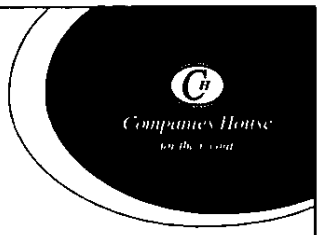
In accordance with Section 555 of the Companies Act 2006.

SH01
Return of allotment of shares



You can use the WebFiling service to file this form online.
Please go to 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 subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company.

WEDNESDAY

S25HDJHU
SCT 03/04/2013 #687
COMPANIES HOUSE

1 Company details

Company number	S C 3 0 0 5 3 8
Company name in full	METAFORIC 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 ❶

From Date	d 2 d 0	m 0 m 3	y 2 y 0 y 1 y 3
To Date	d d	m m	y y y y

❶ **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.)

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ❷	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
SEE CONTINUATION PAGE					

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)

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
SEE CONTINUATION PAGE				£
				£
				£
				£
		Totals		£

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

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 ❹	

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

❶ Including both the nominal value and any share premium.

❷ Total number of issued shares in this class.

❸ 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.

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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	ALL CLASSES OF SHARES
Prescribed particulars ●	SEE CONTINUATION PAGES
Class of share	
Prescribed particulars ●	
Class of share	
Prescribed particulars ●	

● 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 ●, Secretary, Person authorised ●, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

● 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.

● Person authorised
Under either section 270 or 274 of the Companies Act 2006.

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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 JWM/MET/1/9

Company name McGinn Solicitors

Address 4 Woodside Place

Post town Glasgow

County/Region

Postcode G3 7QF

Country

DX

Telephone 0141 353 5355

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 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
or email 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

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page
Return of allotment of shares

3 Shares allotted

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

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ❷	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
C ORDINARY	STERLING	1,504,801	0.01	0.0100	NIL
D ORDINARY	STERLING	12,950,295	0.01	0.0915	NIL

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

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)

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

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: STERLING

Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
ORDINARY	0.0100	0	2,636,749	26,367.4900
A ORDINARY	0.6320	0	6,677,430	66,774.3000
B ORDINARY	0.5000	0	6,000,000	60,000.0000
A GROWTH	0.0004	0	727,988	72.7988
B GROWTH	0.0003	0	217,225	21.7225
C GROWTH	0.0002	0	288,498	28.8498
D GROWTH	0.0001	0	113,878	11.3878
A ORDINARY	0.0100	0	2,812,352	28,123.5200
B ORDINARY	0.0100	0	2,285,462	22,854,6200
C ORDINARY	0.1630	0	11,957,186	119,571.8600
DEFERRED	0.0004	0	145,597	14.5597
DEFERRED	0.0003	0	54,345	5.4345
DEFERRED	0.0002	0	57,699	5.7699
DEFERRED	0.0001	0	2004	0.2004
C ORDINARY	0.0100	0	1,504,801	15,048.0100
DELIBERATELY BLANK				
D ORDINARY	0.0915	0	12,950,295	129,502.9500
		Totals	48,431,509	468,403.4734

❶ Including both the nominal value and any share premium.

❷ Total number of issued shares in this class.

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

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	A ORDINARY SHARES
Prescribed particulars	(A) On a show of hands every holder of A Ordinary Shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) shall have one vote and on a poll every member holding A Ordinary Shares shall have one vote for every such share of which he is the holder. (B) No dividend shall be paid on any Share without the prior consent of all of the Investors. (C) Upon a liquidation, dissolution or winding up of or other return of capital by the Company (a "Capital Distribution Event") or a Sale, the proceeds of such Sale or the assets of the Company available to the Members (as the case may be, and each being the "Proceeds") shall be distributed (to the extent that the Company is lawfully permitted to do so) among the Members (being, in the case of a Sale, the Members immediately prior to such Sale) as follows: (i) first, in paying to each of the D Ordinary Shareholders, in priority to any other classes of Shares, an amount per D Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per D Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the D Ordinary Shareholders pro rata to their respective holdings of D Ordinary Shares); (ii) second, in paying to each of the C Ordinary Shareholders, an amount per C Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per C Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the C Ordinary Shareholders pro rata to their respective holdings of C Ordinary Shares); (iii) third, in paying to each of the B Ordinary Shareholders, an amount per B Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per B Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the B Ordinary Shareholders pro rata to their respective holdings of B Ordinary Shares); (iv) fourth, in paying to each of the A Ordinary Shareholders, an amount per A Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per A Ordinary Share due pursuant to this provision, the remaining surplus assets

