

**Return of Allotment of Shares**Company Name: **CIDRON (TBS) NEWHOLDCO LIMITED**Company Number: **11248011**Received for filing in Electronic Format on the: **07/06/2018**

X77KLNTK

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	16/05/2018	16/05/2018

Class of Shares:	B ORDINARY	Number allotted	1214000
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	1.0
		Amount unpaid:	0.0

Non-cash consideration

SHARES ALLOTTED IN EXCHANGE FOR LOAN NOTES HELD IN CIDRON (TBS) NEWMIDCO LIMITED

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	67361729
	ORDINARY	Aggregate nominal value:	673617.29
Currency:	GBP		

Prescribed particulars

THE A ORDINARY SHAREHOLDERS ARE ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK AND VOTE AT GENERAL MEETINGS WITH ONE VOTE ON A SHOW OF HANDS AND ONE VOTE FOR EACH A ORDINARY SHARE HELD ON A POLL OR A WRITTEN RESOLUTION. AFTER PAYMENT OF THE PREFERENCE DIVIDEND THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AND RESOLVED WITH THE CONSENT OF AN INVESTOR MAJORITY TO BE DISTRIBUTED SHALL, SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT AND THE FINANCE DOCUMENTS, BE DISTRIBUTED AMONGST THE HOLDERS OF (I) THE A, B, C, AND D ORDINARY SHARES AS IF THEY COMPRISED THE SAME CLASS OF SHARES, (II) AT THE DISCRETION OF THE MIP COMMITTEE AND WHERE THE AMOUNT OF DIVIDEND MAY DIFFER FROM THE AMOUNT PAID TO OTHER CLASSES OF SHARE, THE E ORDINARY SHARES IN EACH CASE IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY. EVERY DIVIDEND SHALL BE APPORTIONED AND PAID TO THE APPROPRIATE MEMBER IN THE RELEVANT CLASS ACCORDING TO THE AMOUNTS PAID UP OR CREDITED AS PAID UP ON THE SHARES. SUBJECT TO ANY OTHER AGREEMENT IN WRITING, ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS (AFTER THE PAYMENT OF THE COMPANY'S LIABILITIES INCLUDING ANY DEBTS ARISING FROM NON-PAYMENT OF PREFERENCE DIVIDENDS) SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: FIRST IN PAYING TO EACH HOLDER OF PREFERENCE SHARES AN AMOUNT EQUAL TO ALL UNPAID ARREARS AND ACCRUALS OF PREFERENCE DIVIDENDS TOGETHER WITH INTEREST THEREON , SECONDLY IN PAYING THE PREFERENCE SHAREHOLDERS AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE PREFERENCE SHARES HELD; THIRDLY IN PAYING THE HOLDERS OF ORDINARY SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE ORDINARY SHARES HELD AND FINALLY THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THEM. NO RIGHTS OF REDEMPTION EXIST.

Class of Shares:	B	Number allotted	2871966
	ORDINARY	Aggregate nominal value:	28719.66
Currency:	GBP		

Prescribed particulars

THE B ORDINARY SHAREHOLDERS ARE NOT ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT GENERAL MEETINGS NOR RECEIVE COPIES OF ANY RESOLUTIONS PROPOSED AS WRITTEN RESOLUTIONS AND SHALL NOT CONSTITUTE AN ELIGIBLE MEMBER IN RELATION TO ANY SUCH PROPOSED WRITTEN RESOLUTION. AFTER PAYMENT OF THE PREFERENCE DIVIDEND THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AND RESOLVED WITH THE CONSENT OF AN INVESTOR MAJORITY TO BE DISTRIBUTED SHALL, SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT AND THE FINANCE DOCUMENTS BE DISTRIBUTED AMONGST THE HOLDERS OF (I) THE A, B, C, AND D ORDINARY SHARES AS IF THEY COMPRISED THE SAME CLASS OF SHARES, AND (II) AT THE DISCRETION OF THE MIP COMMITTEE AND WHERE THE AMOUNT OF DIVIDEND MAY DIFFER FROM THE AMOUNT PAID TO OTHER CLASSES OF SHARE, THE E ORDINARY SHARES IN EACH CASE IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY. EVERY DIVIDEND SHALL BE APPORTIONED AND PAID TO THE APPROPRIATE MEMBER IN THE RELEVANT CLASS ACCORDING TO THE AMOUNTS PAID UP OR CREDITED AS PAID UP ON THE SHARES. SUBJECT TO ANY OTHER AGREEMENT IN WRITING, ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS (AFTER THE PAYMENT OF THE COMPANY'S LIABILITIES INCLUDING ANY DEBTS ARISING FROM NON-PAYMENT OF PREFERENCE DIVIDENDS) SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: FIRST IN PAYING TO EACH HOLDER OF PREFERENCE SHARES AN AMOUNT EQUAL TO ALL UNPAID ARREARS AND ACCRUALS OF PREFERENCE DIVIDENDS TOGETHER WITH INTEREST THEREON , SECONDLY IN PAYING THE PREFERENCE SHAREHOLDERS AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE PREFERENCE SHARES HELD, THIRDLY IN PAYING THE HOLDERS OF ORDINARY SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE ORDINARY SHARES HELD AND FINALLY THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THEM. NO RIGHTS OF REDEMPTION EXIST.

