

**Return of Allotment of Shares**Company Name: **PHOTOBOX HOLDCO LIMITED**Company Number: **07648443**Received for filing in Electronic Format on the: **02/07/2015**

X4ATDMG3

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	23/02/2015	23/02/2015

Class of Shares:	ORDINARY	Number allotted	7 1942
Currency:	GBP	Nominal value of each share	0.001
		Amount paid:	1.39
		Amount unpaid:	0.0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	31350187
	PREFERENCE	Aggregate nominal value:	31350.187
Currency:	GBP	Amount paid per share	0.001
		Amount unpaid per share	0

Prescribed particulars

HOLDERS OF CLASS A SHARES SHALL BE ENTITLED TO RECEIVE A DIVIDEND AT A RATE OF \$0.09229 PER CLASS A PREFERENCE SHARE. IN THE EVENT OF LIQUIDATION THE HOLDER OF A PREFERENCE SHARES SUCH SHARES SHALL BE ENTITLED TO BE PAID OUT OF THE ASSETS AVAILABLE FOR DISTRIBUTION TO ITS SHAREHOLDERS BEFORE ANY PAYMENT BE MADE TO THE HOLDER OF ORDINARY SHARES, NON-VOTING SHARES OR ANY OTHER SHARES RANKING ON LIQUIDATION. UNLESS CONSENT OF THE TWO-THIRDS OF THE B & C PREFERENCE SHAREHOLDERS, NO DIVIDEND TO BE PAID TO ORDINARY SHAREHOLDERS IF A DIVIDEND IS OUTSTANDING FOR B & C PREFERENCE SHARES. IN THE EVENT A DIVIDEND IS DECLARED WITH RESPECT OF THE ORDINARY SHARES OR NON-VOTING SHARES THE HOLDER OF CLASS A, B & C PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE A DIVIDEND IN AN AMOUNT PER SHARE AS WOULD HAVE BEEN PAYABLE HAD EACH CLASS A, B OR C PREFERENCE SHARE BEEN CONVERTED TO AN ORDINARY SHARE EACH HOLDER OF A,B OR C PREFERENCE SHARES IS ENTITLED TO CAST SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES INTO WHICH THE THE CLASS A, B OR C PREFERENCE SHARES HELD BY SUCH HOLDER AS ARE CONVERTIBLE AS OF THE RECORD DATE. HOLDERS OF A, B OR C PREFERENCE SHARES SHALL VOTE TOGETHER WITH THE HOLDERS OF ORDINARY SHARES AS A SINGLE CLASS. HOLDER OF CLASS A, B OR C PREFERENCE SHARES HAVE RIGHT TO ACQUIRE CERTAIN SECURITIES PROPOSED TO BE ISSUED BY THE COMPANY UNDER CERTAIN CIRCUMSTANCES PURSUANT WITH THE TERMS AND CONDITION IN THE INVESTOR RIGHTS AGREEMENT.

Class of Shares:	B	Number allotted	7077781
	PREFERENCE	Aggregate nominal value:	7077.781
Currency:	GBP	Amount paid per share	0.001
		Amount unpaid per share	0

