

# SH01

## Return of allotment of shares

Oyez

You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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

MONDAY



\*S1U3GND6\*

SCT 13/09/2010 1197  
COMPANIES HOUSE

### 1 Company details

Company number S C 2 5 6 5 3 2

Company name in full Elonics 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 <sup>1)</sup>

From Date 02 09 2010  
To Date dd mm yy

#### <sup>1</sup> 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.

#### <sup>2</sup> Currency

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency <sup>2)</sup>	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
B Ordinary	£	221,790	£0.01	2,800,000.00	
B Ordinary	£	55,408	£0.01	629,551.24	
B Ordinary	£	79,921	£0.01	756,724.00	

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

Details of non-cash  
consideration.

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

SH01

Return of allotment of shares

**Statement of capital**

**Section 4** (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return.

**4****Statement of capital (Share capital in pound sterling (£))**

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share <sup>1)</sup>	Amount (if any) unpaid on each share <sup>1)</sup>	Number of shares <sup>2)</sup>	Aggregate nominal value <sup>3)</sup>
See Continuation Page				£
				£
				£
				£
<b>Totals</b>				£

**5****Statement of capital (Share capital in other currencies)**

Please complete the table below to show any class of shares held in other currencies.  
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share <sup>1)</sup>	Amount (if any) unpaid on each share <sup>1)</sup>	Number of shares <sup>2)</sup>	Aggregate nominal value <sup>3)</sup>
<b>Totals</b>				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share <sup>1)</sup>	Amount (if any) unpaid on each share <sup>1)</sup>	Number of shares <sup>2)</sup>	Aggregate nominal value <sup>3)</sup>
<b>Totals</b>				

**6****Statement of capital (Totals)**

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate  
nominal value <sup>4)</sup>

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

- <sup>1)</sup> Including both the nominal value and any share premium.  
<sup>2)</sup> Total number of issued shares in this class.

- <sup>3)</sup> E.g. Number of shares issued multiplied by nominal value of each share.

**Continuation Pages**

Please use a Statement of Capital continuation page if necessary.

SH01

Return of allotment of shares

7

**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 statement of capital share tables in **Section 4** and **Section 5**.

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 and any terms or conditions relating to redemption of these shares.

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

**Continuation page**

Please use a Statement of Capital continuation page if necessary.

8

**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director <sup>2</sup>; Secretary, Person authorised <sup>3</sup>; 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.

# SH01

## 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

Company name

Dundas & Wilson CS LLP

Address

Saltire Court

20 Castle Terrace

Edinburgh

Post town

County/Region

Postcode

E

H

1

2

E

N

Country

DX

Telephone

0131 228 8000



### 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the appropriate 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## Statement of capital

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

Currency		£		
Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share (1)	Amount (if any) unpaid on each share (1)	Number of shares (2)	Aggregate nominal value (3)
A1 Ordinary shares	£26.33		94950	949.50
A2 Ordinary shares	£12.90		59847	598.47
Ordinary shares	£0.01		100,000	1000.00
Ordinary shares	£26.33		6,646	66.46
B Ordinary shares	£12.62		221,790	2217.90
B Ordinary shares	£11.3621		55,408	554.08
B Ordinary shares	£9.4684		79,921	799.21
B1 Ordinary shares	£12.62		158,422	1584.22
Totals			776984	7769.84

<sup>1</sup> Including both the nominal value and any share premium.