Class of Shares:	C1	Number allotted	3431944
	ORDINARY	Aggregate nominal value:	857986

Currency: **GBP**

Prescribed particulars

THE C1, C2 AND C3 ORDINARY SHAREHOLDERS ARE ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK AND VOTE AT GENERAL MEETINGS WITH ONE VOTE ON A SHOW OF HANDS AND ONE VOTE FOR EACH C 1, C2 AND C3 ORDINARY SHARE HELD ON A POLL OR A WRITTEN RESOLUTION. HAVE SUCH NUMBER OF VOTES AS IS EQUAL TO 5% OF THE TOTAL VOTES AVAILABLE TO BE CAST BY THE HOLDERS OF ORDINARY SHARES ON ANY RESOLUTION (WHETHER EXERCISABLE AT ANY GENERAL MEETING OF THE COMPANY OR OTHERWISE) PROVIDED THAT THE AGGREGATE NUMBER OF VOTES AVAILABLE TO BE CAST BY THE THREE CLASSES OF C ORDINARY SHARES SHALL NEVER EXCEED 20% OF THE TOTAL VOTES AVAILABLE TO BE CAST BY THE HOLDERS OF ORDINARY SHARES ON ANY RESOLUTION (WHETHER EXERCISABLE AT ANY GENERAL MEETING OF THE COMPANY OR OTHERWISE). AFTER PAYMENT OF THE PREFERENCE DIVIDEND THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AND RESOLVED WITH THE CONSENT OF AN INVESTOR MAJORITY TO BE DISTRIBUTED SHALL, SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT AND THE FINANCE DOCUMENTS, BE DISTRIBUTED AMONGST THE HOLDERS OF (I) THE A, B, C, AND D ORDINARY SHARES AS IF THEY COMPRISED THE SAME CLASS OF SHARES, (II) AT THE DISCRETION OF THE MIP COMMITTEE AND WHERE THE AMOUNT OF DIVIDEND MAY DIFFER FROM THE AMOUNT PAID TO OTHER CLASSES OF SHARE, THE E ORDINARY SHARES IN EACH CASE IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY. EVERY DIVIDEND SHALL BE APPORTIONED AND PAID TO THE APPROPRIATE MEMBER IN THE RELEVANT CLASS ACCORDING TO THE AMOUNTS PAID UP OR CREDITED AS PAID UP ON THE SHARES. SUBJECT TO ANY OTHER AGREEMENT IN WRITING, ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS (AFTER THE PAYMENT OF THE COMPANY'S LIABILITIES INCLUDING ANY DEBTS ARISING FROM NON-PAYMENT OF PREFERENCE DIVIDENDS) SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: FIRST IN PAYING TO EACH HOLDER OF PREFERENCE SHARES AN AMOUNT EQUAL TO ALL UNPAID ARREARS AND ACCRUALS OF PREFERENCE DIVIDENDS TOGETHER WITH INTEREST THEREON , SECONDLY IN PAYING THE PREFERENCE SHAREHOLDERS AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE PREFERENCE SHARES HELD; THIRDLY IN PAYING THE HOLDERS OF ORDINARY SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE ORDINARY SHARES HELD AND FINALLY THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE ORDINARY SHAREHOLDERS IN

PROPORTION TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THEM. NO RIGHTS OF REDEMPTION EXIST.

