2, in respect of any Leaver (who is a Very Bad Leaver or a Bad Leaver (as applicable)) who is a holder of B Ordinary Shares and / or C Ordinary Shares and who continues to hold such Shares, the maximum entitlement of any such Shareholder in respect of any B Ordinary Shares and / or C Ordinary Shares held by them on a Realisation will be the Very Bad Leaver Price or the Bad Leaver Price (as applicable), and accordingly any excess assets or proceeds which would have been payable to the such Shareholder shall be distributed amongst the other holders of Shares according to the principles set out in articles 3.2.1, 3.2.2 and 3.2.3.</p> <p><b>Redemption</b> - the C5 Ordinary Shares are not liable to be redeemed.</p>