

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

Oyez

☒ **What this form is for**
You may use this form to give notice
of consolidation, sub-division,
redemption of shares or
re-conversion of stock into shares.

☐ **What this form is NOT for**
You cannot use this form to
give notice of a conversion of stock
into shares.

SATURDAY



A28 *A392OT6Q* #89
31/05/2014
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	Date of resolution
Date of resolution	21 05 2014

3	Consolidation	
Please show the amendments to each class of share.		
	Previous share structure	New share structure
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

4	Sub-division	
Please show the amendments to each class of share.		
	Previous share structure	New share structure
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share
ORDINARY	2,636,749	£0.01
A ORDINARY	9,489,782	£0.01
B ORDINARY	8,285,462	£0.01

5	Redemption	
Please show the class number and nominal value of shares that have been redeemed. Only redeemable shares can be redeemed.		
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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6 Re-conversion			
Please show the class number and nominal value of shares following re-conversion from stock.			
New share structure			
Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

Statement of capital

Section 7 (also **Section 8** and **Section 9** if appropriate) should reflect the company's issued capital following the changes made in this form.

7 Statement of capital (Share capital in pound sterling (£))				
Please complete the table below to show each share classes held in pound sterling.				
If all your issued capital is in sterling, only complete Section 7 and then go to Section 10 .				
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⁾
SEE CONTINUATION PAGE				£
				£
				£
				£
Totals				£

8 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 ⁽¹⁾	Amount (if any) unpaid on each share ⁽¹⁾	Number of shares ⁽²⁾	Aggregate nominal value ⁽³⁾
Totals				

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⁾
Totals				

¹ Including both the nominal value and any share premium.

² Number of shares issued multiplied by nominal value of each share.

Continuation pages

Please use a Statement of Capital continuation page if necessary.

³ Total number of issued shares in this class.

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Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital.	1 Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	5,176,116,234	
Total aggregate nominal value (1)	£517,611.62	

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Statement of capital (Prescribed particulars of rights attached to shares) (2)

	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 7 and Section 8 .	2 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. Please use a Statement of capital continuation page if necessary.
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		


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Class of share	ALL CLASSES OF SHARES	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. Please use a Statement of capital continuation page if necessary.
Prescribed particulars	SEE CONTINUATION PAGES	
Class of share		
Prescribed particulars		

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Signature

I am signing this form on behalf of the company.		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.
Signature	<div>Signature</div> <div>X  X</div> <div>This form may be signed by: Director ², Secretary, Person authorised ³, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.</div>	

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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

CHRIS SLACK

Company name

Jones Day

Address

21 Tudor Street

London

Post town

County/Region

Postcode

E

C

4

Y

0

D

J

Country

DX

DX 67 - London/Chancery

Telephone

020 7039 5959



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 entered the date of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed 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



7 Spa Road, London SE16 3QQ
www.oyezforms.co.uk

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Companies SH02

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shares or re-conversion of stock into shares



CONTINUATION

- ☒ **What this form is for**
You may use this form to give notice
of consolidation, sub-division,
redemption of shares or
re-conversion of stock into shares.
- ☐ **What this form is NOT for**
You cannot use this form to
give notice of a conversion of
stock.

1	Company details
Company number	SC300538
Company name in full	CASTAFORIC LIMITED

Filling in this form
Please complete in typescript or in bold
black capitals.
All fields are mandatory unless
specified or indicated by *

2	Date of resolution
Date of resolution	20 05 2011

3	Consolidation			
Please show the amendments to each class of share.				
Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4	Sub-division			
Please show the amendments to each class of share.				
Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
C ORDINARY	13,461,987	£0.01	1,346,198,700	£0.0001
D ORDINARY	12,950,295	£0.01	1,295,029,500	£0.0001
MIS ORDINARY	4,920,270	£0.01	492,027,000	£0.0001

5	Redemption	
Please show the class number and nominal value of shares that have been redeemed. Only redeemable shares can be redeemed.		
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