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	A ORDINARY SHARES (CONT)
Prescribed particulars	shall be distributed to the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares); (v) subject to Article 4.12.1 of the article of association of the Company, the balance of the Proceeds (if any) shall be distributed among the holders of Shares pro rata (on an as converted basis as if the Shares constituted one and the same class) to the number of Shares held. (D) the A Ordinary shares are not redeemable.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	B ORDINARY SHARES
Prescribed particulars	(A) On a show of hands every holder of B Ordinary Shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) shall have one vote and on a poll every member holding B Ordinary Shares shall have one vote for every such share of which he is the holder. (B) No dividend shall be paid on any Share without the prior consent of all of the Investors. (C) Upon a liquidation, dissolution or winding up of or other return of capital by the Company (a "Capital Distribution Event") or a Sale, the proceeds of such Sale or the assets of the Company available to the Members (as the case may be, and each being the "Proceeds") shall be distributed (to the extent that the Company is lawfully permitted to do so) among the Members (being, in the case of a Sale, the Members immediately prior to such Sale) as follows: (i) first, in paying to each of the D Ordinary Shareholders, in priority to any other classes of Shares, an amount per D Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per D Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the D Ordinary Shareholders pro rata to their respective holdings of D Ordinary Shares); (ii) second, in paying to each of the C Ordinary Shareholders, an amount per C Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per C Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the C Ordinary Shareholders pro rata to their respective holdings of C Ordinary Shares); (iii) third, in paying to each of the B Ordinary Shareholders, an amount per B Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per B Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the B Ordinary Shareholders pro rata to their respective holdings of B Ordinary Shares); (iv) fourth, in paying to each of the A Ordinary Shareholders, an amount per A Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per A Ordinary Share due pursuant to this provision, the remaining surplus assets

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

Class of share	B ORDINARY SHARES (CONT)
Prescribed particulars	shall be distributed to the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares); (v) subject to Article 4.12.1 of the article of association of the Company, the balance of the Proceeds (if any) shall be distributed among the holders of Shares pro rata (on an as converted basis as if the Shares constituted one and the same class) to the number of Shares held. (D) the B Ordinary shares are not redeemable.

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Return of allotment of shares

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

Class of share	C ORDINARY SHARES
Prescribed particulars	(A) On a show of hands every holder of C Ordinary Shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) shall have one vote and on a poll every member holding C Ordinary Shares shall have one vote for every such share of which he is the holder. (B) No dividend shall be paid on any Share without the prior consent of all of the Investors. (C) Upon a liquidation, dissolution or winding up of or other return of capital by the Company (a "Capital Distribution Event") or a Sale, the proceeds of such Sale or the assets of the Company available to the Members (as the case may be, and each being the "Proceeds") shall be distributed (to the extent that the Company is lawfully permitted to do so) among the Members (being, in the case of a Sale, the Members immediately prior to such Sale) as follows: (i) first, in paying to each of the D Ordinary Shareholders, in priority to any other classes of Shares, an amount per D Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per D Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the D Ordinary Shareholders pro rata to their respective holdings of D Ordinary Shares); (ii) second, in paying to each of the C Ordinary Shareholders, an amount per C Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per C Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the C Ordinary Shareholders pro rata to their respective holdings of C Ordinary Shares); (iii) third, in paying to each of the B Ordinary Shareholders, an amount per B Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per B Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the B Ordinary Shareholders pro rata to their respective holdings of B Ordinary Shares); (iv) fourth, in paying to each of the A Ordinary Shareholders, an amount per A Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per A Ordinary Share due pursuant to this provision, the remaining surplus assets

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

Class of share	C ORDINARY SHARES (CONT)
Prescribed particulars	shall be distributed to the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares); (v) subject to Article 4.12.1 of the article of association of the Company, the balance of the Proceeds (if any) shall be distributed among the holders of Shares pro rata (on an as converted basis as if the Shares constituted one and the same class) to the number of Shares held. (D) the C Ordinary shares are not redeemable.

