

DON'T  
STAPLE

SH01

Return of allotment of shares



Companies House

FileOnline

Go online to file this information  
[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 for**  
You cannot use this form to give notice of shares taken by subscription on formation of the company or for an allotment of a new class of shares by an unlimited company.

THURSDAY



A09 \*ACEZ229M\* 26/10/2023 #8  
COMPANIES HOUSE

## 1 Company details

Company number 1 2 7 4 3 2 6 9  
Company name in full REVOLUT GROUP HOLDINGS LTD

→ **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

From Date 0 3 1 0 2 0 2 3  
To Date 1 3 1 0 2 0 2 3

① **Allotment date**  
If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

## 3 Shares allotted

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

② **Currency**  
If currency details are not completed we will assume currency is in pound sterling.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	ORDINARY	1,792	£0.00000001	£0.00000001	0

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

Details of non-cash consideration.

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

**Continuation page**  
Please use a continuation page if necessary.

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4 Statement of capital

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

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

**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

	SEE CONTINUATION PAGE			
Totals		59,230,337	£0.59230337	0

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	59,230,337	£0.59230337	0

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.

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5	Statement of capital (prescribed particulars of rights attached to shares)	
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.	
Class of share	SEE CONTINUATION PAGES	
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

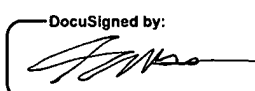
**1 Prescribed particulars of rights attached to shares**

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.

6	Signature	
	I am signing this form on behalf of the company.	
Signature	<div><div>Signature</div><div>X<div>DocuSigned by:  17CF94D5179348B...</div></div>X</div>	
	<div><p>This form may be signed by: Director 2, Secretary, Person authorised 2, Administrator, Administrative receiver, Receiver Receiver manager CIC manager</p><p><b>2 Societas Europaea</b> 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.</p><p><b>3 Person authorised</b> Under either section 270 or 274 of the Companies Act 2006.</p></div>	

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## Return of allotment of 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	SONIYA KENTH									
Company name	REVOLUT GROUP HOLDINGS LTD									
Address	7 WESTFERRY CIRCUS									
CANARY WHARF										
Post town	LONDON									
County/Region										
Postcode	E	1	4	4	H	D				
Country	UK									
DX										
Telephone										

**Checklist**

We may return the forms completed incorrectly or with information missing.

**Please make sure you have remembered the following:**

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1

**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](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)

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	
GBP	ORDINARY	32,382,591	£0.32382591		
GBP	ORDINARY D	6,044,294	£0.06044294		
GBP	ORDINARY E	4,828,923	£0.04828923		
GBP	ORDINARY F	1,695,374	£0.01695374		
GBP	ORDINARY G	1,770,754	£0.01770754		
GBP	ORDINARY H	12,508,401	£0.12508401		
Totals		59,230,337	£0.59230337		0