Statement of capital

Please complete the table below to show each 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)
ORDINARY	0.0100	0	✓ 263,674,900	26367.49
A ORDINARY	0.6320	0	✓ 667,743,000	66774.30
A ORDINARY	0.0100	0	✓ 281,235,200	28123.52
B ORDINARY	0.5000	0	✓ 600,000,000	60000.00
B ORDINARY	0.0100	0	✓ 228,546,200	22854.62
C ORDINARY	0.1630	0	✓ 1,195,718,600	119571.86
C ORDINARY	0.0100	0	✓ 150,480,100	15048.01
D ORDINARY	0.0915	0	✓ 1,295,029,500	129502.95
DEFERRED	0.0001	0	✓ 873,585	87.36
DEFERRED	0.0002	0	✓ 326,070	32.61
DEFERRED	0.0003	0	✓ 346,197	34.62
DEFERRED	0.0004	0	115,882	11.59
MIS ORDINARY	0.07836	0	✓ 492,027,000	49202.70
Totals			5176116234	517611.63

¹ 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.

SH02 - continuation page
Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>(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.</p> <p>(B) No dividend shall be paid on any Share without the prior consent of all of the Investors.</p> <p>(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:</p> <p>(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);</p> <p>(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);</p> <p>(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);</p> <p>(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</p>	

SH02 - continuation page
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	<p>shall be distributed to the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares);</p> <p>(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.</p> <p>(D) the A Ordinary 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) 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.</p> <p>(B) No dividend shall be paid on any Share without the prior consent of all of the Investors.</p> <p>(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:</p> <p>(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);</p> <p>(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);</p> <p>(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);</p> <p>(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</p>	

SH02 - continuation page
Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	B ORDINARY SHARES (CONT)	
Prescribed particulars	<p>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.</p>	

SH02 continuation page
Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY SHARES	
Prescribed particulars	<p>(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.</p> <p>(B) No dividend shall be paid on any Share without the prior consent of all of the investors.</p> <p>(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:</p> <p>(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);</p> <p>(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);</p> <p>(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);</p> <p>(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</p>	

SH02- continuation page
Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	C ORDINARY SHARES (CONT)	
Prescribed particulars	<p>shall be distributed to the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares);</p> <p>(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.</p> <p>(D) the C Ordinary shares are not redeemable.</p>	

SH02 - continuation page
Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	D ORDINARY SHARES	
Prescribed particulars	<p>(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.</p> <p>(B) No dividend shall be paid on any Share without the prior consent of all of the Investors.</p> <p>(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:</p> <p>(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);</p> <p>(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);</p> <p>(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);</p> <p>(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</p>	

SH01 - continuation page
Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	D ORDINARY SHARES (CONT)	
Prescribed particulars	<p>shall be distributed to the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares);</p> <p>(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.</p> <p>(D) the D Ordinary shares are not redeemable.</p>	

SH02 - continuation page
Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	DEFERRED SHARES	
Prescribed particulars	<p>Deferred Shares shall:</p> <p>(A) not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company;</p> <p>(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</p> <p>(C) not otherwise entitle the holders thereof to receive or participate in any way in any profits or assets of the Company.</p> <p>(D) The Company may at any time after the creation of any Deferred Shares and to the extent permitted under the Companies Act 2008 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.</p>	

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	MIS ORDINARY SHARES	
Prescribed particulars	<p>(A) Each holder of MIS Ordinary 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 MIS Ordinary Shares and in respect of such resolution on a show of hands every holder of MIS 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 MIS Ordinary Shares shall have one vote for every such share of which he is the holder. For the avoidance of doubt, the holders of MIS Ordinary Shares shall in that capacity have no other right to vote at any general meeting.</p> <p>(B) No dividend shall be paid on any Share without the prior consent of all of the Investors.</p> <p>(C) The holders of MIS Shares are entitled to participate in a share of the Proceeds if there is (i) a Disposal or (ii) a Listing or (iii) a sale of the entire issued share capital of the Company (a "Share Sale"). On a Disposal, Listing or a Share Sale, if the Proceeds are greater than £5,405,405, the MIS Shareholders shall be entitled to such proportion of the Proceeds as the MIS Shares bear to the total issued share capital of the Company at the time of the Disposal or Share Sale up to a maximum of 7.5% of the Proceeds. Such proportion of the Proceeds shall be distributed to the MIS Shareholders pro rata to their respective holdings of MIS Ordinary Shares.</p> <p>(D) The MIS Ordinary Shares are not redeemable.</p>	