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

Class of share	D ORDINARY SHARES
Prescribed particulars	(A) On a show of hands every holder of D Ordinary Shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) shall have one vote and on a poll every member holding D Ordinary Shares shall have one vote for every such share of which he is the holder. (B) No dividend shall be paid on any Share without the prior consent of all of the Investors. (C) Upon a liquidation, dissolution or winding up of or other return of capital by the Company (a "Capital Distribution Event") or a Sale, the proceeds of such Sale or the assets of the Company available to the Members (as the case may be, and each being the "Proceeds") shall be distributed (to the extent that the Company is lawfully permitted to do so) among the Members (being, in the case of a Sale, the Members immediately prior to such Sale) as follows: (i) first, in paying to each of the D Ordinary Shareholders, in priority to any other classes of Shares, an amount per D Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per D Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the D Ordinary Shareholders pro rata to their respective holdings of D Ordinary Shares); (ii) second, in paying to each of the C Ordinary Shareholders, an amount per C Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per C Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the C Ordinary Shareholders pro rata to their respective holdings of C Ordinary Shares); (iii) third, in paying to each of the B Ordinary Shareholders, an amount per B Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per B Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the B Ordinary Shareholders pro rata to their respective holdings of B Ordinary Shares); (iv) fourth, in paying to each of the A Ordinary Shareholders, an amount per A Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per A Ordinary Share due pursuant to this provision, the remaining surplus assets

In accordance with Section 555 of the Companies Act 2006.

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

Class of share	D ORDINARY SHARES (CONT)
Prescribed particulars	shall be distributed to the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares); (v) subject to Article 4.12.1 of the article of association of the Company, the balance of the Proceeds (if any) shall be distributed among the holders of Shares pro rata (on an as converted basis as if the Shares constituted one and the same class) to the number of Shares held. (D) the D Ordinary shares are not redeemable.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	A GROWTH SHARES
Prescribed particulars	(A) Each holder of Growth Shares shall in that capacity only be entitled to receive notice of an attend and vote at any general meeting at which a resolution is to be passed to vary the rights attaching to the particular classes of Growth Shares held by them and in respect of such resolution on a show of hands every holder of Growth Shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) shall have one vote and on a poll every member holding Growth Shares shall have one vote for every such share of which he is the holder. For the avoidance of doubt, the holders of Growth Shares shall in that capacity have no o (B) No dividend shall be paid or declared on or in respect of Growth Shares. (C) Upon a liquidation, dissolution or winding up of or other return of capital by the Company (a "Capital Distribution Event") or a Sale, the proceeds of such Sale or the assets of the Company available to the Members (as the case may be, and each being the "Proceeds") shall be distributed (to the extent that the Company is lawfully permitted to do so) among the Members (being, in the case of a Sale, the Members immediately prior to such Sale) as follows: (i) first, in paying to each of the D Ordinary Shareholders, in priority to any other classes of Shares, an amount per D Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per D Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the D Ordinary Shareholders pro rata to their respective holdings of D Ordinary Shares); (ii) second, in paying to each of the C Ordinary Shareholders, an amount per C Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per C Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the C Ordinary Shareholders pro rata to their respective holdings of C Ordinary Shares); (iii) third, in paying to each of the B Ordinary Shareholders, an amount per B Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per B Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the B Ordinary Shareholders pro rata to their respective holdings of B Ordinary Shares);

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

Class of share	A GROWTH SHARES (CONT)
Prescribed particulars	(iv) fourth, in paying to each of the A Ordinary Shareholders, an amount per A Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per A Ordinary Share due pursuant to this provision, the remaining surplus assetsshall be distributed to the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares); (v) subject to Article 4.12.1 of the article of association of the Company, the balance of the Proceeds (if any) shall be distributed among the holders of Shares pro rata (on an as converted basis as if the Shares constituted one and the same class) to the number of Shares held. (D) the a A Growth shares are not redeemable.

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

Class of share	B GROWTH SHARES
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In accordance with Section 555 of the Companies Act 2006.

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

Class of share	B GROWTH SHARES (CONT)
Prescribed particulars	(iv) fourth, in paying to each of the A Ordinary Shareholders, an amount per A Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per A Ordinary Share due pursuant to this provision, the remaining surplus assetsshall be distributed to the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares); (v) subject to Article 4.12.1 of the article of association of the Company, the balance of the Proceeds (if any) shall be distributed among the holders of Shares pro rata (on an as converted basis as if the Shares constituted one and the same class) to the number of Shares held. (D) the a B Growth shares are not redeemable.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	C GROWTH SHARES
Prescribed particulars	(A) Each holder of Growth Shares shall in that capacity only be entitled to receive notice of an attend and vote at any general meeting at which a resolution is to be passed to vary the rights attaching to the particular classes of Growth Shares held by them and in respect of such resolution on a show of hands every holder of Growth Shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) shall have one vote and on a poll every member holding Growth Shares shall have one vote for every such share of which he is the holder. For the avoidance of doubt, the holders of Growth Shares shall in that capacity have no o (B) No dividend shall be paid or declared on or in respect of Growth Shares. (C) Upon a liquidation, dissolution or winding up of or other return of capital by the Company (a "Capital Distribution Event") or a Sale, the proceeds of such Sale or the assets of the Company available to the Members (as the case may be, and each being the "Proceeds") shall be distributed (to the extent that the Company is lawfully permitted to do so) among the Members (being, in the case of a Sale, the Members immediately prior to such Sale) as follows: (i) first, in paying to each of the D Ordinary Shareholders, in priority to any other classes of Shares, an amount per D Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per D Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the D Ordinary Shareholders pro rata to their respective holdings of D Ordinary Shares); (ii) second, in paying to each of the C Ordinary Shareholders, an amount per C Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per C Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the C Ordinary Shareholders pro rata to their respective holdings of C Ordinary Shares); (iii) third, in paying to each of the B Ordinary Shareholders, an amount per B Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per B Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the B Ordinary Shareholders pro rata to their respective holdings of B Ordinary Shares);