3. E.g. Number of shares issued multiplied by nominal value of each share.

2. Total number of issued shares in this class.

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share		
Prescribed particulars	<p><b>Definitions Used</b></p> <p>"A1 Ordinary Shares" means the A1 ordinary shares of £0.01 each in the capital of the Company;</p> <p>"A2 Ordinary Shares" means the A2 ordinary shares of £0.01 each in the capital of the Company;</p> <p>"A Shares" means together the A1 Ordinary Shares and the A2 Ordinary Shares;</p> <p>"A Shareholders" means the holders of the A Shares;</p> <p>"Act" means the Companies Act 2006 (as amended from time to time);</p> <p>"Auditors" means the auditors of the Company from time to time;</p> <p>"B Ordinary Shares" means the B ordinary shares of £0.01 each in the capital of the Company;</p> <p>"B1 Ordinary Shares" means the B1 ordinary shares of £0.01 each in the capital of the Company;</p> <p>"B Shares" means together the B Ordinary Shares and B1 Ordinary Shares;</p> <p>"B Shareholders" means the holders of the B Shares;</p> <p>"Board" means the board of Directors and any committee of the board constituted for the purpose of taking any action or decision contemplated by the Articles;</p> <p>"Bonus Issue" or "Reorganisation" means any return of capital, bonus issue of shares or other securities of the Company by way of capitalisation of profits or reserves (other than a capitalisation issue in substitution for or as an alternative to a cash dividend which is made available to the A Shareholders) or any consolidation or sub-division or any repurchase or redemption of shares (other than A Shares) or any variation in the subscription price or conversion rate applicable to any other outstanding shares of the Company in each case other than shares issued as a result of an Exempt Circumstance;</p> <p>"Company" means Elonics Limited;</p> <p>"CTA 2010" means the Corporation Tax Act 2010</p> <p>"Date of Adoption" means the date on which the Articles were adopted;</p> <p>"Director(s)" means a director or directors of the Company from time to time;</p> <p>"Employee Share Option Plan(s)" means the employee share option plan(s) of the Company, the terms of which have been approved by an Investor Majority;</p>	

**7 Statement of capital (Prescribed particulars of rights attached to shares)**

Class of share	
Prescribed particulars	<p><b>Definitions Used (continuation)</b></p> <p>"Exempt Circumstance" means (i) options to subscribe for Ordinary Shares under the Employee Share Option Plans; (ii) New Securities issued or granted in order for the Company to comply with its obligations under the Articles and issued and issued as part of an IPO; (iii) New Securities issued in consideration of the acquisition by the Company of any company or business which has been approved in writing by an Investor Majority; (iv) New Securities which the Investor Majority and the Board have agreed in writing should be issued without complying with the procedure set out in the Articles; (v) New Securities issued as a result of a bonus issue of shares which has been approved in writing by an Investor Majority; and (vi) Shares or options for Shares issued or granted to the Investors on or about the Date of Adoption.</p> <p>"Family Trusts" means as regards any particular individual member or deceased or former individual member, trusts approved by an Investor Majority acting reasonably (whether arising under a settlement, declaration of trust or other instrument by whomsoever or wheresoever made or under a testamentary disposition or on an intestacy) under which no immediate beneficial interest in any of the shares in question is for the time being vested in any person other than the individual and/or Privileged Relations of that individual; and so that for this purpose a person shall be considered to be beneficially interested in a share if such share or the income thereof is liable to be transferred or paid or applied or appointed to or for the benefit of such person or any voting or other rights attaching thereto are exercisable by or as directed by such person pursuant to the terms of the relevant trusts or in consequence of an exercise of a power or discretion conferred thereby on any person or persons;</p> <p>"Founder" means David Srodzinski;</p> <p>"Fund Manager" means a person whose principal business is to make, manage or advise upon investments in securities;</p> <p>"Investors" means SEP III, Octopus and Mr Carey and their Permitted Transferees;</p> <p>"Investor Majority" means the holders of 55% of the A1 Ordinary Shares, A2 Ordinary Shares, the B Ordinary Shares and the B1 Ordinary Shares as if they constitute one class of shares;</p>

