

SH01

Return of allotment of shares



Companies House



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

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is NOT**
You cannot use this form to give
notice of shares taken by a company
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

MONDAY



A87SQ07M
A12 17/06/2019 #107
COMPANIES HOUSE

1 Company details

Company number 07543962
Company name in full AUTIFONY THERAPEUTICS 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 ¹

From Date d₃ d₁ m₀ m₅ y₂ y₀ y₁ y₉
To Date d d m m y y y y

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

3 Shares allotted

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

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

Currency ²	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	ORDINARY	500,183	0.001	0.001	NIL

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)

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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	1,739,095	£1,739.095	
GBP	A ORDINARY	1,400,000	£1,400	
GBP	SERIES A PREFERRED	13,021,429	£13,021.429	
Totals		16,160,524	£16,160.524	NIL

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
	25,805,734	£25,805.734	NIL

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

Statement of capital

Complete the table below to show the issued share capital.

Complete a separate table for each currency.

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
GBP	SERIES A-2 NV PREFERRED	1,300,000	£1,300	
GBP	SERIES A-2 PREFERRED	1,698,418	£1,698,418	
GBP	SERIES A-3 NV PREFERRED	783,333	£783,333	
GBP	SERIES A-3 PREFERRED	5,863,459	£5,863,459	

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

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

Class of share

ORDINARY

Prescribed particulars

1

VOTING RIGHTS: EACH ORDINARY SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. THE HOLDERS OF ORDINARY SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING.

DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE

Class of share

A ORDINARY

Prescribed particulars

1

VOTING RIGHTS: EACH A ORDINARY SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. THE HOLDERS OF A ORDINARY SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING.

DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE

Class of share

SERIES A PREFERRED

Prescribed particulars

1

VOTING RIGHTS: EACH SERIES A PREFERRED SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. SUCH VOTES TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITORS DETERMINATION. THE HOLDERS OF SERIES A PREFERRED SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING.

DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO

1 Prescribed particulars of rights attached to shares

The particulars are:

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

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

Continuation page

Please use a Statement of Capital continuation page if necessary.

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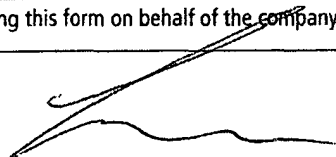
Signature

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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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	
Prescribed particulars	<p>ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION).</p> <p>A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING.</p> <p>CAPITAL RIGHTS: UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND</p> <p>2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS.</p> <p>REDEMPTION RIGHTS: THE ORDINARY SHARES ARE NOT REDEEMABLE.</p> <p>THE RIGHTS ATTACHED TO THE ORDINARY SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.</p>	

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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	RICHARD SURTEES									
Company name	COVINGTON & BURLING LLP									
Address	265 STRAND									
Post town	LONDON									
County/Region										
Postcode	W	C	2	R		1	B	H		
Country	UNITED KINGDOM									
DX										
Telephone	020 7067 2000									

**Checklist**

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

Please make sure you have remembered the following:

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

**Important information**

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

**Where to send**

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

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

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

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

**Further information**

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

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

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Notice of cancellation of shares

5	Statement of capital (prescribed particulars of rights attached to shares) ^①	
Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION).</p> <p>A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING.</p> <p>CAPITAL RIGHTS: UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD.</p> <p>2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS.</p> <p>REDEMPTION RIGHTS: THE A ORDINARY SHARES ARE NOT REDEEMABLE.</p> <p>THE RIGHTS ATTACHED TO THE A ORDINARY SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.</p>	

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- 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.

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Notice of cancellation of shares

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Prescribed particulars	<p>ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITORS DETERMINATION).</p> <p>A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SATE OR A QUALIFIED LISTING.</p> <p>CAPITAL RIGHTS: UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DLSTRIUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND</p> <p>2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS.</p> <p>REDEMPTION RIGHTS: THE SERIES A PREFERRED SHARES ARE NOT REDEEMABLE.</p> <p>THE RIGHTS ATTACHED TO THE SERIES A PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.</p>	

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Prescribed particulars	<p>VOTING RIGHTS: EACH SERIES A-2 PREFERRED SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. SUCH VOTES TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION. THE HOLDERS OF SERIES A-2 PREFERRED SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING.</p> <p>DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION).</p> <p>A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING.</p> <p>CAPITAL RIGHTS UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND</p> <p>2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS.</p> <p>REDEMPTION RIGHTS: THE SERIES A-2 PREFERRED SHARES ARE NOT REDEEMABLE.</p> <p>THE RIGHTS ATTACHED TO THE SERIES A-2 PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.</p>	

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Notice of cancellation of shares

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

Class of share	SERIES A-2 NV PREFERRED	<p>1 Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>VOTING RIGHTS: THE SERIES A-2 (NV) PREFERRED SHARES DO NOT CARRY THE RIGHT TO RECEIVE NOTICE OF, OR TO ATTEND AND VOTE AT, ANY GENERAL MEETING OR SIGN ANY WRITTEN RESOLUTION OF THE COMPANY.</p> <p>DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION).</p> <p>A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING.</p> <p>CAPITAL RIGHTS: UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND</p> <p>2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS.</p> <p>REDEMPTION RIGHTS: THE SERIES A-2 (NV) PREFERRED SHARES ARE NOT REDEEMABLE.</p> <p>THE RIGHTS ATTACHED TO THE SERIES A-2(NV) PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.</p>	

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Notice of cancellation of shares

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

Class of share	SERIES A-3 PREFERRED	<p>¹ Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>VOTING RIGHTS: EACH SERIES A-3 PREFERRED SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. SUCH VOTES TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION. THE HOLDERS OF SERIES A-3 PREFERRED SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING.</p> <p>DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION).</p> <p>A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING.</p> <p>CAPITAL RIGHTS: UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:</p> <ol style="list-style-type: none"> 1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND 2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS. <p>REDEMPTION RIGHTS: THE SERIES A-3 PREFERRED SHARES ARE NOT REDEEMABLE.</p> <p>THE RIGHTS ATTACHED TO THE SERIES A-3 PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares) ^①	
Class of share	SERIES A-3 NV PREFERRED	
Prescribed particulars	<p>VOTING RIGHTS: THE SERIES A-3 (NV) PREFERRED SHARES DO NOT CARRY THE RIGHT TO RECEIVE NOTICE OF, OR TO ATTEND AND VOTE AT, ANY GENERAL MEETING OR SIGN ANY WRITTEN RESOLUTION OF THE COMPANY.</p> <p>DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION).</p> <p>A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING.</p> <p>CAPITAL RIGHTS UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND</p> <p>2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS.</p> <p>REDEMPTION RIGHTS: THE SERIES A-3 (NV) PREFERRED SHARES ARE NOT REDEEMABLE.</p> <p>THE RIGHTS ATTACHED TO THE SERIES A-3 (NV) PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.</p>	

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