



SH05

Notice of cancellation of treasury shares



Companies House

☒ **What this form is for**
You may use this form to give notice of a cancellation of treasury shares.

☐ **What this form is NOT for**
You cannot use this form to give notice of a sale or transfer of treasury shares. To do this, please use form SH04.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1

Company details

Company number	1	1	2	4	8	0	1	1
Company name in full	THERMO FISHER SCIENTIFIC BLADE I LIMITED							

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2

Treasury shares cancelled

Class of shares (E.g. Ordinary/Preference etc.)	Number of shares cancelled	Nominal value of each share	Date(s) shares were cancelled
B Ordinary	833,195	£0.01	06 / 12 / 2022
C1 Ordinary	1,555,522	£0.25	06 / 12 / 2022
E Ordinary	734,416	£0.01	06 / 12 / 2022
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SH05
Notice of cancellation of treasury shares

3 Statement of capital

Complete the table(s) below to show the issued share capital.
Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page
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	67,731,925	677,319.25	
GBP	B Ordinary	2,813,253	28,132.53	
GBP	C1 Ordinary	1,876,422	469,105.5	
Totals		[See continuation page]	[See continuation page]	NIL

Currency table B

Totals				

Currency table C

Totals				

Total issued share capital table

You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value	Total aggregate amount unpaid ❶
		Show different currencies separately. For example: £100 + €100 + \$10	Show different currencies separately. For example: £100 + €100 + \$10
Grand total	581,529,637	7,240,020.54	NIL

❶ **Total aggregate amount unpaid**
Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

SH05

Notice of cancellation of treasury shares

4

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 3**.

Class of share	A Ordinary
Prescribed particulars ❶	See continuation page
Class of share	B Ordinary
Prescribed particulars ❶	See continuation page
Class of share	C1 Ordinary
Prescribed particulars ❶	See continuation page

❶ 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.

Please use a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

7

Signature

I am signing this form on behalf of the company.

Signature	<div><div>X</div><div><div>DocuSigned by:</div><div>David Norman</div><div>BF6BDC147B76448...</div></div><div>X</div></div>
<div>This form may be signed by: Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</div>	

❷ 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.

❸ Person authorised
Under either Section 270 or 274 of the Companies Act 2006.

SH05

Notice of cancellation of treasury shares

**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	Jacopo Zonouzi									
Company name	Latham & Watkins LLP									
Address	99 Bishopsgate									
Post town	London									
County/Region										
Postcode	E	C	2	M	3	X	F			
Country	United Kingdom									
DX										
Telephone										

**Checklist**

We may return 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 correctly completed section 2.
- ☐ 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

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

SH05 - continuation page
Notice of cancellation of treasury shares

4

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

Class of share	A Ordinary	
Prescribed particulars ①	<p>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.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

SH05 - continuation page
Notice of cancellation of treasury shares

4

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

Class of share	B Ordinary	
Prescribed particulars ①	<p>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.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

SH05 - continuation page
Notice of cancellation of treasury shares

4 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C1 Ordinary
Prescribed particulars	<p>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.</p>

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SH05 - continuation page
Notice of cancellation of treasury shares

4 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C2 Ordinary
Prescribed particulars	<p>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.</p>

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- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
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SH05 - continuation page
Notice of cancellation of treasury shares

4 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C3 Ordinary
Prescribed particulars	<p>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.</p>

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

In accordance with
Section 730 of the
Companies Act 2006.

SH05 - continuation page
Notice of cancellation of treasury shares

4 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	D Ordinary
Prescribed particulars	<p>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.</p>

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

SH05 - continuation page
Notice of cancellation of treasury shares

4 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	E Ordinary	
Prescribed particulars ❶	<p>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.</p>	<p>❶ Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none">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); andd. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

SH05 - continuation page
Notice of cancellation of treasury shares

4 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Preference
Prescribed particulars ❶	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.

❶ 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.