7	<b>Statement of capital (Prescribed particulars of rights attached to shares)</b>	
Class of share		
Prescribed particulars	<p><b>Definitions Used (continuation)</b></p> <p>"IPO" means the admission of all or any of the Shares or securities representing those shares (including without limitation American depositary receipts, American depositary shares and/or other instruments) to or the grant of permission by any like authority for the same to be traded or quoted on Nasdaq or on the Official List of the United Kingdom Listing Authority or on the AIM Market operated by the London Stock Exchange Plc or any other recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000);</p> <p>"a Member of the same Fund Group" means if the Shareholder is Mr Souter or a fund, partnership, company, syndicate or other entity whose business is managed by a Fund Manager (an "Investment Fund") or a nominee of that person:</p> <p>(a) any participant or partner in or member of any such Investment Fund or the holders of any unit trust which is a participant or partner in or member of any Investment Fund (but only in connection with the dissolution of the Investment Fund or any distribution of assets of the Investment Fund pursuant to the operation of the Investment Fund in the ordinary course of business);</p> <p>(b) any fund, partnership, company, syndicate or other entity (or a nominee thereof) whose business is managed by the same Fund Manager as the Investment Fund;</p> <p>(c) any Parent Undertaking or Subsidiary Undertaking of that Fund Manager, or any Subsidiary Undertaking of any Parent Undertaking of that Fund Manager; or</p> <p>(d) any trustee, nominee or custodian of such Investment Fund and vice versa;</p> <p>"a Member of the same Group" means as regards any company, a company which is from time to time a Parent Undertaking or a Subsidiary Undertaking of that company or a Subsidiary Undertaking of any such Parent Undertaking;</p> <p>"Mr Carey" means John Carey residing at 15320 Peach Hill Road, Saratoga, California, 95070, USA;</p> <p>"Mr Souter" means Brian Souter residing at Ochertyre House, By Crieff PH7 4JR;</p> <p>"Nasdaq" means the NASDAQ Global Market of the Nasdaq Stock Market Inc.;</p>	



7

**Statement of capital (Prescribed particulars of rights attached to shares)**

Class of share

Prescribed particulars

**Definitions Used (continuation)**

"New Securities" means any shares or other securities convertible into, or carrying the right to subscribe for those shares, issued by the Company after the Date of Adoption (other than shares or securities issued as a result of the any Exempt Circumstance);

"Octopus" means Octopus Titan VCT 1 plc (company number 06397764), Octopus Titan VCT 2 plc (company number 06397765), Octopus Titan VCT 3 plc (company number 06523078), Octopus Titan VCT 4 plc (company number 07035434) and Octopus Investments Nominees Limited (company number 05572093) all of whom are registered in England and Wales and whose registered office is at 8 Angel Court, London EC2R 7HP;

"Ordinary Shareholders" means the holders from time to time of the Ordinary Shares;

"Ordinary Shares" means the ordinary shares of £0.01 each in the capital of the Company;

"Permitted Transferee" means:

(a) in relation to a Shareholder who is a Founder, any of his Privileged Relations or Trustees;

(b) in relation to a Shareholder which is an undertaking (as defined in section 1161(1) of the Act) means any Member of the same Group;

(c) in relation to any member of the SEP Group:

(i) any other member of the SEP Group;

(ii) any nominee of SEPL subject to the approval of a majority of the Directors;

(iii) any Financial Institution or Institutional Investor;

(d) in relation to any Shareholder, a Member of the Same Fund Group as such Shareholder;

"Privileged Relation" in relation to a Shareholder who is an individual member or deceased or former member means a spouse, civil partner, child or grandchild (including step or adopted or illegitimate child and their issue);

"SEP III" means SEP III a limited partnership established in Scotland under the Limited Partnerships Act 1907 with number SL005605 and having its place of registration at 17 Blythswood Square, Glasgow, G2 4AD acting through its manager SEPL and its Permitted Transferees;

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share		
Prescribed particulars	<p><b>Definitions Used (continuation)</b></p> <p>"SEP Group" means SEP III, any general or limited partner for the time being in SEP III and any subsidiary or holding company from time to time of any limited or general partner of SEP III and any subsidiary of such holding company and any other fund or scheme managed by SEPL or any nominee of the foregoing;</p> <p>"SEPL" means Scottish Equity Partners LLP, a limited liability partnership incorporated in Scotland under number SC301884 and having its registered office at 17 Blythswood Square, Glasgow, G2 4AD;</p> <p>"Shareholder" means any holder of any Shares;</p> <p>"Shares" means the Ordinary Shares, the A1 Ordinary Shares, the A2 Ordinary Shares, the B Ordinary Shares and the B1 Ordinary Shares and the Deferred Shares from time to time;</p> <p>"Subsidiary", "Subsidiary Undertaking" and "Parent Undertaking" have the meanings set out in the Act;</p> <p>"Subscription Price" the amount subscribed for a Share including any premium and if applicable, adjusted to reflect any Bonus Issue or Reorganisation;</p> <p>"Trustees" in relation to a Shareholder means the trustee or the trustees of a Family Trust.</p>	