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

Class of share	ORDINARY SHARES
Prescribed particulars	<p>Voting: on a show of hands every Eligible Shareholder present or represented in person shall have one vote, and on a poll every Eligible Shareholder shall have one vote for every Eligible Share of which he is the holder.</p> <p>Dividends: All Eligible Shares shall rank pari passu in respect of dividends and dividends shall be paid to the Eligible Shareholders pro rata according to the number of Eligible Shares held by each Eligible Shareholder respectively.</p> <p>Distribution: On a return of capital, on a liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the Shareholders as follows: first (i) £1 in aggregate to the holders of G Shares and H Shares each; and (ii) £1 in aggregate to the holders of Deferred Shares (as a class), in each case on a pro rata basis; and secondly, pro rata to the number of shares held by each of them respectively (as though they had been fully converted into Ordinary Shares). In the event of a Sale, the Net Sale Proceeds shall, save in respect of any Shares not sold in connection with that Sale, be distributed between the Shareholders as follows:</p> <p>(1) to each Ordinary F Shareholder, in priority to all other Shareholders, an amount equal to the Subscription Price for each Ordinary F Share held plus any arrears or accruals of dividend on the Ordinary F Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that if there are insufficient Net Sale Proceeds to pay such amounts to all Ordinary F Shareholders, in full, the available Net Sale Proceeds shall be distributed to the Ordinary F Shareholders in proportion to the Subscription Price of the Ordinary F Shares held by them and arrears or accruals of dividend due to them respectively;</p> <p>(2) to each Ordinary D/E Shareholder, in priority to all other Shareholders other than Ordinary F Shareholders, an amount equal to: (i) the Subscription Price for each Ordinary D/E Share held plus (ii) any arrears or accruals of dividend on the Ordinary D/E Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that (iii) if there are insufficient Net Sale Proceeds to pay such amounts to all Ordinary D/E Shareholders, in full, the available Net Sale Proceeds shall be distributed to the Ordinary D/E Shareholders in proportion to the Subscription Price of the Ordinary D/E Shares held by them and arrears or accruals of dividend due to them respectively;</p> <p>(3) to each Ordinary Shareholder, and Vested In-The-Money H Shareholder in proportion to the number of Ordinary Shares and Vested In-The-Money H Shares held by them, respectively, as if such Ordinary Shares, and Vested In-The-Money H Shares constituted the same class of Shares up to such amount of the remaining Net Sale Proceeds as is less than or equal to the First Hurdle Amount;</p> <p>(4) any amount of the Net Sale Proceeds which exceeds the First Hurdle Amount and is less than or equal to the Second Hurdle Amount (for the avoidance of doubt, if there is no Second Hurdle Amount, paragraph (3) shall not apply, and instead paragraph (5) below shall apply) shall be distributed among the Ordinary Shareholders, the Vested G First Hurdle Shareholders and the Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G First Hurdle Shares and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G First Hurdle Shares and Vested In-The-Money H Shares then in issue;</p> <p>(5) then, the following step to be applied for each Nth Hurdle Amount which has been set in respect of the tranche of G Shares, starting with the Second Hurdle Amount: any amount of the Net Sale Proceeds which exceeds the Nth Hurdle Amount and is less than or equal to the N+1th Hurdle Amount shall be distributed among the Ordinary Shareholders, Vested G First Hurdle Shareholders to Vested G Nth Hurdle Shareholders (inclusive), and Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G First Hurdle Shares to Vested G Nth Hurdle Shares, and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G First Hurdle Shares to Vested G Nth Hurdle Shares, and Vested In-The-Money H Shares then in issue;</p> <p>(6) next, any amount of the Net Sale Proceeds which exceeds the Maximum Hurdle Amount (which, for the avoidance of doubt, shall be the First Hurdle Amount if no other Hurdle Amounts have been set) shall be distributed among the Ordinary Shareholders, Vested G Shareholders and Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G Shares, and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G Shares, and Vested In-The-Money H Shares then in issue; and</p> <p>(7) finally, nothing, unless the holders of each Ordinary Share, Vested G Share, and Vested In-The-Money H Share receive proceeds of £1,000,000 or more per share pursuant to article 3.2.2(e), in which case the holders of the Deferred Shares (as a class) shall be entitled to receive £1 in aggregate, on a pro rata basis.</p> <p>Redemption: The shares are non-redeemable.</p>

In accordance with  
Section 555 of the  
Companies Act 2006.

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### Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	ORDINARY D
Prescribed particulars	<p>Voting: on a show of hands every Eligible Shareholder present or represented in person shall have one vote, and on a poll every Eligible Shareholder shall have one vote for every Eligible Share of which he is the holder.</p> <p>Dividends: All Eligible Shares shall rank pari passu in respect of dividends and dividends shall be paid to the Eligible Shareholders pro rata according to the number of Eligible Shares held by each Eligible Shareholder respectively.</p> <p>Distribution: On a return of capital, on a liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the Shareholders as follows: first (i) £1 in aggregate to the holders of G Shares and H Shares each; and (ii) £1 in aggregate to the holders of Deferred Shares (as a class), in each case on a pro rata basis; and secondly, pro rata to the number of shares held by each of them respectively (as though they had been fully converted into Ordinary Shares). 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### Return of allotment of shares

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

Class of share	ORDINARY E
Prescribed particulars	<p>Voting: on a show of hands every Eligible Shareholder present or represented in person shall have one vote, and on a poll every Eligible Shareholder shall have one vote for every Eligible Share of which he is the holder.</p> <p>Dividends: All Eligible Shares shall rank pari passu in respect of dividends and dividends shall be paid to the Eligible Shareholders pro rata according to the number of Eligible Shares held by each Eligible Shareholder respectively.</p> <p>Distribution: On a return of capital, on a liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the Shareholders as follows: first (i) £1 in aggregate to the holders of G Shares and H Shares each; and (ii) £1 in aggregate to the holders of Deferred Shares (as a class), in each case on a pro rata basis; and secondly, pro rata to the number of shares held by each of them respectively (as though they had been fully converted into Ordinary Shares). 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### Return of allotment of shares

