00718 0/£40

In accordance with Section 853A of the Companies Act 2006

CS01
Confirmation statement

Companies House

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

A fee may be payable with this form
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to confirm that the company has filed up to date. You must file a confirmation statement at least once every year

✗ **What this form is NOT for**
You cannot use this form to tell us of changes to the company officers, people with significant control (PSC), registered office address, or single alternative inspection address (SAIL) information

For further information, please refer to our guidance at www.gov.uk/companieshouse

Before you start

You can check your company details for free on our online service

https://beta.companieshouse.gov.uk

Change to your company information
If you need to make any changes to:
- **Part 1** Principal business activities or standard industrial classi
- **Part 2** Statement of capital
- **Part 3** Trading status of shares and exemption from keeping a people with significant control (PSC)
- **Part 4** Shareholder information

Use the additional parts of this form to do this.

Other changes
If you need to make any changes to

THURSDAY

AAFLZRQ1
A09 21/10/2021 #364
COMPANIES HOUSE

1 Company details

Company number: C 2 6 5 7 9 1 7

Company name in full: MLL TELECOM LTD

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

2 Confirmation date

Please give the confirmation statement date. You must deliver this form within 14 days of this date. Please check your company records for the date of your confirmation period.

Confirmation date ❶: d 2 d 4 m 0 m 9 y 2 y 0 y 2 y 1

❶ **Check when your confirmation statement is due**
To check your confirmation statement date https://beta.companieshouse.gov.uk

You can make a statement at any time during the confirmation period. This will change your next confirmation date.

3 Confirmation statement

I confirm that all information required to be delivered by the company pursuant to section 853A(1)(a) of the Companies Act 2006 in relation to the confirmation period ending on the confirmation date above either has been delivered or is being delivered with this statement.

Signature: Signature ✗ ✗

This form may be signed by:
Director ❷, Secretary, Person authorised ❶, Charity commission receiver and manager, CIC manager, Judicial factor.

❷ **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.

❶ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006

22/10/21 21 (F/K 15)

CS01
Confirmation statement

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: George Johnson
Company name: Moorcrofts LLP

Address: Mere Park
Thames House
Dedmere Road
Post town: Marlow
County/Region: Buckinghamshire
Postcode: S L 7 1 P B
Country: England
DX:
Telephone: 01628470000

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 checked the company information that we hold.
- ☐ You have shown any relevant changes made to your information on the additional parts to this form or filed the appropriate form before or at the same time as this confirmation statement.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee if appropriate.

How to pay

You must include a £40 fee with the first Confirmation Statement you file each year. Further Confirmation Statements made in the same year don't require a fee.

Make cheques or postal orders payable to 'Companies House.'

Important information

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

In accordance with Section 853D of the Companies Act 2006.

CS01- additional information page

Confirmation statement

Part 2 Statement of capital change

Complete this part in full if there has been any change to your share capital or prescribed particulars since the last statement of capital was delivered.

✓ **This part must be sent at the same time as your confirmation statement.**

You must complete both sections B1 and B2.

✗ Not required for companies without share capital.

For further information, please refer to our guidance at www.gov.uk/companieshouse

B1 Share capital

Complete the table(s) below to show the issued share capital.

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

Continuation pages
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	A Ordinary Shares	19,147,941	£191,479.41	
GBP	B Ordinary Shares	33,013,488	£330,134.88	
GBP	D Ordinary Shares	19,824,683	£0.020	
	Totals	123,747,028	£618,325.789	0
Currency table B				
	Totals			
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	123,747,028	£618,325.789	0

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

In accordance with Section 853D of the Companies Act 2006.

CS01- continuation page

Confirmation statement

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	F Ordinary Shares	12,090,089	£4.2090	
GBP	Z Ordinary Shares	9,670,727	£96,707.27	
GBP	Preference Shares	100	£1.00	
		Totals	123,747,028	£618,325.789	0

CS01- additional information page
Confirmation statement

B2 Prescribed particulars

Please give the prescribed particulars of rights attached to each class of share shown in the 'share capital' tables in **Section B1**.

Class of share	A Ordinary Shares
Prescribed particulars	See attached document.
Class of share	B Ordinary Shares
Prescribed particulars	See attached document.
Class of share	D Ordinary Shares
Prescribed particulars	See attached document.

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.

Please use a prescribed particulars continuation page if necessary.

CS01- continuation page
Confirmation statement

B2 Prescribed particulars

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 B1**.

Class of share	F Ordinary Shares
Prescribed particulars ❶	See attached document.

❶ 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.*

CS01- continuation page
Confirmation statement

B2 Prescribed particulars

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 B1**.