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A1 Ordinary Shares	
Prescribed particulars	<p>A. The A1 Ordinary Shares carry one vote per share.</p> <p>B. The A1 Ordinary Shares are entitled to participate in dividends pro rata with the A2 Ordinary Shares, the B Ordinary Shares, the B1 Ordinary Shares and the Ordinary Shares.</p> <p>C. On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): first, in paying a sum equal to £X plus £613.50 (where X is an amount equal to the aggregate Subscription Price of all B Shares in issue at the relevant time) which sum shall be distributed as to 0.0001% to the Ordinary Shareholders and the A Shareholders pro rata according to the number of Ordinary Shares and A Shares (as if they constituted one class of share) held by them respectively and as to the balance of 99.9999% to the B Shareholders pro rata according to the number of B Shares (as if they constituted one class of share) held by them respectively; second, in paying a sum equal to £Y plus £613.50 (where Y is an amount equal to the aggregate Subscription Price of all A Shares in issue at the relevant time) which sum shall be distributed as to 0.0001% to the Ordinary Shareholders and the B Shareholders pro rata according to the number of Ordinary Shares and B Shares (as if they constituted one class of share) held by them respectively and as to the balance of 99.9999% to the A Shareholders pro rata according to the number of A Shares (as if they constituted one class of share) held by them respectively; and the balance of the surplus assets (if any) shall be distributed among the Ordinary Shareholders, A Shareholders and B Shareholders pro rata (as if the Shares constituted one class of share) according to the number of Shares held by them respectively.</p> <p>For the avoidance of doubt, the amount payable to the holders of B1 Ordinary Shares shall not exceed 50% of the assets of the Company available for distribution as defined in section 454 of CTA 2010.</p>	

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A1 Ordinary Shares (continued)	
Prescribed particulars	<p>In the event of any Bonus Issue or Reorganisation, the Subscription Price of the A Shares and the B Shares shall also be subject to deemed adjustment on such basis as may be agreed by the Company with the Investor Majority within 10 Business Days after any Bonus Issue or Reorganisation. If the Company and the Investor Majority cannot agree such adjustment it shall be referred to the Auditors whose determination shall, in the absence of manifest error, be final and binding on the Company and each of its Shareholders. The costs of the Auditors shall be borne by the Company.</p> <p>D. The shares are not redeemable.</p>	

# SH01 - continuation page

Return of allotment of shares



7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A2 Ordinary Shares	
Prescribed particulars	<p>A. The A2 Ordinary Shares carry one vote per share.</p> <p>B. The A2 Ordinary Shares are entitled to participate in dividends pro rata with the A1 Ordinary Shares, the B Ordinary Shares, the B1 Ordinary Shares and the Ordinary Shares.</p> <p>C. On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): first, in paying a sum equal to £X plus £613.50 (where X is an amount equal to the aggregate Subscription Price of all B Shares in issue at the relevant time) which sum shall be distributed as to 0.0001% to the Ordinary Shareholders and the A Shareholders pro rata according to the number of Ordinary Shares and A Shares (as if they constituted one class of share) held by them respectively and as to the balance of 99.9999% to the B Shareholders pro rata according to the number of B Shares (as if they constituted one class of share) held by them respectively; second, in paying a sum equal to £Y plus £613.50 (where Y is an amount equal to the aggregate Subscription Price of all A Shares in issue at the relevant time) which sum shall be distributed as to 0.0001% to the Ordinary Shareholders and the B Shareholders pro rata according to the number of Ordinary Shares and B Shares (as if they constituted one class of share) held by them respectively and as to the balance of 99.9999% to the A Shareholders pro rata according to the number of A Shares (as if they constituted one class of share) held by them respectively; and the balance of the surplus assets (if any) shall be distributed among the Ordinary Shareholders, A Shareholders and B Shareholders pro rata (as if the Shares constituted one class of share) according to the number of Shares held by them respectively.</p> <p>For the avoidance of doubt, the amount payable to the holders of B1 Ordinary Shares shall not exceed 50% of the assets of the Company available for distribution as defined in section 454 of CTA 2010.</p>	

