

SH06

Notice of cancellation of shares

4

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

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

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	ORDINARY	47,143	£4,714.30	
GBP	A ORDINARY	116,256	£11,625.60	
GBP	PREFERENCE	1,677,000	£167,700.00	
Totals		1,840,399	£184,039.90	
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		1,840,399	£184,039.90	£0

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share

Prescribed particulars

①

Please see continuation pages

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

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

Continuation pages

Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

③ Person authorised

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

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **KATRIONA DUNN**

Company name **CMS CAMERON MCKENNA**

NABARRO OLSWANG LLP

Address **SALTIRE COURT**

20 CASTLE TERRACE

Post town **EDINBURGH**

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 completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

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

**Where to send**

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

For companies registered in England and Wales:

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

For companies registered in Scotland:

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

For companies registered in Northern Ireland:

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

**Further information**

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

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

Statement of capital

Complete a separate table for each currency.

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Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share		
Prescribed particulars	<p>Definitions</p> <p>"A Ordinary Shares" means an A ordinary share of £0.10 in the capital of the Company, having the rights and be subject to the restrictions set out in the articles of association of the Company.</p> <p>"A Ordinary Shareholder" means a registered holder of any A Ordinary Shares.</p> <p>"Act" means the Companies Act 2006.</p> <p>"Arrears" means in relation to any share, all accruals and arrears of any dividend payable in respect of such share, whether or not earned or declared and irrespective of whether or not the Company has had at any time sufficient distributable profits to pay such dividend together with all interest and other amounts payable thereon.</p> <p>"Banking Documents" means the facility agreement dated on or around the date of adoption of the articles of association of the Company and made between, inter alios, the Company and Clydesdale Bank Plc (the Facility Agreement), the Intercreditor Agreement (as defined in the Facility Agreement), and the Bank Security Documents and the Subordinated Security Documents (as defined in the Intercreditor Agreement).</p> <p>"Disposal" means the disposal, transfer or assignation of all or effective all of the business, undertaking and assets of the Company whether through a single transaction or a series of transactions.</p> <p>"Listing" means a successful application being made to London Stock Exchange plc for all or any of the share capital of the Company to be admitted to trading on that exchange or a successful applicant being made to any other recognised investment exchange (as such expression is defined in FSMA).</p> <p>"Ordinary Share" means an ordinary share of £0.10 in the capital of the Company, having the rights and being subject to the restrictions set out in the articles of association of the Company.</p> <p>"Ordinary Shareholder" means a registered holder of any Ordinary Shares.</p> <p>"Preference Shares" means a preference share of £0.10 in the capital of the Company, having the rights and being subject to the restrictions set out in the articles of association of the Company.</p> <p>"Preference Shareholder" means a registered holder of any Preference Shares.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ol style="list-style-type: none"> particulars of any voting rights, including rights that arise only in certain circumstances; particulars of any rights, as respects dividends, to participate in a distribution; particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Ordinary Shares
Prescribed particulars	<p>(A) Voting</p> <p>Subject to certain provisions in respect of compulsory transfers, each holder of Ordinary Shares shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company. On a show of hands every holder of Ordinary Shares who is entitled to vote and who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote. On a poll every holder of Ordinary Shares who is entitled to vote and who is so present shall have one vote for each Ordinary Share held by them.</p> <p>(B) Dividends</p> <p>No dividend or other distribution may be declared or paid by the Company save as permitted by the Subscription Agreement and the Banking Documents. Subject to this, any dividend paid shall belong and be paid to the A Ordinary Shareholders and the Ordinary Shareholders (pari passu) in proportion to the number of A Ordinary Shares and/or Ordinary Shares held by them as if they constituted the same class of share.</p> <p>(C) Distributions</p> <p>As regards capital on return of assets on liquidation, reduction of capital or otherwise:</p> <p>(i) firstly the Company shall use the surplus assets of the Company remaining after the payment of liabilities to redeem the Preference Shares in accordance with Article 2.4;</p> <p>(ii) secondly the holders of A Ordinary Shares shall be entitled (in proportion to the number of share held by each of them) to be paid out of the surplus assets of the Company remaining after payment of its liabilities an amount equal to the Subscription Price for the A Ordinary Shares together with a sum equal to any Arrears calculated down to the date of return of the assets;</p> <p>(iii) thirdly the holders of Ordinary Shares shall be entitled (in proportion to the number of share held by each of them) to be paid out of the surplus assets of the Company remaining after payment of its liabilities an amount equal to the Subscription Price for the Ordinary Shares together with a sum equal to any Arrears calculated down to the date of return of the assets; and</p> <p>(iv) fourthly the holders of the A Ordinary Shares and Ordinary Shares shall be entitled (in proportion to the number of A ordinary Shares and/or Ordinary Shares held by each of them) to share equally in any and all surplus assets of the company remaining after payment of its liabilities.</p> <p>(D) Redemption</p> <p>The Ordinary Shares are not redeemable.</p>