Class of Shares:	C2	Number allotted	1080161
	ORDINARY	Aggregate nominal value:	540080.5

Currency: GBP

Prescribed particulars

THE C1, C2 AND C3 ORDINARY SHAREHOLDERS ARE ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK AND VOTE AT GENERAL MEETINGS WITH ONE VOTE ON A SHOW OF HANDS AND ONE VOTE FOR EACH C 1, C2 AND C3 ORDINARY SHARE HELD ON A POLL OR A WRITTEN RESOLUTION. HAVE SUCH NUMBER OF VOTES AS IS EQUAL TO 5% OF THE TOTAL VOTES AVAILABLE TO BE CAST BY THE HOLDERS OF ORDINARY SHARES ON ANY RESOLUTION (WHETHER EXERCISABLE AT ANY GENERAL MEETING OF THE COMPANY OR OTHERWISE) PROVIDED THAT THE AGGREGATE NUMBER OF VOTES AVAILABLE TO BE CAST BY THE THREE CLASSES OF C ORDINARY SHARES SHALL NEVER EXCEED 20% OF THE TOTAL VOTES AVAILABLE TO BE CAST BY THE HOLDERS OF ORDINARY SHARES ON ANY RESOLUTION (WHETHER EXERCISABLE AT ANY GENERAL MEETING OF THE COMPANY OR OTHERWISE). AFTER PAYMENT OF THE PREFERENCE DIVIDEND THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AND RESOLVED WITH THE CONSENT OF AN INVESTOR MAJORITY TO BE DISTRIBUTED SHALL, SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT AND THE FINANCE DOCUMENTS, BE DISTRIBUTED AMONGST THE HOLDERS OF (I) THE A, B, C, AND D ORDINARY SHARES AS IF THEY COMPRISED THE SAME CLASS OF SHARES, (II) AT THE DISCRETION OF THE MIP COMMITTEE AND WHERE THE AMOUNT OF DIVIDEND MAY DIFFER FROM THE AMOUNT PAID TO OTHER CLASSES OF SHARE, THE E ORDINARY SHARES IN EACH CASE IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY. EVERY DIVIDEND SHALL BE APPORTIONED AND PAID TO THE APPROPRIATE MEMBER IN THE RELEVANT CLASS ACCORDING TO THE AMOUNTS PAID UP OR CREDITED AS PAID UP ON THE SHARES. SUBJECT TO ANY OTHER AGREEMENT IN WRITING, ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS (AFTER THE PAYMENT OF THE COMPANY'S LIABILITIES INCLUDING ANY DEBTS ARISING FROM NON-PAYMENT OF PREFERENCE DIVIDENDS) SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: FIRST IN PAYING TO EACH HOLDER OF PREFERENCE SHARES AN AMOUNT EQUAL TO ALL UNPAID ARREARS AND ACCRUALS OF PREFERENCE DIVIDENDS TOGETHER WITH

INTEREST THEREON , SECONDLY IN PAYING THE PREFERENCE SHAREHOLDERS AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE PREFERENCE SHARES HELD; THIRDLY IN PAYING THE HOLDERS OF ORDINARY SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE ORDINARY SHARES HELD AND FINALLY THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THEM. NO RIGHTS OF REDEMPTION EXIST.

Class of Shares:	C3	Number allotted	449600
	ORDINARY	Aggregate nominal value:	449600
Currency:	GBP		

Prescribed particulars

THE C1, C2 AND C3 ORDINARY SHAREHOLDERS ARE ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK AND VOTE AT GENERAL MEETINGS WITH ONE VOTE ON A SHOW OF HANDS AND ONE VOTE FOR EACH C 1, C2 AND C3 ORDINARY SHARE HELD ON A POLL OR A WRITTEN RESOLUTION. HAVE SUCH NUMBER OF VOTES AS IS EQUAL TO 5% OF THE TOTAL VOTES AVAILABLE TO BE CAST BY THE HOLDERS OF ORDINARY SHARES ON ANY RESOLUTION (WHETHER EXERCISABLE AT ANY GENERAL MEETING OF THE COMPANY OR OTHERWISE) PROVIDED THAT THE AGGREGATE NUMBER OF VOTES AVAILABLE TO BE CAST BY THE THREE CLASSES OF C ORDINARY SHARES SHALL NEVER EXCEED 20% OF THE TOTAL VOTES AVAILABLE TO BE CAST BY THE HOLDERS OF ORDINARY SHARES ON ANY RESOLUTION (WHETHER EXERCISABLE AT ANY GENERAL MEETING OF THE COMPANY OR OTHERWISE). AFTER PAYMENT OF THE PREFERENCE DIVIDEND THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AND RESOLVED WITH THE CONSENT OF AN INVESTOR MAJORITY TO BE DISTRIBUTED SHALL, SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT AND THE FINANCE DOCUMENTS, BE DISTRIBUTED AMONGST THE HOLDERS OF (I) THE A, B, C, AND D ORDINARY SHARES AS IF THEY COMPRISED THE SAME CLASS OF SHARES, (II) AT THE DISCRETION OF THE MIP COMMITTEE AND WHERE THE AMOUNT OF DIVIDEND MAY DIFFER FROM THE AMOUNT PAID TO OTHER CLASSES OF SHARE, THE E ORDINARY SHARES IN EACH CASE IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY. EVERY DIVIDEND SHALL BE APPORTIONED AND PAID TO THE APPROPRIATE MEMBER IN THE RELEVANT CLASS ACCORDING TO THE AMOUNTS PAID UP OR CREDITED AS PAID UP ON THE SHARES. SUBJECT TO ANY OTHER AGREEMENT IN WRITING, ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY AVAILABLE