Prescribed particulars

HOLDERS OF THE CLASS B PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PREFERENCE TO THE HOLDERS OF ANY OTHER CLASS OR SERIES OF SHARES (OTHER THAN THE HOLDER OF C PREFERENCE SHARES) AND ON A PARI PASSU BASIS WITH THE HOLDERS OF CLASS C PREFERENCE SHARES DIVIDENDS AT THE RATE OF US\$0.15256 PER CLASS B PREFERENCE SHARE. IN THE EVENT OF LIQUIDATION CLASS B AND CLASS C PREFERENCE SHARES SHALL RANK PARI PASSU AND THE HOLDERS OF SUCH SHARES SHALL BE ENTITLED TO BE PAID OUT OF THE ASSETS AVAILABLE FOR DISTRIBUTION TO ITS SHAREHOLDERS BEFORE ANY PAYMENT BE MADE TO THE HOLDER OF A PREFERENCE SHARES, ORDINARY SHARES, NON-VOTING SHARES OR ANY OTHER SHARES RANKING ON LIQUIDATION SUBORDINATE TO THE LIQUIDATION PREFERENCE SHARES BY REASON OF THE RIGHTS ATTACHING HERETO AN AMOUNT EQUAL TO THE GREATER OF (A) IN THE CASE OF B PREFERENCE SHARES \$1.907 PER SHARE....B) IN THE CASE OF CLASS C PREFERENCE SHARES £1.75435495 PER SHARE AS ADJUSTED FOR SCRIP DIVIDENDS ETC. UNLESS CONSENT OF THE TWO-THIRDS OF THE B & C PREFERENCE SHAREHOLDERS, NO DIVIDEND TO BE PAID TO ORDINARY SHAREHOLDERS IF A DIVIDEND IS OUTSTANDING FOR B & C PREFERENCE SHARES. IN THE EVENT A DIVIDEND IS DECLARED WITH RESPECT OF THE ORDINARY SHARES OR NON-VOTING SHARES THE HOLDER OF CLASS A, B & C PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE A DIVIDEND IN AN AMOUNT PER SHARE AS WOULD HAVE BEEN PAYABLE HAD EACH CLASS A, B OR C PREFERENCE SHARE BEEN CONVERTED TO AN ORDINARY SHARE EACH HOLDER OF A,B OR C PREFERENCE SHARES IS ENTITLED TO CAST SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES INTO WHICH THE THE CLASS A, B OR C PREFERENCE SHARES HELD BY SUCH HOLDER AS ARE CONVERTIBLE AS OF THE RECORD DATE. HOLDERS OF A, B OR C PREFERENCE SHARES SHALL VOTE TOGETHER WITH THE HOLDERS OF ORDINARY SHARES AS A SINGLE CLASS. HOLDER OF CLASS A, B OR C PREFERENCE SHARES HAVE RIGHT TO ACQUIRE CERTAIN SECURITIES PROPOSED TO BE ISSUED BY THE COMPANY UNDER CERTAIN CIRCUMSTANCES PURSUANT WITH THE TERMS AND CONDITION IN THE INVESTOR RIGHTS AGREEMENT.

Class of Shares:	C	Number allotted	36758342
	PREFERENCE	Aggregate nominal value:	36758.342
Currency:	GBP	Amount paid per share	0.001
		Amount unpaid per share	0

Prescribed particulars

(A) EACH HOLDER OF OUTSTANDING CLASS C PREFERENCE SHARES SHALL BE ENTITLED TO CAST SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES INTO WHICH THE CLASS C PREFERENCE SHARES HELD BY SUCH HOLDER ARE CONVERTIBLE AS OF THE RECORD DATE FOR DETERMINING SHAREHOLDERS ENTITLED TO VOTE ON SUCH MATTER. SUBJECT TO APPLICABLE LAWS AND THE ARTICLES HOLDERS OF CLASS A PREFERENCE SHARES, CLASS B PREFERENCE SHARES AND CLASS C PREFERENCE SHARES SHALL VOTE TOGETHER WITH THE HOLDERS OF ORDINARY SHARES AS A SINGLE CLASS. (B) THE HOLDERS OF THE CLASS C PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE IN PREFERENCE TO THE HOLDERS OF ANY OTHER CLASS OR SERIES OF SHARES (OTHER THAN THE HOLDERS OF CLASS B PREFERENCE SHARES) AND ON A PARI PASSU BASIS WITH THE HOLDERS OF CLASS B PREFERENCE SHARES, DIVIDENDS AT THE RATE PER ANNUM OF [8.0%] PER CLASS C PREFERENCE SHARE (AS APPROPRIATELY ADJUSTED TO REFLECT ANY SUBDIVISION OR CONSOLIDATION OF CLASS C PREFERENCE SHARES) (THE "CLASS C ACCRUING DIVIDENDS"). THE CLASS C ACCRUING DIVIDENDS SHALL ACCRUE FROM DAY TO DAY COMMENCING ON THE DATE ON WHICH EACH CLASS C PREFERENCE SHARE WAS FIRST ISSUED, WHETHER OR NOT EARNED OR DECLARED, SHALL BE CUMULATIVE, AND SHALL BE PAYABLE, IN PRIORITY TO PAYMENTS TO ALL OTHER CLASSES OR SERIES OF SHARES (OTHER THAN THE PAYMENT OF CLASS B ACCRUING DIVIDENDS AND CLASS B ACCRUED DIVIDENDS) WHEN AND AS DECLARED BY THE BOARD OR THE COMPANY, OR, IF ANY CLASS C ACCRUING DIVIDENDS HAVE NOT BEEN DECLARED BY THE BOARD OR THE COMPANY, UPON A LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY. C) IN THE EVENT OF ANY VOLUNTARY OR INVOLUNTARY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY, THE CLASS B PREFERENCE SHARES AND CLASS C PREFERENCE SHARES (THE "LIQUIDATION PREFERENCE SHARES") THEN OUTSTANDING SHALL RANK PARI PASSU AND THE HOLDERS OF SUCH SHARES SHALL BE ENTITLED TO BE PAID OUT OF THE ASSETS AVAILABLE FOR DISTRIBUTION TO ITS SHAREHOLDERS, BEFORE ANY PAYMENT SHALL BE MADE TO THE HOLDERS OF CLASS A PREFERENCE SHARES, ORDINARY SHARES, NON-VOTING ORDINARY SHARES OR ANY OTHER CLASS OF SHARES RANKING ON LIQUIDATION SUBORDINATE TO THE LIQUIDATION PREFERENCE SHARES BY REASON OF THE RIGHTS ATTACHING THERETO, AN AMOUNT EQUAL TO THE GREATER OF: (A) IN THE CASE OF THE CLASS C PREFERENCE SHARES, £[1.75] PER SHARE AS ADJUSTED FOR SCRIP DIVIDENDS, SUB-DIVISIONS, CONSOLIDATIONS OR OTHER SIMILAR RECAPITALISATIONS EFFECTED AFTER THE CLOSING DATE AFFECTING THE CLASS C PREFERENCE SHARES (THE "CLASS C ORIGINAL ISSUE PRICE") PLUS ANY DIVIDENDS DECLARED BUT UNPAID THEREON, INCLUDING, WITHOUT LIMITATION, THE

