



SH01

Return of allotment of shares

laserform

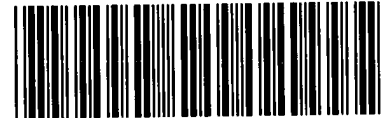


Go online to file this information
www.gov.uk/companieshouse

☒ **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 a company on formation of the company for an allotment of a new class of shares by an unlimited company.

TUESDAY



A9ZG9D68

A07 02/03/2021 #247
COMPANIES HOUSE

A9Y6K7UC

A11 12/02/2021 #271
COMPANIES HOUSE

1 Company details

Company number 1 3 0 3 7 3 6 4
Company name in full Project Hawk Topco 1 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

From Date d 0 4 m 0 2 y 2 y 0 y 2 y 1
To Date d d m m y y y y

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

3 Shares allotted

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

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

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	A Ordinary	499908	0.01	1.00	0.00
GBP	B1 Ordinary	375070	0.01	1.00	0.00
GBP	B2 Ordinary	74918	0.01	1.00	0.00

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)

74,918 B2 Ordinary Shares, 2 C Ordinary Shares and 8,521,928 Preference Shares were allotted in consideration for the transfer of £8,603,026 Fixed Rate Unsecured Loan Notes of Project Midco Limited

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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	A Ordinary Shares
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Prescribed particulars ①	Continuation Sheet
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Class of share	B1 Ordinary Shares
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Prescribed particulars ①	Continuation Sheet
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Class of share	B2 Ordinary Shares
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Prescribed particulars ①	Continuation Sheet
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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

Signature

X

DocuSigned by:



78A7224058E742D...

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 Emma Davies

Company name Addleshaw Goddard LLP

Address One St Peter's Square

Post town Manchester

County/Region Greater Manchester

Postcode M 2 3 D E

Country United Kingdom

DX 14301 Manchester

Telephone 0161 934 6000

**Checklist**

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

Please make sure you have remembered the following:

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

**Important Information**

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

**Where to send**

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

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

In accordance with
Section 555 of the
Companies Act 2006.

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

Class of share	A Ordinary
Prescribed particulars	<p>Voting - the holders of the A Ordinary shares are entitled to exercise one vote per share.</p> <p>Dividends - Subject to investor consent, dividends will be distributed pari passu amongst the holders of the A Shares, the holders of the B Shares and the holders of the D Shares as if they were Shares of the same class. No dividends or other distributions shall be payable to the holders of Equity Shares whilst there are any accrued but unpaid Preference Dividends.</p> <p>Return of capital - On a Sale or Winding Up, the Realisation Proceeds will be allocated and distributed amongst the holders of the Shares as follows: (a) first in procuring the payment to the holders of any Midco Preference Shares not yet redeemed an amount equal to the redemption amount in respect of such Midco Preference Shares by way of redemption or purchase of such Midco Preference Shares; (b) next in paying to each Member holding Preference Shares not yet redeemed an amount equal to the Redemption Amount and procuring the payment by Midco to each holder of Investor Loan Notes and to each holder of Manager Loan Notes not yet redeemed an equivalent amount in redemption thereof, including any accrued but unpaid interest and dividends in respect of the Preference Shares, Investor Loan Notes and Manager Loan Notes (such that each Investor Loan Note, Manager Loan Note and each Preference Share is treated pari passu); (c) next in paying to the Members (if any) holding Deferred Shares as a class the aggregate sum of £1 to be allocated as between them pro rata to their holding of the class; (d) next, in paying any balance of the Realisation Proceeds until the Realisation Proceeds allocated and distributed pursuant to Article 6.2(a) to Article 6.2(d) (inclusive), in aggregate, equal the Threshold Amount (the Threshold Proceeds) to the holders of the Equity Shares in the following allocations: (i) the D Share Proportion of the Threshold Proceeds will be allocated to the holders of the D Shares pro rata to their holding of the class; and (ii) the balance of the Threshold Proceeds after the allocation pursuant to Article 6.2(d) (i) will be allocated to the holders of A Shares and B Shares, pari passu as if a single class of Share, pro rata to their holding of such Shares, where: (iii) the D Share Proportion is the percentage equal to the number of D Shares in issue on such date divided by [50,000] multiplied by 5, provided always that the D Share Proportion shall never be more than 5; and (e) next, in paying the Surplus Proceeds to the holders of the A Shares, the B Shares, the C Shares and the D Shares in the following allocations: (i) the C Share Proportion of the Surplus Proceeds (the "C Entitlement") will be allocated to the holders of the C Shares pro rata to their holding of the class; (ii) the D Share Proportion of the Surplus Proceeds (the "D Entitlement") will be allocated to the holders of the D Shares pro rata to their holding of the class; (iii) an amount "X" calculated as follows shall be allocated to the A Shares pro rata to their holding of the class: $X = [A \text{ Share Proportion} \times (\text{Surplus Proceeds} - D \text{ Entitlement})] - C \text{ Entitlement}$; and (iv) an amount "Y" calculated as follows shall be allocated to the B Shares pro rata to their holding of the class: $Y = B \text{ Share Proportion} \times (\text{Surplus Proceeds} - D \text{ Entitlement})$, where: (v) the A Share Proportion is the percentage that the total number of A Shares in issue as at the Realisation Date bears to the total number of A Shares and B Shares in issue on such date (to avoid doubt, ignoring any differences in nominal value if applicable); (vi) the B Share Proportion to the total number of A and B</p>