FOR DISTRIBUTION AMONG THE MEMBERS (AFTER THE PAYMENT OF THE COMPANY'S LIABILITIES INCLUDING ANY DEBTS ARISING FROM NON-PAYMENT OF PREFERENCE DIVIDENDS) SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: FIRST IN PAYING TO EACH HOLDER OF PREFERENCE SHARES AN AMOUNT EQUAL TO ALL UNPAID ARREARS AND ACCRUALS OF PREFERENCE DIVIDENDS TOGETHER WITH INTEREST THEREON , SECONDLY IN PAYING THE PREFERENCE SHAREHOLDERS AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE PREFERENCE SHARES HELD; THIRDLY IN PAYING THE HOLDERS OF ORDINARY SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE ORDINARY SHARES HELD AND FINALLY THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THEM. NO RIGHTS OF REDEMPTION EXIST.

Class of Shares:	D	Number allotted	7844767
	ORDINARY	Aggregate nominal value:	78447.67
Currency:	GBP		

Prescribed particulars

THE D ORDINARY SHAREHOLDERS ARE ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK AND VOTE AT GENERAL MEETINGS WITH ONE VOTE ON A SHOW OF HANDS AND ONE VOTE FOR EACH D ORDINARY SHARE HELD ON A POLL OR A WRITTEN RESOLUTION. HAVE SUCH NUMBER OF VOTES AS IS EQUAL TO 4.9% OF THE TOTAL VOTES AVAILABLE TO BE CAST BY THE HOLDERS OF ORDINARY SHARES ON ANY RESOLUTION (WHETHER EXERCISABLE AT ANY GENERAL MEETING OF THE COMPANY OR OTHERWISE) PROVIDED THAT THE AGGREGATE NUMBER OF VOTES AVAILABLE TO BE CAST BY THE D ORDINARY SHARES SHALL NEVER EXCEED 4.9% OF THE TOTAL VOTES AVAILABLE TO BE CAST BY THE HOLDERS OF ORDINARY SHARES ON ANY RESOLUTION (WHETHER EXERCISABLE AT ANY GENERAL MEETING OF THE COMPANY OR OTHERWISE). AFTER PAYMENT OF THE PREFERENCE DIVIDEND THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AND RESOLVED WITH THE CONSENT OF AN INVESTOR MAJORITY TO BE DISTRIBUTED SHALL, SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT AND THE FINANCE DOCUMENTS, BE DISTRIBUTED AMONGST THE HOLDERS OF (I) THE A, B, C, AND D ORDINARY SHARES AS IF THEY COMPRISED THE SAME CLASS OF SHARES, (II) AT THE DISCRETION OF THE MIP COMMITTEE AND WHERE THE AMOUNT OF DIVIDEND MAY DIFFER FROM THE AMOUNT PAID TO OTHER CLASSES OF SHARE, THE E ORDINARY SHARES IN EACH CASE IN PROPORTION TO THE NUMBERS OF SUCH

SHARES HELD BY THEM RESPECTIVELY. EVERY DIVIDEND SHALL BE APPORTIONED AND PAID TO THE APPROPRIATE MEMBER IN THE RELEVANT CLASS ACCORDING TO THE AMOUNTS PAID UP OR CREDITED AS PAID UP ON THE SHARES. SUBJECT TO ANY OTHER AGREEMENT IN WRITING, ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS (AFTER THE PAYMENT OF THE COMPANY'S LIABILITIES INCLUDING ANY DEBTS ARISING FROM NON-PAYMENT OF PREFERENCE DIVIDENDS) SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: FIRST IN PAYING TO EACH HOLDER OF PREFERENCE SHARES AN AMOUNT EQUAL TO ALL UNPAID ARREARS AND ACCRUALS OF PREFERENCE DIVIDENDS TOGETHER WITH INTEREST THEREON , SECONDLY IN PAYING THE PREFERENCE SHAREHOLDERS AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE PREFERENCE SHARES HELD; THIRDLY IN PAYING THE HOLDERS OF ORDINARY SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE ORDINARY SHARES HELD AND FINALLY THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THEM. NO RIGHTS OF REDEMPTION EXIST.