Class of share	Z Ordinary Shares
Prescribed particulars ❶	See attached document.

❶ 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.

CS01- continuation page
Confirmation statement

B2 Prescribed particulars

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 B1**.

Class of share	Preference Shares
Prescribed particulars ❶	See attached document.

❶Prescribed 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.

In accordance with Section 853E, 853H of the Companies Act 2006.

CS01- additional information page

Confirmation statement

Part 3 Trading status of shares and exemption from keeping a register of people with significant control (PSC)

Use this Part to tell us of the trading status of shares and information about exemption from keeping a PSC register (if this is the first time you're giving this information or if any of this information has changed since you last gave it).

✓ **This part must be sent at the same time as your confirmation statement.**

✗ **Do not send if none of this information has changed.**

For further information, please refer to our guidance at www.gov.uk/companieshouse

C1 Company's shares admitted to trading on a market ❶

Were any shares admitted to trading on a market during the confirmation period? Please tick the appropriate box below:

☑ **No** go to **Part 4 section D1** 'Non traded shareholders'

☐ **Yes** go to **Section C2 'DTR5'**

❶ A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognised investment exchanges and regulated markets can be found at: www.fsa.gov.uk/register/exchanges.

C2 Exemption from providing shareholder information (DTR5) ❷

Throughout the confirmation period, was the company a traded company and an issuer to which DTR5 applies? Please tick the appropriate box below:

☐ **Yes** go to **Section C3**

☐ **No** go to **Section C3**

❷ Please review and complete this section if you have answered 'Yes' to section C1 'Company's shares admitted to trading on a market'.

DTR5
DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Conduct Authority.

C3 Exemption from keeping a people with significant control (PSC) register ❸

Is the company exempt or has it ever been exempt from keeping a PSC register:

→ **Yes** continue (Tick only one box).

→ **No** go to **Part 4 section D2** 'Shareholder information for certain traded companies'.

Please tick the appropriate statement:

☐ The company is exempt from the requirement to obtain information and keep a register of its PSC because the company has voting shares admitted to trading on a regulated market in the United Kingdom.

☐ The company is exempt from the requirement to obtain information and keep a register of its PSC because the company has voting shares admitted to trading on a regulated market in an EEA State other than the United Kingdom.

☐ The company is exempt from the requirement to obtain information and keep a register of its PSC because the company has voting shares admitted to trading on a market listed in Schedule 1 of the Register of People with Significant Control Regulations 2016.

☐ The exemption from keeping a PSC register (Part 21A) no longer applies. ❹

❸ **Exemption from keeping a PSC register**
In accordance with Part 21A of the Companies Act 2006.

❹ **Exemption from keeping a PSC register no longer applies.**
If you need to provide PSC information complete and return the appropriate forms.

In accordance with Section 853F, 853G of the Companies Act 2006.

CS01- additional information page

Confirmation statement

Part 4 Shareholder information change

Only use this Part to tell us of a change to shareholder information since the company last delivered this information.

✓ **If completed this Part must be sent at the same time as your confirmation statement.**

✗ **Not required for companies without share capital or DTR5 companies.**

For further information, please refer to our guidance at www.gov.uk/companieshouse

D1 Shareholder information for a non-traded company ❶

How is the list of shareholders enclosed. Please tick the appropriate box below:

☑ The list of shareholders is enclosed on paper.

☐ The list of shareholders is enclosed in another format.

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

❶ **Further shareholders**
Please use a Shareholder information (for a non-traded company) continuation page if necessary.

		Shares held at confirmation date	Shares transferred (if appropriate)	
Shareholder's Name **(Address not required)**	Class of share	Number of shares	Number of shares	Date of registration of transfer
2595647 ONTARIO INC.	A Ordinary	2,161,662		/ /
ARVA LIMITED	A Ordinary	10		/ /
GODFREY ALEXANDER WILSON	A Ordinary	12,538,960		/ /
SCOTT SHELLY	A Ordinary	155,130		/ /
SUSAN SHELLY	A Ordinary	155,130		/ /
VENTIA TRADING LIMITED	A Ordinary	0	4,137,049	08 / 09 / 2021
2130338 ONTARIO INC.	A Ordinary	4,137,049		/ /
				/ /

In accordance with Section 853F, 853G of the Companies Act 2006.

CS01- continuation page

Confirmation statement

D1 Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

		Shares held at confirmation date	Shares transferred (if appropriate)	
Shareholder's Name **(Address not required)**	Class of share	Number of shares	Number of shares	Date of registration of transfer
2595647 ONTARIO INC.	B Ordinary	11,916,918		/ /
VENTIA TRADING LIMITED	B Ordinary	0	21,096,570	08 / 09 / 2021
2130338 ONTARIO INC.	B Ordinary	21,096,570		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

In accordance with Section 853F, 853G of the Companies Act 2006.