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

Class of share	ORDINARY F
Prescribed particulars	<p>Voting: on a show of hands every Eligible Shareholder present or represented in person shall have one vote, and on a poll every Eligible Shareholder shall have one vote for every Eligible Share of which he is the holder.</p> <p>Dividends: All Eligible Shares shall rank pari passu in respect of dividends and dividends shall be paid to the Eligible Shareholders pro rata according to the number of Eligible Shares held by each Eligible Shareholder respectively.</p> <p>Distribution: On a return of capital, on a liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the Shareholders as follows: first (i) £1 in aggregate to the holders of G Shares and H Shares each; and (ii) £1 in aggregate to the holders of Deferred Shares (as a class), in each case on a pro rata basis; and secondly, pro rata to the number of shares held by each of them respectively (as though they had been fully converted into Ordinary Shares). In the event of a Sale, the Net Sale Proceeds shall, save in respect of any Shares not sold in connection with that Sale, be distributed between the Shareholders as follows:</p> <p>(1) to each Ordinary F Shareholder, in priority to all other Shareholders, an amount equal to the Subscription Price for each Ordinary F Share held plus any arrears or accruals of dividend on the Ordinary F Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that if there are insufficient Net Sale Proceeds to pay such amounts to all Ordinary F Shareholders, in full, the available Net Sale Proceeds shall be distributed to the Ordinary F Shareholders in proportion to the Subscription Price of the Ordinary F Shares held by them and arrears or accruals of dividend due to them respectively;</p> <p>(2) to each Ordinary D/E Shareholder, in priority to all other Shareholders other than Ordinary F Shareholders, an amount equal to: (i) the Subscription Price for each Ordinary D/E Share held plus (ii) any arrears or accruals of dividend on the Ordinary D/E Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that (iii) if there are insufficient Net Sale Proceeds to pay such amounts to all Ordinary D/E Shareholders, in full, the available Net Sale Proceeds shall be distributed to the Ordinary D/E Shareholders in proportion to the Subscription Price of the Ordinary D/E Shares held by them and arrears or accruals of dividend due to them respectively;</p> <p>(3) to each Ordinary Shareholder, and Vested In-The-Money H Shareholder in proportion to the number of Ordinary Shares and Vested In-The-Money H Shares held by them, respectively, as if such Ordinary Shares, and Vested In-The-Money H Shares constituted the same class of Shares up to such amount of the remaining Net Sale Proceeds as is less than or equal to the First Hurdle Amount;</p> <p>(4) any amount of the Net Sale Proceeds which exceeds the First Hurdle Amount and is less than or equal to the Second Hurdle Amount (for the avoidance of doubt, if there is no Second Hurdle Amount, paragraph (3) shall not apply, and instead paragraph (5) below shall apply) shall be distributed among the Ordinary Shareholders, the Vested G First Hurdle Shareholders and the Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G First Hurdle Shares and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G First Hurdle Shares and Vested In-The-Money H Shares then in issue;</p> <p>(5) then, the following step to be applied for each Nth Hurdle Amount which has been set in respect of the tranche of G Shares, starting with the Second Hurdle Amount: any amount of the Net Sale Proceeds which exceeds the Nth Hurdle Amount and is less than or equal to the N+1th Hurdle Amount shall be distributed among the Ordinary Shareholders, Vested G First Hurdle Shareholders to Vested G Nth Hurdle Shareholders (inclusive), and Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G First Hurdle Shares to Vested G Nth Hurdle Shares, and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G First Hurdle Shares to Vested G Nth Hurdle Shares, and Vested In-The-Money H Shares then in issue;</p> <p>(6) next, any amount of the Net Sale Proceeds which exceeds the Maximum Hurdle Amount (which, for the avoidance of doubt, shall be the First Hurdle Amount if no other Hurdle Amounts have been set) shall be distributed among the Ordinary Shareholders, Vested G Shareholders and Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G Shares, and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G Shares, and Vested In-The-Money H Shares then in issue; and</p> <p>(7) finally, nothing, unless the holders of each Ordinary Share, Vested G Share, and Vested In-The-Money H Share receive proceeds of £1,000,000 or more per share pursuant to article 3.2.2(e), in which case the holders of the Deferred Shares (as a class) shall be entitled to receive £1 in aggregate, on a pro rata basis.</p> <p>Redemption: The shares are non-redeemable.</p>

In accordance with  
Section 555 of the  
Companies Act 2006.