Class of Shares:	E	Number allotted	6165468
	ORDINARY	Aggregate nominal value:	61654.68
Currency:	GBP		

Prescribed particulars

THE E ORDINARY SHAREHOLDERS ARE NOT ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT GENERAL MEETINGS NOR RECEIVE COPIES OF ANY RESOLUTIONS PROPOSED AS WRITTEN RESOLUTIONS AND SHALL NOT CONSTITUTE AN ELIGIBLE MEMBER IN RELATION TO ANY SUCH PROPOSED WRITTEN RESOLUTION. AFTER PAYMENT OF THE PREFERENCE DIVIDEND THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AND RESOLVED WITH THE CONSENT OF AN INVESTOR MAJORITY TO BE DISTRIBUTED SHALL, SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT AND THE FINANCE DOCUMENTS BE DISTRIBUTED AMONGST THE HOLDERS OF (I) THE A, B, C, AND D ORDINARY SHARES AS IF THEY COMPRISED THE SAME CLASS OF SHARES, AND (II) AT THE DISCRETION OF THE MIP COMMITTEE AND WHERE THE AMOUNT OF DIVIDEND MAY DIFFER FROM THE AMOUNT PAID TO OTHER CLASSES OF SHARE, THE E ORDINARY SHARES IN EACH CASE IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY. EVERY DIVIDEND SHALL BE APPORTIONED AND PAID TO THE APPROPRIATE MEMBER IN THE RELEVANT CLASS ACCORDING TO THE

AMOUNTS PAID UP OR CREDITED AS PAID UP ON THE SHARES. SUBJECT TO ANY OTHER AGREEMENT IN WRITING, ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS (AFTER THE PAYMENT OF THE COMPANY'S LIABILITIES INCLUDING ANY DEBTS ARISING FROM NON-PAYMENT OF PREFERENCE DIVIDENDS) SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: FIRST IN PAYING TO EACH HOLDER OF PREFERENCE SHARES AN AMOUNT EQUAL TO ALL UNPAID ARREARS AND ACCRUALS OF PREFERENCE DIVIDENDS TOGETHER WITH INTEREST THEREON , SECONDLY IN PAYING THE PREFERENCE SHAREHOLDERS AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE PREFERENCE SHARES HELD, THIRDLY IN PAYING THE HOLDERS OF ORDINARY SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE ORDINARY SHARES HELD AND FINALLY THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THEM. NO RIGHTS OF REDEMPTION EXIST.

Class of Shares:	PREFERENCE	Number allotted	493541350
Currency:	GBP	Aggregate nominal value:	4935413.5

Prescribed particulars

THE PREFERENCE SHAREHOLDERS ARE NOT ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT GENERAL MEETINGS NOR RECEIVE COPIES OF ANY RESOLUTIONS PROPOSED AS WRITTEN RESOLUTIONS AND SHALL NOT CONSTITUTE AN ELIGIBLE MEMBER IN RELATION TO ANY SUCH PROPOSED WRITTEN RESOLUTION. A FIXED, CUMULATIVE, PREFERENTIAL DIVIDEND AT THE RATE OF 10% PER ANNUM OF THE SUBSCRIPTION PRICE SHALL ACCRUE ON EACH PREFERENCE SHARE ON A DAILY BASIS AND COMPOUND ANNUALLY (ON THE ASSUMPTION OF A 365 DAY PER YEAR BASIS) ON 30 SEPTEMBER EACH YEAR FROM THE DATE OF ISSUE OF SUCH SHARES WHETHER OR NOT EARNED OR DECLARED AND WHETHER OR NOT THERE ARE SUFFICIENT DISTRIBUTABLE RESERVES LEGALLY AVAILABLE TO THE COMPANY TO PERMIT PAYMENT. SUBJECT TO ANY OTHER AGREEMENT IN WRITING, ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS (AFTER THE PAYMENT OF THE COMPANY'S LIABILITIES INCLUDING ANY DEBTS ARISING FROM NON-PAYMENT OF PREFERENCE DIVIDENDS) SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: FIRST IN PAYING TO EACH HOLDER OF PREFERENCE SHARES AN AMOUNT EQUAL TO ALL UNPAID ARREARS AND ACCRUALS OF PREFERENCE DIVIDENDS TOGETHER WITH INTEREST THEREON ,

SECONDLY IN PAYING THE PREFERENCE SHAREHOLDERS AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE PREFERENCE SHARES HELD, THIRDLY IN PAYING THE HOLDERS OF ORDINARY SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE ORDINARY SHARES HELD AND FINALLY THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THEM. NO RIGHTS OF REDEMPTION EXIST.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	582746985
		Total aggregate nominal value:	7625519.3
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

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