CS01- continuation page
Confirmation statement

D1 Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name **(Address not required)**	Class of share	Shares held at confirmation date: Number of shares	Shares transferred (if appropriate): Number of shares	Date of registration of transfer
2595647 ONTARIO INC.	D Ordinary	6,484,205	✓	/ /
SCOTT SHELLY	D Ordinary	465,366	✓	/ /
SUSAN SHELLY	D Ordinary	465,365		/ /
VENTIA TRADING LIMITED	D Ordinary	0	12,409,747	08 / 09 / 2021
2130338 ONTARIO INC.	D Ordinary	12,409,747		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

In accordance with Section 853F, 853G of the Companies Act 2006.

CS01- continuation page

Confirmation statement

D1 Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

		Shares held at confirmation date	Shares transferred (if appropriate)	
Shareholder's Name **(Address not required)**	Class of share	Number of shares	Number of shares	Date of registration of transfer
BIRCH HILL EQUITY PARTNERS II LTD.	F Ordinary	30,983,675		/ /
TD CAPITAL GROUP LIMITED	F Ordinary	11,106,414		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

In accordance with Section 853F, 853G of the Companies Act 2006.

CS01- continuation page
Confirmation statement

D1 Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name **(Address not required)**	Class of share	Shares held at confirmation date: Number of shares	Shares transferred (if appropriate): Number of shares	Shares transferred (if appropriate): Date of registration of transfer
GARY MARVEN	Z Ordinary	5,930,751		/ /
MLL TELECOM LTD.	Z Ordinary	0	2,804,973	01 / 11 / 2020
STUART KENNETH WALLIS	Z Ordinary	1,636,246		/ /
SHAUN LEDGERWOOD	Z Ordinary	2,103,730		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

In accordance with Section 853F, 853G of the Companies Act 2006.

CS01- continuation page
Confirmation statement

D1 Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

		Shares held at confirmation date	Shares transferred (if appropriate)	
Shareholder's Name **(Address not required)**	Class of share	Number of shares	Number of shares	Date of registration of transfer
2130337 ONTARIO INC	Preference Shares	100		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

In accordance with Section 1076 of the Companies Act 2006.

RP01

Replacement of document not meeting requirements for proper delivery

Companies House

✓ **What this form is for**
You can only use this form to file a replacement of a document that was previously delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 and was either not properly delivered or contained unnecessary material.

✗ **What this form is**
You cannot use thi information in a pr document, or to rep delivered under Sec Companies Act 200 Charges.

A15 01/06/2022 #3
COMPANIES HOUSE

AB3WXUM8
A11 13/05/2022 #193
COMPANIES HOUSE

1 Company details

Company number: 0 2 6 5 7 9 1 7

Company name in full: MLL TELECOM LTD.

→ **Filling in this form**
Please complete in typescript or in bold black capitals

2 Description of the original document

Document type ❶: CONFIRMATION STATEMENT 2021

❶ **Description of the original document**
Please enter the document type (e.g. articles of association) and any distinguishing information if more than one document of that type was filed on the same day.

Date of registration of the original document: 3 0 1 0 2 0 2 1

3 Signature

A replacement document must only be filed where (i) a document has previously been delivered and either (ii) that document was not properly delivered or (iii) that document contained unnecessary material.

Please sign either **Section 3a** or **Section 3b**.

3a The company to which the original document relates

Please complete this section if you are signing on behalf of the company to which the original document relates.

I am signing this form on behalf of the company.

Signature: Signature X X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Permanent representative on behalf of an overseas company, Liquidator, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager, Judicial factor.

❷ **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.

❸ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006

RP01

Replacement of document not meeting requirements for proper delivery

3b The person who delivered the original document

Please complete this section if you are the person who delivered the original document.

Signature

Signature

X X

4 Notes

Please note:
If you are applying for, or have been granted, exemption under Section 243 of the Companies Act 2006 and the document(s) you are replacing contain(s) your usual residential address, please post this form along with the replacement document to the address below:

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE.

RP01

Replacement of document not meeting requirements for proper delivery

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

Company name MOORCROFTS LLP

Address MERE PARK

THAMES HOUSE

DEDMERE ROAD

Post town MARLOW

County/Region BUCKINGHAMSHIRE

Postcode S L 7 1 P B

Country ENGLAND

DX

Telephone 01628 470000

Checklist

Please make sure you have remembered the following:

- ☐ You have fully completed Section 2 'Description of the original document'.
- ☐ The correct person has signed the form in **either** Section 3a **or** Section 3b.
- ☐ If you are replacing a document where you have previously paid a fee, do not send a fee along with this form.
- ☐ You have enclosed the replacement document.
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you **must** also deliver with this form and the replacement document a PR03 form 'Consent for paper filing'.