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In accordance with
Section 555 of the
Companies Act 2006.

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5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary
Prescribed particulars	<p>Shares in issue on such date (to avoid doubt, ignoring any differences in nominal value if applicable); and (vii) the C Share Proportion is 5%.</p> <p>Redemption - the A Ordinary shares are not redeemable.</p>

In accordance with
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3

Shares allotted

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

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

[illegible]

In accordance with
Section 555 of the
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Return of allotment of shares

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

Class of share	B1 Ordinary
Prescribed particulars	<p>Voting - the holders of the B1 Ordinary shares are entitled to exercise one vote per share.</p> <p>Dividends - Subject to investor consent, dividends will be distributed pari passu amongst the holders of the A Shares, the holders of the B Shares and the holders of the D Shares as if they were Shares of the same class. No dividends or other distributions shall be payable to the holders of Equity Shares whilst there are any accrued but unpaid Preference Dividends.</p> <p>Return of capital - On a Sale or Winding Up, the Realisation Proceeds will be allocated and distributed amongst the holders of the Shares as follows: (a) first in procuring the payment to the holders of any Midco Preference Shares not yet redeemed an amount equal to the redemption amount in respect of such Midco Preference Shares by way of redemption or purchase of such Midco Preference Shares; (b) next in paying to each Member holding Preference Shares not yet redeemed an amount equal to the Redemption Amount and procuring the payment by Midco to each holder of Investor Loan Notes and to each holder of Manager Loan Notes not yet redeemed an equivalent amount in redemption thereof, including any accrued but unpaid interest and dividends in respect of the Preference Shares, Investor Loan Notes and Manager Loan Notes (such that each Investor Loan Note, Manager Loan Note and each Preference Share is treated pari passu); (c) next in paying to the Members (if any) holding Deferred Shares as a class the aggregate sum of £1 to be allocated as between them pro rata to their holding of the class; (d) next, in paying any balance of the Realisation Proceeds until the Realisation Proceeds allocated and distributed pursuant to Article 6.2(a) to Article 6.2(d) (inclusive), in aggregate, equal the Threshold Amount (the Threshold Proceeds) to the holders of the Equity Shares in the following allocations: (i) the D Share Proportion of the Threshold Proceeds will be allocated to the holders of the D Shares pro rata to their holding of the class; and (ii) the balance of the Threshold Proceeds after the allocation pursuant to Article 6.2(d) (i) will be allocated to the holders of A Shares and B Shares, pari passu as if a single class of Share, pro rata to their holding of such Shares, where: (iii) the D Share Proportion is the percentage equal to the number of D Shares in issue on such date divided by [50,000] multiplied by 5, provided always that the D Share Proportion shall never be more than 5; and (e) next, in paying the Surplus Proceeds to the holders of the A Shares, the B Shares, the C Shares and the D Shares in the following allocations: (i) the C Share Proportion of the Surplus Proceeds (the "C Entitlement") will be allocated to the holders of the C Shares pro rata to their holding of the class; (ii) the D Share Proportion of the threshold Proceeds will be allocated to the holders of the D Shares pro rata to their holding of the class; and (ii) the balance of the Threshold Proceeds after the allocation pursuant to Article 6.2(d) (i) will be allocated to the holders of A</p>