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A2 Ordinary Shares (continued)	
Prescribed particulars	<p>In the event of any Bonus Issue or Reorganisation, the Subscription Price of the A Shares and the B Shares shall also be subject to deemed adjustment on such basis as may be agreed by the Company with the Investor Majority within 10 Business Days after any Bonus Issue or Reorganisation. If the Company and the Investor Majority cannot agree such adjustment it shall be referred to the Auditors whose determination shall, in the absence of manifest error, be final and binding on the Company and each of its Shareholders. The costs of the Auditors shall be borne by the Company.</p> <p>D. The shares are not redeemable.</p>	

# SH01 - continuation page

Return of allotment of shares



## 7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	B Ordinary Shares	
Prescribed particulars	<p>A. The B Ordinary Shares carry one vote per share.</p> <p>B. The B Ordinary Shares are entitled to participate in dividends pro rata with the A1 Ordinary Shares, A2 Ordinary Shares, the B1 Ordinary Shares and the Ordinary Shares.</p> <p>C. On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): first, in paying a sum equal to £X plus £613.50 (where X is an amount equal to the aggregate Subscription Price of all B Shares in issue at the relevant time) which sum shall be distributed as to 0.0001% to the Ordinary Shareholders and the A Shareholders pro rata according to the number of Ordinary Shares and A Shares (as if they constituted one class of share) held by them respectively and as to the balance of 99.9999% to the B Shareholders pro rata according to the number of B Shares (as if they constituted one class of share) held by them respectively; second, in paying a sum equal to £Y plus £613.50 (where Y is an amount equal to the aggregate Subscription Price of all A Shares in issue at the relevant time) which sum shall be distributed as to 0.0001% to the Ordinary Shareholders and the B Shareholders pro rata according to the number of Ordinary Shares and B Shares (as if they constituted one class of share) held by them respectively and as to the balance of 99.9999% to the A Shareholders pro rata according to the number of A Shares (as if they constituted one class of share) held by them respectively; and the balance of the surplus assets (if any) shall be distributed among the Ordinary Shareholders, A Shareholders and B Shareholders pro rata (as if the Shares constituted one class of share) according to the number of Shares held by them respectively.</p> <p>For the avoidance of doubt, the amount payable to the holders of B1 Ordinary Shares shall not exceed 50% of the assets of the Company available for distribution as defined in section 454 of CTA 2010.</p>	

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B Ordinary Shares (continued)	
Prescribed particulars	<p>In the event of any Bonus Issue or Reorganisation, the Subscription Price of the A Shares and the B Shares shall also be subject to deemed adjustment on such basis as may be agreed by the Company with the Investor Majority within 10 Business Days after any Bonus Issue or Reorganisation. If the Company and the Investor Majority cannot agree such adjustment it shall be referred to the Auditors whose determination shall, in the absence of manifest error, be final and binding on the Company and each of its Shareholders. The costs of the Auditors shall be borne by the Company.</p>	
	D. The shares are not redeemable.	