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.

Section 243 exemption
If you are applying for, or have been granted, a section 243 exemption, please post this form along with the replacement document to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

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

N/m ~~007180/640~~

In accordance with Section 853A of the Companies Act 2006.

CS01
Confirmation statement

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

A fee m
Please s

A13 01/06/2022
COMPANIES HOUSE

AB3WXUT7
A11 13/05/2022 #224
COMPANIES HOUSE

✓ **What this form is for**
You may use this form to confirm that the company has filed up to date. You must file a confirmation statement at least once every year.

✗ **What th**
You cann
of chang
people w
(PSC), re
or single
address (

Before you start

You can check your company details for free on our online servic
https://beta.companieshouse.gov.uk

Change to your company information
If you need to make any changes to:
- **Part 1** Principal business activities or standard industrial
- **Part 2** Statement of capital
- **Part 3** Trading status of shares and exemption from keep people with significant control (PSC)
- **Part 4** Shareholder information

Use the additional parts of this form to do this.

Other changes
If you need to make any

AAFLZRQ1
A09 21/10/2021 #364
COMPANIES HOUSE

1 Company details

Company number	0 2 6 5 7 9 1 7
Company name in full	MLL TELECOM LTD.

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

2 Confirmation date

Please give the confirmation statement date. You must deliver this form within 14 days of this date. Please check your company records for the date of your confirmation period.

Confirmation date ❶ d 2 d 4 m 0 m 9 y 2 y 0 y 2 y 1

❶ **Check when your confirmation statement is due**
To check your confirmation statement date:
https://beta.companieshouse.gov.uk

You can make a statement at any time during the confirmation period. This will change your next confirmation date.

3 Confirmation statement

I confirm that all information required to be delivered by the company pursuant to section 853A(1)(a) of the Companies Act 2006 in relation to the confirmation period ending on the confirmation date above either has been delivered or is being delivered with this statement.

Signature
Signature
X X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Charity commission receiver and manager, CIC manager, Judicial factor.

❷ **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.

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

CS01
Confirmation statement

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: George Johnson
Company name: Moorcrofts LLP

Address: Mere Park
Thames House
Dedmere Road
Post town: Marlow
County/Region: Buckinghamshire
Postcode: S L 7 1 P B
Country: England
DX:
Telephone: 01628470000

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 checked the company information that we hold.
- ☐ You have shown any relevant changes made to your information on the additional parts to this form or filed the appropriate form before or at the same time as this confirmation statement.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee if appropriate.

How to pay

You must include a £40 fee with the first Confirmation Statement you file each year. Further Confirmation Statements made in the same year don't require a fee.

Make cheques or postal orders payable to 'Companies House.'

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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

In accordance with Section 853D of the Companies Act 2006.

CS01- additional information page

Confirmation statement

Part 2 Statement of capital change

Complete this part in full if there has been any change to your share capital or prescribed particulars since the last statement of capital was delivered.

✓ **This part must be sent at the same time as your confirmation statement.**

You must complete both sections B1 and B2.

✗ Not required for companies without share capital.

For further information, please refer to our guidance at www.gov.uk/companieshouse

B1 Share capital

Complete the table(s) below to show the issued share capital.

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

Continuation pages
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	A ORDINARY SHARES	19,147,941	191,479.41	
GBP	B ORDINARY SHARES	33,013,488	330,134.88	
GBP	D ORDINARY SHARES	19,824,683	0.020	
	Totals	71,986,112	521,614.31	0
Currency table B				
	Totals			
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	123,747,028	618,326.789	0

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

In accordance with Section 853D of the Companies Act 2006.

CS01- continuation page
Confirmation statement

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	F ORDINARY SHARES	42,090,089	4.2090	
GBP	Z ORDINARY SHARES	9,670,727	96,707.27	
GBP	PREFERENCE SHARES	100	1.00	
	Totals	51,760,916	96,712.479	0

CS01- additional information page

Confirmation statement

B2 Prescribed particulars

Please give the prescribed particulars of rights attached to each class of share shown in the 'share capital' tables in **Section B1**.

Class of share	A Ordinary Shares
Prescribed particulars	See attached document.
Class of share	B Ordinary Shares
Prescribed particulars	See attached document.
Class of share	D Ordinary Shares
Prescribed particulars	See attached document.

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.

Please use a prescribed particulars continuation page if necessary.

CS01- continuation page
Confirmation statement

B2 Prescribed particulars

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 B1**.