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

Class of share	B1 Ordinary
Prescribed particulars	<p>Shares and B Shares, pari passu as if a single class of Share, pro rata to their holding of such Shares, where: (iii) the D Share Proportion is the percentage equal to the number of D Shares in issue on such date divided by [50,000] multiplied by 5, provided always that the D Share Proportion shall never be more than 5; and (e) next, in paying the Surplus Proceeds to the holders of the A Shares, the B Shares, the C Shares and the D Shares in the following allocations: (i) the C Share Proportion of the Surplus Proceeds (the "C Entitlement") will be allocated to the holders of the C Shares pro rata to their holding of the class; (ii) the D Share Proportion of the Surplus Proceeds (the "D Entitlement") will be allocated to the holders of the D Shares pro rata to their holding of the class; (iii) an amount "X" calculated as follows shall be allocated to the A Shares pro rata to their holding of the class: $X = [A \text{ Share Proportion} \times (\text{Surplus Proceeds} - D \text{ Entitlement})] - C \text{ Entitlement}$; and (iv) an amount "Y" calculated as follows shall be allocated to the B Shares pro rata to their holding of the class: $Y = B \text{ Share Proportion} \times (\text{Surplus Proceeds} - D \text{ Entitlement})$, where: (v) the A Share Proportion is the percentage that the total number of A Shares in issue as at the Realisation Date bears to the total number of A Shares and B Shares in issue on such date (to avoid doubt, ignoring any differences in nominal value if applicable); (vi) the B Share Proportion to the total number of A and B shares in issue on such date (to avoid doubt, ignoring any differences in nominal value if applicable); and (vii) the C Share Proportion is 5%.</p> <p>Redemption - the B1 Ordinary shares are not redeemable.</p>

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

Class of share	B2 Ordinary
Prescribed particulars	<p>Voting - the holders of the B2 Ordinary shares are entitled to exercise one vote per share.</p> <p>Dividends - Subject to investor consent, dividends will be distributed pari passu amongst the holders of the A Shares, the holders of the B Shares and the holders of the D Shares as if they were Shares of the same class. No dividends or other distributions shall be payable to the holders of Equity Shares whilst there are any accrued but unpaid Preference Dividends.</p> <p>Return of capital - On a Sale or Winding Up, the Realisation Proceeds will be allocated and distributed amongst the holders of the Shares as follows: (a) first in procuring the payment to the holders of any Midco Preference Shares not yet redeemed an amount equal to the redemption amount in respect of such Midco Preference Shares by way of redemption or purchase of such Midco Preference Shares; (b) next in paying to each Member holding Preference Shares not yet redeemed an amount equal to the Redemption Amount and procuring the payment by Midco to each holder of Investor Loan Notes and to each holder of Manager Loan Notes not yet redeemed an equivalent amount in redemption thereof, including any accrued but unpaid interest and dividends in respect of the Preference Shares, Investor Loan Notes and Manager Loan Notes (such that each Investor Loan Note, Manager Loan Note and each Preference Share is treated pari passu); (c) next in paying to the Members (if any) holding Deferred Shares as a class the aggregate sum of £1 to be allocated as between them pro rata to their holding of the class; (d) next, in paying any balance of the Realisation Proceeds until the Realisation Proceeds allocated and distributed pursuant to Article 6.2(a) to Article 6.2(d) (inclusive), in aggregate, equal the Threshold Amount (the Threshold Proceeds) to the holders of the Equity Shares in the following allocations: (i) the D Share Proportion of the Threshold Proceeds will be allocated to the holders of the D Shares pro rata to their holding of the class; and (ii) the balance of the Threshold Proceeds after the allocation pursuant to Article 6.2(d) (i) will be allocated to the holders of A Shares and B Shares, pari passu as if a single class of Share, pro rata to their holding of such Shares, where: (iii) the D Share Proportion is the percentage equal to the number of D Shares in issue on such date divided by [50,000] multiplied by 5, provided always that the D Share Proportion shall never be more than 5; and (e) next, in paying the Surplus Proceeds to the holders of the A Shares, the B Shares, the C Shares and the D Shares in the following allocations: (i) the C Share Proportion of the Surplus Proceeds (the "C Entitlement") will be allocated to the holders of the C Shares pro rata to their holding of the class; (ii) the D Share Proportion of the threshold Proceeds will be allocated to the holders of the D Shares pro rata to their holding of the class; and (iii) the balance of the Threshold Proceeds after the allocation pursuant to Article 6.2(d) (i) will be allocated to the holders of A</p>