**Statement of capital** (Prescribed particulars of rights attached to shares)

<b>Class of share</b>	B1 Ordinary Shares	
<b>Prescribed particulars</b>	<p>A. The B1 Ordinary Shares carry one vote per share.</p> <p>B. The B1 Ordinary Shares are entitled to participate in dividends pro rata with the A1 Ordinary Shares, A2 Ordinary Shares, the B Ordinary Shares and the Ordinary Shares.</p> <p>C. On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): first, in paying a sum equal to £X plus £613.50 (where X is an amount equal to the aggregate Subscription Price of all B Shares in issue at the relevant time) which sum shall be distributed as to 0.0001% to the Ordinary Shareholders and the A Shareholders pro rata according to the number of Ordinary Shares and A Shares (as if they constituted one class of share) held by them respectively and as to the balance of 99.9999% to the B Shareholders pro rata according to the number of B Shares (as if they constituted one class of share) held by them respectively; second, in paying a sum equal to £Y plus £613.50 (where Y is an amount equal to the aggregate Subscription Price of all A Shares in issue at the relevant time) which sum shall be distributed as to 0.0001% to the Ordinary Shareholders and the B Shareholders pro rata according to the number of Ordinary Shares and B Shares (as if they constituted one class of share) held by them respectively and as to the balance of 99.9999% to the A Shareholders pro rata according to the number of A Shares (as if they constituted one class of share) held by them respectively; and the balance of the surplus assets (if any) shall be distributed among the Ordinary Shareholders, A Shareholders and B Shareholders pro rata (as if the Shares constituted one class of share) according to the number of Shares held by them respectively.</p> <p>For the avoidance of doubt, the amount payable to the holders of B1 Ordinary Shares shall not exceed 50% of the assets of the Company available for distribution as defined in section 454 of CTA 2010.</p>	

**Statement of capital (Prescribed particulars of rights attached to shares)**

<b>Class of share</b>	B1 Ordinary Shares (continued)
<b>Prescribed particulars</b>	<p>In the event of any Bonus Issue or Reorganisation, the Subscription Price of the A Shares and the B Shares shall also be subject to deemed adjustment on such basis as may be agreed by the Company with the Investor Majority within 10 Business Days after any Bonus Issue or Reorganisation. If the Company and the Investor Majority cannot agree such adjustment it shall be referred to the Auditors whose determination shall, in the absence of manifest error, be final and binding on the Company and each of its Shareholders. The costs of the Auditors shall be borne by the Company.</p> <p>D. The shares are not redeemable.</p>

**7 Statement of capital (Prescribed particulars of rights attached to shares)**

Class of share	Ordinary Shares	
Prescribed particulars	<p>A. The Ordinary Shares carry one vote per share.</p> <p>B. The Ordinary Shares are entitled to participate in dividends pro rata with the A1 Ordinary Shares, A2 Ordinary Shares, the B Ordinary Shares and the B1 Ordinary Shares.</p> <p>C. On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): first, in paying a sum equal to £X plus £613.50 (where X is an amount equal to the aggregate Subscription Price of all B Shares in issue at the relevant time) which sum shall be distributed as to 0.0001% to the Ordinary Shareholders and the A Shareholders pro rata according to the number of Ordinary Shares and A Shares (as if they constituted one class of share) held by them respectively and as to the balance of 99.9999% to the B Shareholders pro rata according to the number of B Shares (as if they constituted one class of share) held by them respectively; second, in paying a sum equal to £Y plus £613.50 (where Y is an amount equal to the aggregate Subscription Price of all A Shares in issue at the relevant time) which sum shall be distributed as to 0.0001% to the Ordinary Shareholders and the B Shareholders pro rata according to the number of Ordinary Shares and B Shares (as if they constituted one class of share) held by them respectively and as to the balance of 99.9999% to the A Shareholders pro rata according to the number of A Shares (as if they constituted one class of share) held by them respectively; and the balance of the surplus assets (if any) shall be distributed among the Ordinary Shareholders, A Shareholders and B Shareholders pro rata (as if the Shares constituted one class of share) according to the number of Shares held by them respectively.</p> <p>For the avoidance of doubt, the amount payable to the holders of B1 Ordinary Shares shall not exceed 50% of the assets of the Company available for distribution as defined in section 454 of CTA 2010.</p>	

# SH01 - continuation page

## Return of allotment of shares



### Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

Ordinary Shares (continued)

Prescribed particulars

In the event of any Bonus Issue or Reorganisation, the Subscription Price of the A Shares and the B Shares shall also be subject to deemed adjustment on such basis as may be agreed by the Company with the Investor Majority within 10 Business Days after any Bonus Issue or Reorganisation. If the Company and the Investor Majority cannot agree such adjustment it shall be referred to the Auditors whose determination shall, in the absence of manifest error, be final and binding on the Company and each of its Shareholders. The costs of the Auditors shall be borne by the Company.

D. The shares are not redeemable.