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	C GROWTH SHARES (CONT)
Prescribed particulars	(iv) fourth, in paying to each of the A Ordinary Shareholders, an amount per A Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per A Ordinary Share due pursuant to this provision, the remaining surplus assetsshall be distributed to the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares); (v) subject to Article 4.12.1 of the article of association of the Company, the balance of the Proceeds (if any) shall be distributed among the holders of Shares pro rata (on an as converted basis as if the Shares constituted one and the same class) to the number of Shares held. (D) the a C Growth shares are not redeemable.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D GROWTH SHARES
Prescribed particulars	(A) Each holder of Growth Shares shall in that capacity only be entitled to receive notice of an attend and vote at any general meeting at which a resolution is to be passed to vary the rights attaching to the particular classes of Growth Shares held by them and in respect of such resolution on a show of hands every holder of Growth Shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) shall have one vote and on a poll every member holding Growth Shares shall have one vote for every such share of which he is the holder. For the avoidance of doubt, the holders of Growth Shares shall in that capacity have no o (B) No dividend shall be paid or declared on or in respect of Growth Shares. (C) Upon a liquidation, dissolution or winding up of or other return of capital by the Company (a "Capital Distribution Event") or a Sale, the proceeds of such Sale or the assets of the Company available to the Members (as the case may be, and each being the "Proceeds") shall be distributed (to the extent that the Company is lawfully permitted to do so) among the Members (being, in the case of a Sale, the Members immediately prior to such Sale) as follows: (i) first, in paying to each of the D Ordinary Shareholders, in priority to any other classes of Shares, an amount per D Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per D Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the D Ordinary Shareholders pro rata to their respective holdings of D Ordinary Shares); (ii) second, in paying to each of the C Ordinary Shareholders, an amount per C Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per C Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the C Ordinary Shareholders pro rata to their respective holdings of C Ordinary Shares); (iii) third, in paying to each of the B Ordinary Shareholders, an amount per B Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per B Ordinary Share due pursuant to this provision, the remaining surplus assets shall be distributed to the B Ordinary Shareholders pro rata to their respective holdings of B Ordinary Shares);

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D GROWTH SHARES (CONT)
Prescribed particulars	(iv) fourth, in paying to each of the A Ordinary Shareholders, an amount per A Ordinary Share held equal to the Issue Price, together with a sum equal to any Arrears and any dividends accrued down to the relevant date of payment (provided that if there are insufficient surplus assets to pay the amounts per A Ordinary Share due pursuant to this provision, the remaining surplus assetsshall be distributed to the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares); (v) subject to Article 4.12.1 of the article of association of the Company, the balance of the Proceeds (if any) shall be distributed among the holders of Shares pro rata (on an as converted basis as if the Shares constituted one and the same class) to the number of Shares held. (D) the a D Growth shares are not redeemable.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	DEFERRED SHARES
Prescribed particulars	Deferred Shares shall: (A) not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company; (B) on a return of capital on winding up or otherwise, entitle the holders thereof only to the repayment of the amounts paid up or credited as paid up on such Deferred Shares after payment in respect of each Share of the amount paid up on such Share and £25,000,000; and (C) not otherwise entitle the holders thereof to receive or participate in any way in any profits or assets of the Company. (D) The Company may at any time after the creation of any Deferred Shares and to the extent permitted under the Companies Act 2006 redeem all or any of those Deferred Shares then in issue, at an aggregate price not exceeding £0.01 for all the Deferred Shares redeemed, with the recipient of such sum being determined by the Company, upon giving the registered holders of such shares notice in writing of its intention so to do, fixing a time and place for the redemption.