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

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

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Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	A Ordinary Shares
Prescribed particulars	<p>(A) Voting</p> <p>Each holder of A Ordinary Shares shall be entitled to receive notice of, and to attend and vote at general meetings of the Company. On a show of hands every holder of A Ordinary Shares who is entitled to vote and who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote. On a poll every holder of A Ordinary Shares who is entitled to vote and who is so present shall have one vote for each A Ordinary Share held by him.</p> <p>(B) Dividends</p> <p>No dividend or other distribution may be declared or paid by the Company save as permitted by the Subscription Agreement and the Banking Documents. Subject to this, any dividend paid shall belong and be paid to the A Ordinary Shareholders and the Ordinary Shareholders (pari passu) in proportion to the number of A Ordinary Shares and/or Ordinary Shares held by them as if they constituted the same class of share.</p> <p>(C) Distributions</p> <p>As regards capital on return of assets on liquidation, reduction of capital or otherwise:</p> <p>(i) firstly the Company shall use the surplus assets of the Company remaining after the payment of liabilities to redeem the Preference Shares in accordance with Article 2.4;</p> <p>(ii) secondly the holders of A Ordinary Shares shall be entitled (in proportion to the number of shares held by each of them) to be paid out of the surplus assets of the Company remaining after payment of its liabilities an amount equal to the Subscription Price for the A Ordinary Shares together with a sum equal to any Arrears calculated down to the date of return of the assets;</p> <p>(iii) thirdly the holders of Ordinary Shares shall be entitled (in proportion to the number of shares held by each of them) to be paid out of the surplus assets of the Company remaining after payment of its liabilities an amount equal to the Subscription Price for the Ordinary Shares together with a sum equal to any Arrears calculated down to the date of return of the assets; and</p> <p>(iv) fourthly the holders of the A Ordinary Shares and Ordinary Shares shall be entitled (in proportion to the number of A Ordinary Shares and/or Ordinary Shares held by each of them) to share equally in any and all surplus assets of the company remaining after payment of its liabilities.</p> <p>(D) Redemption</p> <p>The A Ordinary Shares are not redeemable.</p>

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

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

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Prescribed particulars	<p>(A) Voting</p> <p>The Preference Shares do not give a right to receive notice of, or to attend and vote at, general meetings of the Company.</p> <p>(B) Dividends</p> <p>The Preference Shares do not give any right to receive dividends.</p> <p>(C) Distributions</p> <p>As regards capital on a return of assets on liquidation, reduction of capital or otherwise the Company shall first use the surplus assets of the Company remaining after the payment of liabilities to redeem the Preference Shares in accordance with Article 2.4 before paying any dividend to the holders of Ordinary Shares or A Ordinary Shares.</p> <p>(D) Redemption</p> <p>Subject to the provisions of Article 2.4 and the Act, the Company may, at its sole option, at any time redeem any Preference Shares for the time in issue by giving at least 7 days' notice in writing (a "Redemption Notice") to the Preference Shareholder whose shares the Company proposes to redeem. The Redemption Notice shall specify the particular Preference Shares to be redeemed, the date when the redemption is to be effective and the place at which the certificate for those Preference Shares to be redeemed are to be presented for redemption. No defect in the Redemption Notice or in its service will affect the validity of the redemption proceedings.</p> <p>Subject to the provisions of the Act, the Company shall upon the date of the first occurring Redemption Event redeem all of the Preference Shares in issue on that date. The price for redeeming a Preference Share shall be its Subscription Price.</p>	