CLASS C ACCRUING DIVIDENDS (B) SUCH AMOUNT PER SHARE AS WOULD HAVE BEEN RECEIVED HAD ALL LIQUIDATION PREFERENCE SHARES BEEN CONVERTED TO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH LIQUIDATION, DISSOLUTION OR WINDING UP. IF UPON ANY SUCH LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY THE REMAINING ASSETS AVAILABLE FOR DISTRIBUTION TO ITS SHAREHOLDERS SHALL BE INSUFFICIENT TO PAY THE HOLDERS OF LIQUIDATION PREFERENCE SHARES AND ANY CLASS OR SERIES OF SHARES RANKING ON LIQUIDATION PARI PASSU WITH THE LIQUIDATION PREFERENCE SHARES SHALL SHARE IN ANY DISTRIBUTION OF THE REMAINING ASSETS AVAILABLE FOR DISTRIBUTION IN PROPORTION TO THE RESPECTIVE AMOUNTS WHICH WOULD OTHERWISE BE PAYABLE IN RESPECT OF THE SHARES HELD BY THEM UPON SUCH DISTRIBUTION IF ALL AMOUNTS PAYABLE ON OR WITH RESPECT TO SUCH SHARES WERE PAID IN FULL. (D) THE C PREFERENCE SHARES ARE NOT ISSUED AS REDEEMABLE, AND A ARE NOT REDEEMABLE OTHER THAN PURSUANT TO CHAPTER 5 OF PART 18 OF THE COMPANIES ACT 2006.

Class of Shares:	NON-VOTING ORDINARY	Number allotted	4334
		Aggregate nominal value:	4.334
		Amount paid per share	0.001
Currency:	GBP	Amount unpaid per share	0

Prescribed particulars

(A) THE HOLDERS OF THE NON-VOTING ORDINARY SHARES SHALL NOT HAVE ANY VOTING RIGHTS WITH RESPECT TO THE SHARES OF NON-VOTING ORDINARY SHARES HELD BY SUCH HOLDERS (B) SUBJECT TO THE RIGHTS ATTACHED TO THE PREFERENCE SHARES, THE HOLDERS OF THE NON-VOTING ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE A DIVIDEND AS DECLARED BY THE COMPANY. (C) SUBJECT TO THE RIGHTS ATTACHED TO THE PREFERENCE SHARES, IF THE COMPANY IS WOUND UP, THE LIQUIDATOR MAY DIVIDE AMONG THE HOLDERS OF THE NON-VOTING ORDINARY SHARES IN SPECIE THE REMAINING ASSETS OF THE COMPANY. (D) THE NON-VOTING ORDINARY SHARES ARE NOT ISSUED AS REDEEMABLE, AND ARE NOT REDEEMABLE OTHER THAN PURSUANT TO CHAPTER 5 OF PART 18 OF THE COMPANIES ACT 2006.

Class of Shares:	ORDINARY	Number allotted	25027780
Currency:	GBP	Aggregate nominal value:	25027.78
		Amount paid per share	0.001

Prescribed particulars

(A) ON A SHOW OF HANDS EVERY MEMBER SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH THEY ARE THE HOLDER. (B) THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. (C) IF THE COMPANY IS WOUND UP, THE LIQUIDATOR MAY DIVIDE AMONG THE MEMBERS IN SPECIE THE WHOLE OR ANY PART OF THE ASSETS OF THE COMPANY. (D) THE ORDINARY SHARES ARE NOT ISSUED AS REDEEMABLE, AND ARE NOT REDEEMABLE OTHER THAN PURSUANT TO CHAPTER 5 OF PART 18 OF THE COMPANIES ACT 2006.