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### Return of allotment of shares

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

Class of share	ORDINARY G
Prescribed particulars	<p><b>Voting:</b> The Shares are non-voting. <b>Dividends:</b> The Shares shall not confer any rights to participate in dividends. <b>Distribution:</b> On a return of capital, on a liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the Shareholders as follows: first (i) £1 in aggregate to the holders of G Shares and H Shares each; and (ii) £1 in aggregate to the holders of Deferred Shares (as a class), in each case on a pro rata basis; and secondly, pro rata to the number of shares held by each of them respectively (as though they had been fully converted into Ordinary Shares).</p> <p>In the event of a Sale, the Net Sale Proceeds shall, save in respect of any Shares not sold in connection with that Sale, be distributed between the Shareholders as follows:</p> <p>(1) to each Ordinary F Shareholder, in priority to all other Shareholders, an amount equal to the Subscription Price for each Ordinary F Share held plus any arrears or accruals of dividend on the Ordinary F Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that if there are insufficient Net Sale Proceeds to pay such amounts to all Ordinary F Shareholders, in full, the available Net Sale Proceeds shall be distributed to the Ordinary F Shareholders in proportion to the Subscription Price of the Ordinary F Shares held by them and arrears or accruals of dividend due to them respectively;</p> <p>(2) to each Ordinary D/E Shareholder, in priority to all other Shareholders other than Ordinary F Shareholders, an amount equal to: (i) the Subscription Price for each Ordinary D/E Share held plus (ii) any arrears or accruals of dividend on the Ordinary D/E Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that (iii) if there are insufficient Net Sale Proceeds to pay such amounts to all Ordinary D/E Shareholders, in full, the available Net Sale Proceeds shall be distributed to the Ordinary D/E Shareholders in proportion to the Subscription Price of the Ordinary D/E Shares held by them and arrears or accruals of dividend due to them respectively;</p> <p>(3) to each Ordinary Shareholder, and Vested In-The-Money H Shareholder in proportion to the number of Ordinary Shares and Vested In-The-Money H Shares held by them, respectively, as if such Ordinary Shares, and Vested In-The-Money H Shares constituted the same class of Shares up to such amount of the remaining Net Sale Proceeds as is less than or equal to the First Hurdle Amount;</p> <p>(4) any amount of the Net Sale Proceeds which exceeds the First Hurdle Amount and is less than or equal to the Second Hurdle Amount (for the avoidance of doubt, if there is no Second Hurdle Amount, paragraph (3) shall not apply, and instead paragraph (5) below shall apply) shall be distributed among the Ordinary Shareholders, the Vested G First Hurdle Shareholders and the Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G First Hurdle Shares and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G First Hurdle Shares and Vested In-The-Money H Shares then in issue; (5) then, the following step to be applied for each Nth Hurdle Amount which has been set in respect of the tranche of G Shares, starting with the Second Hurdle Amount: any amount of the Net Sale Proceeds which exceeds the Nth Hurdle Amount and is less than or equal to the N+1th Hurdle Amount shall be distributed among the Ordinary Shareholders, Vested G First Hurdle Shareholders to Vested G Nth Hurdle Shareholders (inclusive), and Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G First Hurdle Shares to Vested G Nth Hurdle Shares, and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G First Hurdle Shares to Vested G Nth Hurdle Shares, and Vested In-The-Money H Shares then in issue; (6) next, any amount of the Net Sale Proceeds which exceeds the Maximum Hurdle Amount (which, for the avoidance of doubt, shall be the First Hurdle Amount if no other Hurdle Amounts have been set) shall be distributed among the Ordinary Shareholders, Vested G Shareholders and Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G Shares, and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G Shares, and Vested In-The-Money H Shares then in issue; and (7) finally, nothing, unless the holders of each Ordinary Share, Vested G Share, and Vested In-The-Money H Share receive proceeds of £1,000,000 or more per share pursuant to article 3.2.2(e), in which case the holders of the Deferred Shares (as a class) shall be entitled to receive £1 in aggregate, on a pro rata basis.</p> <p><b>Redemption:</b> The shares are non-redeemable.</p>

in accordance with  
Section 555 of the  
Companies Act 2006.