Class of share	F Ordinary Shares
Prescribed particulars ❶	See attached document.

❶ 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.

CS01- continuation page
Confirmation statement

B2 Prescribed particulars

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 B1**.

Class of share	Z Ordinary Shares
Prescribed particulars ❶	See attached document.

❶ 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.

CS01- continuation page
Confirmation statement

B2 Prescribed particulars

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 B1**.

Class of share	Preference Shares
Prescribed particulars ❶	See attached document.

❶ **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.

In accordance with Section 853E, 853H of the Companies Act 2006.

CS01- additional information page

Confirmation statement

Part 3 Trading status of shares and exemption from keeping a register of people with significant control (PSC)

Use this Part to tell us of the trading status of shares and information about exemption from keeping a PSC register (if this is the first time you're giving this information or if any of this information has changed since you last gave it).

✓ **This part must be sent at the same time as your confirmation statement.**

✗ **Do not send if none of this information has changed.**

For further information, please refer to our guidance at www.gov.uk/companieshouse

C1 Company's shares admitted to trading on a market [1]

Were any shares admitted to trading on a market during the confirmation period? Please tick the appropriate box below:

☑ **No** go to **Part 4 section D1** 'Non traded shareholders'

☐ **Yes** go to **Section C2** 'DTR5'

[1] A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognised investment exchanges and regulated markets can be found at: www.fsa.gov.uk/register/exchanges.

C2 Exemption from providing shareholder information (DTR5) [2]

Throughout the confirmation period, was the company a traded company and an issuer to which DTR5 applies? Please tick the appropriate box below:

☐ **Yes** go to **Section C3**

☐ **No** go to **Section C3**

[2] Please review and complete this section if you have answered 'Yes' to section C1 'Company's shares admitted to trading on a market'.

DTR5
DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Conduct Authority.

C3 Exemption from keeping a people with significant control (PSC) register [3]

Is the company exempt or has it ever been exempt from keeping a PSC register:

→ **Yes** continue (Tick only one box).

→ **No** go to **Part 4 section D2** 'Shareholder information for certain traded companies'.

Please tick the appropriate statement:

☐ The company is exempt from the requirement to obtain information and keep a register of its PSC because the company has voting shares admitted to trading on a regulated market in the United Kingdom.

☐ The company is exempt from the requirement to obtain information and keep a register of its PSC because the company has voting shares admitted to trading on a regulated market in an EEA State other than the United Kingdom.

☐ The company is exempt from the requirement to obtain information and keep a register of its PSC because the company has voting shares admitted to trading on a market listed in Schedule 1 of the Register of People with Significant Control Regulations 2016.

☐ The exemption from keeping a PSC register (Part 21A) no longer applies. [4]

[3] **Exemption from keeping a PSC register**
In accordance with Part 21A of the Companies Act 2006.

[4] **Exemption from keeping a PSC register no longer applies.**
If you need to provide PSC information complete and return the appropriate forms.

In accordance with Section 853F, 853G of the Companies Act 2006.

CS01- additional information page

Confirmation statement

Part 4 Shareholder information change

Only use this Part to tell us of a change to shareholder information since the company last delivered this information.

✓ **If completed this Part must be sent at the same time as your confirmation statement.**

✗ **Not required for companies without share capital or DTR5 companies.**

For further information, please refer to our guidance at www.gov.uk/companieshouse

D1 Shareholder information for a non-traded company ❶

How is the list of shareholders enclosed. Please tick the appropriate box below:

☑ The list of shareholders is enclosed on paper.

☐ The list of shareholders is enclosed in another format.

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

❶ **Further shareholders**
Please use a Shareholder information (for a non-traded company) continuation page if necessary.

		Shares held at confirmation date	Shares transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares	Number of shares	Date of registration of transfer
2595647 ONTARIO INC.	A Ordinary	2,161,662		/ /
ARVA LIMITED	A Ordinary	10		/ /
GODFREY ALEXANDER WILSON	A Ordinary	12,538,960		/ /
SCOTT SHELLY	A Ordinary	155,130		/ /
SUSAN SHELLY	A Ordinary	155,130		/ /
VENTIA TRADING LIMITED	A Ordinary	0	4,137,049	08 / 09 / 2021
2130338 ONTARIO INC.	A Ordinary	4,137,049		/ /
				/ /

In accordance with Section 853F, 853G of the Companies Act 2006.