Class of Shares:	ORDINARY	Number allotted	200101
Currency:	GBP	Aggregate nominal value:	200.101
		Amount paid per share	0.670258
		Amount unpaid per share	0

Prescribed particulars

(A) ON A SHOW OF HANDS EVERY MEMBER SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH THEY ARE THE HOLDER. (B) THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. (C) IF THE COMPANY IS WOUND UP, THE LIQUIDATOR MAY DIVIDE AMONG THE MEMBERS IN SPECIE THE WHOLE OR ANY PART OF THE ASSETS OF THE COMPANY. (D) THE ORDINARY SHARES ARE NOT ISSUED AS REDEEMABLE, AND ARE NOT REDEEMABLE OTHER THAN PURSUANT TO CHAPTER 5 OF PART 18 OF THE COMPANIES ACT 2006.

Class of Shares:	ORDINARY	Number allotted	3125
Currency:	GBP	Aggregate nominal value:	3.125
		Amount paid per share	0.835412
		Amount unpaid per share	0

Prescribed particulars

(A) ON A SHOW OF HANDS EVERY MEMBER SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH THEY ARE THE

HOLDER. (B) THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. (C) IF THE COMPANY IS WOUND UP, THE LIQUIDATOR MAY DIVIDE AMONG THE MEMBERS IN SPECIE THE WHOLE OR ANY PART OF THE ASSETS OF THE COMPANY. (D) THE ORDINARY SHARES ARE NOT ISSUED AS REDEEMABLE, AND ARE NOT REDEEMABLE OTHER THAN PURSUANT TO CHAPTER 5 OF PART 18 OF THE COMPANIES ACT 2006.

Class of Shares:	ORDINARY	Number allotted	45816
Currency:	GBP	Aggregate nominal value:	45.816
		Amount paid per share	0.89
		Amount unpaid per share	0

Prescribed particulars

(A) ON A SHOW OF HANDS EVERY MEMBER SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH THEY ARE THE HOLDER. (B) THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. (C) IF THE COMPANY IS WOUND UP, THE LIQUIDATOR MAY DIVIDE AMONG THE MEMBERS IN SPECIE THE WHOLE OR ANY PART OF THE ASSETS OF THE COMPANY. (D) THE ORDINARY SHARES ARE NOT ISSUED AS REDEEMABLE, AND ARE NOT REDEEMABLE OTHER THAN PURSUANT TO CHAPTER 5 OF PART 18 OF THE COMPANIES ACT 2006.

Class of Shares:	ORDINARY	Number allotted	1000
Currency:	GBP	Aggregate nominal value:	1
		Amount paid per share	1
		Amount unpaid per share	0

Prescribed particulars

(A) ON A SHOW OF HANDS EVERY MEMBER SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH THEY ARE THE HOLDER. (B) THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. (C) IF THE COMPANY IS WOUND UP, THE LIQUIDATOR MAY DIVIDE AMONG THE MEMBERS IN SPECIE THE WHOLE

OR ANY PART OF THE ASSETS OF THE COMPANY. (D) THE ORDINARY SHARES ARE NOT ISSUED AS REDEEMABLE, AND ARE NOT REDEEMABLE OTHER THAN PURSUANT TO CHAPTER 5 OF PART 18 OF THE COMPANIES ACT 2006.

Class of Shares:	ORDINARY	Number allotted	71942
Currency:	GBP	Aggregate nominal value:	71.942
		Amount paid per share	1.39
		Amount unpaid per share	0

Prescribed particulars

(A) ON A SHOW OF HANDS EVERY MEMBER SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH THEY ARE THE HOLDER. (B) THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. (C) IF THE COMPANY IS WOUND UP, THE LIQUIDATOR MAY DIVIDE AMONG THE MEMBERS IN SPECIE THE WHOLE OR ANY PART OF THE ASSETS OF THE COMPANY. (D) THE ORDINARY SHARES ARE NOT ISSUED AS REDEEMABLE, AND ARE NOT REDEEMABLE OTHER THAN PURSUANT TO CHAPTER 5 OF PART 18 OF THE COMPANIES ACT 2006.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	100540408
		Total aggregate nominal value:	100540.408

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.