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

Class of share	B2 Ordinary
Prescribed particulars	<p>Shares and B Shares, pari passu as if a single class of Share, pro rata to their holding of such Shares, where: (iii) the D Share Proportion is the percentage equal to the number of D Shares in issue on such date divided by [50,000] multiplied by 5, provided always that the D Share Proportion shall never be more than 5; and (e) next, in paying the Surplus Proceeds to the holders of the A Shares, the B Shares, the C Shares and the D Shares in the following allocations: (i) the C Share Proportion of the Surplus Proceeds (the "C Entitlement") will be allocated to the holders of the C Shares pro rata to their holding of the class; (ii) the D Share Proportion of the Surplus Proceeds (the "D Entitlement") will be allocated to the holders of the D Shares pro rata to their holding of the class; (iii) an amount "X" calculated as follows shall be allocated to the A Shares pro rata to their holding of the class: $X = (A \text{ Share Proportion} \times (\text{Surplus Proceeds} - D \text{ Entitlement})) - C \text{ Entitlement}$; and (iv) an amount "Y" calculated as follows shall be allocated to the B Shares pro rata to their holding of the class: $Y = D \text{ Share Proportion} \times (\text{Surplus Proceeds} - D \text{ Entitlement})$, where: (v) the A Share Proportion is the percentage that the total number of A Shares in issue as at the Realisation Date bears to the total number of A Shares and B Shares in issue on such date (to avoid doubt, ignoring any differences in nominal value if applicable); (vi) the B Share Proportion to the total number of A and B shares in issue on such date (to avoid doubt, ignoring any differences in nominal value if applicable); and (vii) the C Share Proportion is 5%.</p> <p>Redemption - the B2 Ordinary shares are not redeemable.</p>

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

Class of share	C Ordinary
Prescribed particulars	<p>Voting - the holders of the C Ordinary shares are not entitled to exercise any voting rights.</p> <p>Dividends - Subject to investor consent, dividends will be distributed pari passu amongst the holders of the A Shares, the holders of the B Shares and the holders of the D Shares as if they were Shares of the same class. No dividends or other distributions shall be payable to the holders of Equity Shares whilst there are any accrued but unpaid Preference Dividends.</p> <p>Return of capital - On a Sale or Winding Up, the Realisation Proceeds will be allocated and distributed amongst the holders of the Shares as follows: (a) first in procuring the payment to the holders of any Midco Preference Shares not yet redeemed an amount equal to the redemption amount in respect of such Midco Preference Shares by way of redemption or purchase of such Midco Preference Shares; (b) next in paying to each Member holding Preference Shares not yet redeemed an amount equal to the Redemption Amount and procuring the payment by Midco to each holder of Investor Loan Notes and to each holder of Manager Loan Notes not yet redeemed an equivalent amount in redemption thereof, including any accrued but unpaid interest and dividends in respect of the Preference Shares, Investor Loan Notes and Manager Loan Notes (such that each Investor Loan Note, Manager Loan Note and each Preference Share is treated pari passu); (c) next in paying to the Members (if any) holding Deferred Shares as a class the aggregate sum of £1 to be allocated as between them pro rata to their holding of the class; (d) next, in paying any balance of the Realisation Proceeds until the Realisation Proceeds allocated and distributed pursuant to Article 6.2(a) to Article 6.2(d) (inclusive), in aggregate, equal the Threshold Amount (the Threshold Proceeds) to the holders of the Equity Shares in the following allocations: (i) the D Share Proportion of the Threshold Proceeds will be allocated to the holders of the D Shares pro rata to their holding of the class; and (ii) the balance of the Threshold Proceeds after the allocation pursuant to Article 6.2(d) (i) will be allocated to the holders of A Shares and B Shares, pari passu as if a single class of Share, pro rata to their holding of such Shares, where: (iii) the D Share Proportion is the percentage equal to the number of D Shares in issue on such date divided by [50,000] multiplied by 5; provided always that the D Share Proportion shall never be more than 5; and (e) next, in paying the Surplus Proceeds to the holders of the A Shares, the B Shares, the C Shares and the D Shares in the following allocations: (i) the C Share Proportion of the Surplus Proceeds (the "C Entitlement") will be allocated to the holders of the C Shares pro rata to their holding of the class; (ii) the D Share Proportion of the threshold Proceeds will be allocated to the holders of the D Shares pro rata to their holding of the class; and (iii) the balance of the Threshold Proceeds after the allocation pursuant to Article 6.2(d) (i) will be allocated to the holders of A</p>