CS01- continuation page

Confirmation statement

D1 Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name **(Address not required)**	Class of share	Shares held at confirmation date: Number of shares	Shares transferred (if appropriate): Number of shares	Date of registration of transfer
2595647 ONTARIO INC.	B Ordinary	11,916,918		/ /
VENTIA TRADING LIMITED	B Ordinary	0	21,096,570	08 / 09 / 2021
2130338 ONTARIO INC.	B Ordinary	21,096,570		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

In accordance with Section 853F, 853G of the Companies Act 2006.

CS01- continuation page

Confirmation statement

D1 Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name **(Address not required)**	Class of share	Shares held at confirmation date: Number of shares	Shares transferred (if appropriate): Number of shares	Shares transferred (if appropriate): Date of registration of transfer
2595647 ONTARIO INC.	D Ordinary	6,484,205		/ /
SCOTT SHELLY	D Ordinary	465,366		/ /
SUSAN SHELLY	D Ordinary	465,365		/ /
VENTIA TRADING LIMITED	D Ordinary	0	12,409,747	08 / 09 / 2021
2130338 ONTARIO INC.	D Ordinary	12,409,747		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

In accordance with Section 853F, 853G of the Companies Act 2006.

CS01- continuation page

Confirmation statement

D1 Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name **(Address not required)**	Class of share	Shares held at confirmation date: Number of shares	Shares transferred (if appropriate): Number of shares	Shares transferred (if appropriate): Date of registration of transfer
BIRCH HILL EQUITY PARTNERS II LTD.	F Ordinary	30,983,675		/ /
TD CAPITAL GROUP LIMITED	F Ordinary	11,106,414		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

In accordance with Section 853F, 853G of the Companies Act 2006.

CS01- continuation page
Confirmation statement

D1 Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name **(Address not required)**	Class of share	Shares held at confirmation date: Number of shares	Shares transferred (if appropriate): Number of shares	Date of registration of transfer
GARY MARVEN	Z Ordinary	5,930,751		/ /
MLL TELECOM LTD.	Z Ordinary	0	2,804,973	01 / 11 / 2020
STUART KENNETH WALLIS	Z Ordinary	1,636,246		/ /
SHAUN LEDGERWOOD	Z Ordinary	2,103,730		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

In accordance with Section 853F, 853G of the Companies Act 2006.

CS01 - continuation page
Confirmation statement

D1 Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

		Shares held at confirmation date	Shares transferred (if appropriate)	
Shareholder's Name **(Address not required)**	Class of share	Number of shares	Number of shares	Date of registration of transfer
2130337 ONTARIO INC	Preference Shares	100		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

MLL TELECOM LTD.
02657917

Moorcrofts LLP ~~SH01~~

A Ordinary Shares

(a) Voting Rights

Each outstanding A Ordinary Share shall carry one vote at all meetings of the Shareholders of the Company, except for meetings at which only holders of another specified class of Ordinary Share are entitled to vote separately as a class. Except as required by law or as otherwise provided in these articles, the holders of the A Ordinary Shares shall vote together as a single class at any meeting of shareholders of the Company.

(b) Rights, as respects dividends, to Distribution

Subject to Article 6, 7 and 8 of the Company's Articles of Association ("Articles") and the terms of the Agreement (as defined in the Articles) any distribution by way of dividend of the Company shall be distributed to the holders of the A Ordinary Shares, B Ordinary Shares and D Ordinary Shares pro rata to the number of such Ordinary Shares held by them as if they were one class of Ordinary Shares.

In the event of a winding up of the Company or other return of capital, any dividends which have been declared and which have become due as part of that winding up or return of capital shall only be paid in subject to and in accordance with the provisions of article 6, 7 and 8 of the Articles.

(c) Rights, as respects capital, to Distributions

In the event of a winding up of the Company or other return of capital, the A Ordinary Shares will have the capital rights set out in article 6 of the Articles.

Article 6

Subject to articles 7 and 8, the assets of the Company available for distribution to holders remaining after payment of all other debts and liabilities of the Company (and of the costs, charges and expenses of any winding up) shall be applied in the following manner and order of priority:

- first in paying to the holders of the Preference Shares a sum equal to the Redemption Entitlement (as defined in the Articles) as at the date of distribution, but only if any Preference Shares remain in issue;
- second in paying to the holders of the F Ordinary Shares as a class the sum of £1.00;
- third in paying to the holders of the A Ordinary Shares, B Ordinary Shares and D Ordinary Shares all unpaid arrears and accruals of any dividend due in respect of each such Ordinary Share;
- fourth in paying to the holders of the B Ordinary Shares and D Ordinary Shares an amount equal to the Issue Price (as defined in the Articles) in respect of each such Ordinary Share;
- fifth in paying to the holders of the A Ordinary Shares and the Z Ordinary Shares an amount equal to the Issue Price in respect of each such Ordinary Share;
- sixth in distributing the surplus assets to the holders of the A Ordinary Shares, the B Ordinary Shares, the D Ordinary Shares and the Z Ordinary Shares as if the same constituted one class.