## SH01 - continuation page

### Return of allotment of shares

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

Class of share	ORDINARY H
Prescribed particulars	<p>Voting: The Shares are non-voting. Dividends: The Shares shall not confer any rights to participate in dividends. Distribution: On a return of capital, on a liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the Shareholders as follows: first (i) £1 in aggregate to the holders of G Shares and H Shares each; and (ii) £1 in aggregate to the holders of Deferred Shares (as a class), in each case on a pro rata basis; and secondly, pro rata to the number of shares held by each of them respectively (as though they had been fully converted into Ordinary Shares).</p> <p>In the event of a Sale, the Net Sale Proceeds shall, save in respect of any Shares not sold in connection with that Sale, be distributed between the Shareholders as follows:</p> <p>(1) to each Ordinary F Shareholder, in priority to all other Shareholders, an amount equal to the Subscription Price for each Ordinary F Share held plus any arrears or accruals of dividend on the Ordinary F Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that if there are insufficient Net Sale Proceeds to pay such amounts to all Ordinary F Shareholders, in full, the available Net Sale Proceeds shall be distributed to the Ordinary F Shareholders in proportion to the Subscription Price of the Ordinary F Shares held by them and arrears or accruals of dividend due to them respectively;</p> <p>(2) to each Ordinary D/E Shareholder, in priority to all other Shareholders other than Ordinary F Shareholders, an amount equal to: (i) the Subscription Price for each Ordinary D/E Share held plus (ii) any arrears or accruals of dividend on the Ordinary D/E Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that (iii) if there are insufficient Net Sale Proceeds to pay such amounts to all Ordinary D/E Shareholders, in full, the available Net Sale Proceeds shall be distributed to the Ordinary D/E Shareholders in proportion to the Subscription Price of the Ordinary D/E Shares held by them and arrears or accruals of dividend due to them respectively;</p> <p>(3) to each Ordinary Shareholder, and Vested In-The-Money H Shareholder in proportion to the number of Ordinary Shares and Vested In-The-Money H Shares held by them, respectively, as if such Ordinary Shares, and Vested In-The-Money H Shares constituted the same class of Shares up to such amount of the remaining Net Sale Proceeds as is less than or equal to the First Hurdle Amount;</p> <p>(4) any amount of the Net Sale Proceeds which exceeds the First Hurdle Amount and is less than or equal to the Second Hurdle Amount (for the avoidance of doubt, if there is no Second Hurdle Amount, paragraph (3) shall not apply, and instead paragraph (5) below shall apply) shall be distributed among the Ordinary Shareholders, the Vested G First Hurdle Shareholders and the Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G First Hurdle Shares and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G First Hurdle Shares and Vested In-The-Money H Shares then in issue; (5) then, the following step to be applied for each Nth Hurdle Amount which has been set in respect of the tranche of G Shares, starting with the Second Hurdle Amount: any amount of the Net Sale Proceeds which exceeds the Nth Hurdle Amount and is less than or equal to the N+1th Hurdle Amount shall be distributed among the Ordinary Shareholders, Vested G First Hurdle Shareholders to Vested G Nth Hurdle Shareholders (inclusive), and Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G First Hurdle Shares to Vested G Nth Hurdle Shares, and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G First Hurdle Shares to Vested G Nth Hurdle Shares, and Vested In-The-Money H Shares then in issue; (6) next, any amount of the Net Sale Proceeds which exceeds the Maximum Hurdle Amount (which, for the avoidance of doubt, shall be the First Hurdle Amount if no other Hurdle Amounts have been set) shall be distributed among the Ordinary Shareholders, Vested G Shareholders and Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G Shares, and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G Shares, and Vested In-The-Money H Shares then in issue; and (7) finally, nothing, unless the holders of each Ordinary Share, Vested G Share, and Vested In-The-Money H Share receive proceeds of £1,000,000 or more per share pursuant to article 3.2.2(e), in which case the holders of the Deferred Shares (as a class) shall be entitled to receive £1 in aggregate, on a pro rata basis.</p> <p>Redemption: The shares are non-redeemable.</p>