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

Class of share	C Ordinary
Prescribed particulars	<p>Shares and B Shares, pari passu as if a single class of Share, pro rata to their holding of such Shares, where: (iii) the D Share Proportion is the percentage equal to the number of D Shares in issue on such date divided by [50,000] multiplied by 5, provided always that the D Share Proportion shall never be more than 5; and (e) next, in paying the Surplus Proceeds to the holders of the A Shares, the B Shares, the C Shares and the D Shares in the following allocations: (i) the C Share Proportion of the Surplus Proceeds (the "C Entitlement") will be allocated to the holders of the C Shares pro rata to their holding of the class; (ii) the D Share Proportion of the Surplus Proceeds (the "D Entitlement") will be allocated to the holders of the D Shares pro rata to their holding of the class; (iii) an amount "X" calculated as follows shall be allocated to the A Shares pro rata to their holding of the class: $X = \{A \text{ Share Proportion} \times (\text{Surplus Proceeds} - D \text{ Entitlement})\} - C \text{ Entitlement}$; and (iv) an amount "Y" calculated as follows shall be allocated to the B Shares pro rata to their holding of the class: $Y = B \text{ Share Proportion} \times (\text{Surplus Proceeds} - D \text{ Entitlement})$, where: (v) the A Share Proportion is the percentage that the total number of A Shares in issue as at the Realisation Date bears to the total number of A Shares and B Shares in issue on such date (to avoid doubt, ignoring any differences in nominal value if applicable); (vi) the B Share Proportion to the total number of A and B shares in issue on such date (to avoid doubt, ignoring any differences in nominal value if applicable); and (vii) the C Share Proportion is 5%.</p> <p>Redemption - the C Ordinary shares are not redeemable.</p>

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

Class of share	Preference
Prescribed particulars	<p>Voting - the holders of the Preference shares are not entitled to exercise any voting rights.</p> <p>Dividends - Subject to investor consent, dividends will be distributed pari passu amongst the holders of the A Shares, the holders of the B Shares and the holders of the D Shares as if they were Shares of the same class. No dividends or other distributions shall be payable to the holders of Equity Shares whilst there are any accrued but unpaid Preference Dividends.</p> <p>Return of capital - On a Sale or Winding Up, the Realisation Proceeds will be allocated and distributed amongst the holders of the Shares as follows: (a) first in procuring the payment to the holders of any Midco Preference Shares not yet redeemed an amount equal to the redemption amount in respect of such Midco Preference Shares by way of redemption or purchase of such Midco Preference Shares; (b) next in paying to each Member holding Preference Shares not yet redeemed an amount equal to the Redemption Amount and procuring the payment by Midco to each holder of Investor Loan Notes and to each holder of Manager Loan Notes not yet redeemed an equivalent amount in redemption thereof, including any accrued but unpaid interest and dividends in respect of the Preference Shares, Investor Loan Notes and Manager Loan Notes (such that each Investor Loan Note, Manager Loan Note and each Preference Share is treated pari passu); (c) next in paying to the Members (if any) holding Deferred Shares as a class the aggregate sum of £1 to be allocated as between them pro rata to their holding of the class; (d) next, in paying any balance of the Realisation Proceeds until the Realisation Proceeds allocated and distributed pursuant to Article 6.2(a) to Article 6.2(d) (inclusive), in aggregate, equal the Threshold Amount (the Threshold Proceeds) to the holders of the Equity Shares in the following allocations: (i) the D Share Proportion of the Threshold Proceeds will be allocated to the holders of the D Shares pro rata to their holding of the class; and (ii) the balance of the Threshold Proceeds after the allocation pursuant to Article 6.2(d) (i) will be allocated to the holders of A Shares and B Shares, pari passu as if a single class of Share, pro rata to their holding of such Shares, where: (iii) the D Share Proportion is the percentage equal to the number of D Shares in issue on such date divided by [50,000] multiplied by 5, provided always that the D Share Proportion shall never be more than 5; and (e) next, in paying the Surplus Proceeds to the holders of the A Shares, the B Shares, the C Shares and the D Shares in the following allocations: (i) the C Share Proportion of the Surplus Proceeds (the "C Entitlement") will be allocated to the holders of the C Shares pro rata to their holding of the class; (ii) the D Share Proportion of the threshold Proceeds will be allocated to the holders of the D Shares pro rata to their holding of the class; and (iii) the balance of the Threshold Proceeds after the allocation pursuant to Article 6.2(d) (i) will be allocated to the holders of A</p>