Article 7

For the purposes of article 6:

- any payment to the holders of Shares of a particular class shall be made in proportion to the numbers of Shares of the relevant class held by each of them;
- any payment in respect of unpaid arrears and accruals of any dividend shall be calculated down to (and including) the date of payment and shall be payable irrespective of what profits (and of whether any profits) have been made or earned by the Company and irrespective of whether or not such unpaid arrears and accruals have become due and payable; and
- the entitlement of each holder (or a person to whom any Share is subsequently transferred by such holder in accordance with the Articles) to participate in an distribution of assets under article 6, shall be determined immediately prior to the commencement of the relevant distribution of assets.

Article 8

Following an Asset Disposal which is a Triggering Event, the Asset Disposal Value shall be applied (to the extent that the Company is lawfully permitted to do so) in paying to the holders of the F Shares the F Shares Entitlement (if any) in respect of each such F Share. In the event that the Asset Disposal Value includes any non-cash consideration, the Board (acting reasonably) shall determine how such cash consideration and non-cash consideration shall be applied to the F Share Entitlement, provided that the Board shall endeavour to ensure that the F Shareholders receive such cash consideration and non-cash consideration in the same ratio as the other Shareholders would have received had the Asset Disposal Value been allocated to all Shareholders.

(d) The A Ordinary Shares are not to be redeemed or liable to be redeemed.

B Ordinary Shares

(a) Voting Rights

Each outstanding B Ordinary Share shall carry one vote at all meetings of the Shareholders of the Company, except for meetings at which only holders of another specified class of Ordinary Share are entitled to vote separately as a class. Except as required by law or as otherwise provided in these articles, the holders of the B Ordinary Shares shall vote together as a single class at any meeting of shareholders of the Company.

(b) Rights, as respects dividends, to Distributions

In the event of a winding up of the Company or other return of capital, the B Ordinary Shares will have the rights set out in article 6 of the Articles.

Article 6

Subject to Article 6, 7 and 8 of the Company's Articles of Association ("Articles") and the terms of the Agreement (as defined in the Articles) any distribution by way of dividend of the Company shall be distributed to the holders of the A Ordinary Shares, B Ordinary Shares and D Ordinary Shares pro rata to the number of such Ordinary Shares held by them as if they were one class of Ordinary Shares.

In the event of a winding up of the Company or other return of capital, any dividends which have been declared and which have become due as part of that winding up or return of

capital shall only be paid in accordance with the provisions of article 6, 7 and 8 of the Articles.

(c) Rights, as respects capital, to Distributions

In the event of a winding up of the Company or other return of capital, the B Ordinary Shares will have the rights set out in article 6 of the Articles.

Article 6

Subject to articles 7 and 8, the assets of the Company available for distribution to holders remaining after payment of all other debts and liabilities of the Company (and of the costs, charges and expenses of any winding up) shall be applied in the following manner and order of priority:

- first in paying to the holders of the Preference Shares a sum equal to the Redemption Entitlement (as defined in the Articles) as at the date of distribution, but only if any Preference Shares remain in issue;
- second in paying to the holders of the F Ordinary Shares as a class the sum of £1.00;
- third in paying to the holders of the A Ordinary Shares, B Ordinary Shares and D Ordinary Shares all unpaid arrears and accruals of any dividend due in respect of each such Ordinary Share;
- fourth in paying to the holders of the B Ordinary Shares and D Ordinary Shares an amount equal to the Issue Price (as defined in the Articles) in respect of each such Ordinary Share;
- fifth in paying to the holders of the A Ordinary Shares and the Z Ordinary Shares an amount equal to the Issue Price in respect of each such Ordinary Share;
- sixth in distributing the surplus assets to the holders of the A Ordinary Shares, the B Ordinary Shares, the D Ordinary Shares and the Z Ordinary Shares as if the same constituted one class.

Article 7

For the purposes of article 6:

- any payment to the holders of Shares of a particular class shall be made in proportion to the numbers of Shares of the relevant class held by each of them;
- any payment in respect of unpaid arrears and accruals of any dividend shall be calculated down to (and including) the date of payment and shall be payable irrespective of what profits (and of whether any profits) have been made or earned by the Company and irrespective of whether or not such unpaid arrears and accruals have become due and payable; and
- the entitlement of each holder (or a person to whom any Share is subsequently transferred by such holder in accordance with the Articles) to participate in an distribution of assets under article 6, shall be determined immediately prior to the commencement of the relevant distribution of assets.