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

Class of share	Preference
Prescribed particulars	<p>Shares and B Shares, pari passu as if a single class of Share, pro rata to their holding of such Shares, where: (iii) the D Share Proportion is the percentage equal to the number of D Shares in issue on such date divided by [50,000] multiplied by 5, provided always that the D Share Proportion shall never be more than 5; and (e) next, in paying the Surplus Proceeds to the holders of the A Shares, the B Shares, the C Shares and the D Shares in the following allocations: (i) the C Share Proportion of the Surplus Proceeds (the "C Entitlement") will be allocated to the holders of the C Shares pro rata to their holding of the class; (ii) the D Share Proportion of the Surplus Proceeds (the "D Entitlement") will be allocated to the holders of the D Shares pro rata to their holding of the class; (iii) an amount "X" calculated as follows shall be allocated to the A Shares pro rata to their holding of the class: $X = [A \text{ Share Proportion} \times (\text{Surplus Proceeds} - D \text{ Entitlement})] - C \text{ Entitlement}$; and (iv) an amount "Y" calculated as follows shall be allocated to the B Shares pro rata to their holding of the class: $Y = B \text{ Share Proportion} \times (\text{Surplus Proceeds} - D \text{ Entitlement})$, where: (v) the A Share Proportion is the percentage that the total number of A Shares in issue as at the Realisation Date bears to the total number of A Shares and B Shares in issue on such date (to avoid doubt, ignoring any differences in nominal value if applicable); (vi) the B Share Proportion to the total number of A and B Shares in issue on such date (to avoid doubt, ignoring any differences in nominal value if applicable); and (vii) the C Share Proportion is 5%.</p> <p>Redemption of Preference Shares and purchase of own Shares - Redemption dates - The Company will redeem all the Preference Shares then in issue immediately prior to, and conditionally upon, the earlier of: (a) a Realisation; or (b) the appointment of a receiver, manager or administrative receiver over all or any part of the assets of any member of the Group or the appointment of a liquidator or administrator (whether or not out of court) over any member of the Group; or (c) the occurrence of an Event of Default (as defined in the Investor Loan Notes Instrument); or (d) the tenth anniversary of the date of adoption of these Articles. Early Redemption - The Company may, with Investor Consent and the approval of the Board, redeem Preference Shares in accordance with Article 5.3 at any time by serving notice in writing on the holders of the Preference Shares, specifying the number of Preference Shares to be redeemed and the date on which redemption is to take place. Redemption of Shares - Upon redemption of any Preference Share, the Company will pay to the registered holder (or in the case of joint holders, to the holder whose name stands first in the register of members of the Company) of such Preference Share, as a debt of the Company, the Redemption Amount. Upon receipt of the Redemption Amount, the holder will deliver to the Company for cancellation the certificate for such Preference Share or an indemnity in form reasonably satisfactory to the Company in respect of any missing share</p>

In accordance with
Section 555 of the
Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

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

Class of share	Preference	
Prescribed particulars	<p>certificate. If any share certificate delivered to the Company includes any Preference Shares not redeemed at that time, the Company will immediately issue to the holder at the same time a fresh certificate for the balance of the Preference Shares not redeemed without charge. Any redemption of Preference Shares under this Article 5 will take place at the registered office of the Company. Proportionate redemption - In the case of a redemption of less than all the Preference Shares in issue at the time of such redemption, the Company will redeem the same proportion (as nearly as practicable) of each Member's registered holdings of Preference Shares, any fractions otherwise arising to be determined (in the absence of agreement between such Members) by the Board with Investor Consent.</p> <p>Compliance with CA 2006 - If the Company is permitted by the CA 2006 to redeem only some of the Preference Shares that would otherwise fall to be redeemed at any time: (a) the Company will only redeem such number of Preference Shares as it is lawfully able to redeem under the CA 2006 at that time; (b) as soon as it may lawfully do so, the Company will redeem all the remaining Preference Shares scheduled for redemption; and (c) pending such redemption, the Company will not pay any dividend on any other class of Shares but without prejudice to the accrual of such dividend(s) or any consequence under these Articles of the late payment of the same. Retention of Redemption Amount - If any Member whose Preference Shares are due to be redeemed under Article 5 fails to deliver to the Company the documents referred to in Article 5, the Company may, at its option, retain the relevant Redemption Amount on trust for that Member (but without obligation to invest or earn or pay interest in respect of the same) until it receives those documents and the Company will pay the relevant Redemption Amount to the relevant Member upon receipt of those documents.</p> <p>Purchase of own Shares - The Company may, with Investor Consent, purchase its own shares, in accordance with section 692(12A) of the CA 2006.</p>	

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