Article 8

Following an Asset Disposal which is a Triggering Event, the Asset Disposal Value shall be applied (to the extent that the Company is lawfully permitted to do so) in paying to the holders of the F Shares the F Shares Entitlement (if any) in respect of each such F Share. In the event that the Asset Disposal Value includes any non-cash consideration, the Board (acting reasonably) shall determine how such cash consideration and non-cash consideration shall be applied to the F Share Entitlement, provided that the Board shall endeavour to ensure that the F Shareholders receive such cash consideration and non-

cash consideration in the same ratio as the other Shareholders would have received had the Asset Disposal Value been allocated to all Shareholders.

(d) The B Ordinary Shares are not to be redeemed or liable to be redeemed.

D Ordinary Shares

(a) Voting Rights

Each outstanding D Ordinary Share shall carry one vote at all meetings of the Shareholders of the Company, except for meetings at which only holders of another specified class of Ordinary Share are entitled to vote separately as a class. Except as required by law or as otherwise provided in these articles, the holders of the D Ordinary Shares shall vote together as a single class at any meeting of Shareholders of the Company.

(b) Rights, as respects dividends, to Distributions

Article 6

In the event of a winding up of the Company or other return of capital, any dividends which have been declared and which have become due as part of that winding up or return of capital shall only be paid in accordance with the provisions of article 6, 7 and 8 of the Articles.

Subject to Article 6, 7 and 8 of the Company's Articles of Association ("Articles") and the terms of the Agreement (as defined in the Articles) any distribution by way of dividend of the Company shall be distributed to the holders of the A Ordinary Shares, B Ordinary Shares and D Ordinary Shares pro rata to the number of such Ordinary Shares held by them as if they were one class of Ordinary Shares.

In the event of a winding up of the Company or other return of capital, any dividends which have been declared and which have become due as part of that winding up or return of capital shall only be paid in accordance with the provisions of article 6, 7 and 8 of the Articles.

(c) Rights, as respects capital, to Distributions

In the event of a winding up of the Company or other return of capital, the D Ordinary Shares will have the capital rights set out in article 6 of the Articles.

In the event of a winding up of the Company or other return of capital, any dividends which have been declared and which have become due as part of that winding up or return of capital shall only be paid in accordance with the provisions of article 6, 7 and 8 of the Articles.

Subject to articles 7 and 8, the assets of the Company available for distribution to holders remaining after payment of all other debts and liabilities of the Company (and of the costs, charges and expenses of any winding up) shall be applied in the following manner and order of priority:

- first in paying to the holders of the Preference Shares a sum equal to the Redemption Entitlement (as defined in the Articles) as at the date of distribution, but only if any Preference Shares remain in issue;
- second in paying to the holders of the F Ordinary Shares as a class the sum of £1.00;

- third in paying to the holders of the A Ordinary Shares, B Ordinary Shares and D Ordinary Shares all unpaid arrears and accruals of any dividend due in respect of each such Ordinary Share;
- fourth in paying to the holders of the B Ordinary Shares and D Ordinary Shares an amount equal to the Issue Price (as defined in the Articles) in respect of each such Ordinary Share;
- fifth in paying to the holders of the A Ordinary Shares and the Z Ordinary Shares an amount equal to the Issue Price in respect of each such Ordinary Share;
- sixth in distributing the surplus assets to the holders of the A Ordinary Shares, the B Ordinary Shares, the D Ordinary Shares and the Z Ordinary Shares as if the same constituted one class.

Article 7

For the purposes of article 6:

- any payment to the holders of Shares of a particular class shall be made in proportion to the numbers of Shares of the relevant class held by each of them;
- any payment in respect of unpaid arrears and accruals of any dividend shall be calculated down to (and including) the date of payment and shall be payable irrespective of what profits (and of whether any profits) have been made or earned by the Company and irrespective of whether or not such unpaid arrears and accruals have become due and payable; and
- the entitlement of each holder (or a person to whom any Share is subsequently transferred by such holder in accordance with the Articles) to participate in an distribution of assets under article 6, shall be determined immediately prior to the commencement of the relevant distribution of assets.

Article 8

Following an Asset Disposal which is a Triggering Event, the Asset Disposal Value shall be applied (to the extent that the Company is lawfully permitted to do so) in paying to the holders of the F Shares the F Shares Entitlement (if any) in respect of each such F Share. In the event that the Asset Disposal Value includes any non-cash consideration, the Board (acting reasonably) shall determine how such cash consideration and non-cash consideration shall be applied to the F Share Entitlement, provided that the Board shall endeavour to ensure that the F Shareholders receive such cash consideration and non-cash consideration in the same ratio as the other Shareholders would have received had the Asset Disposal Value been allocated to all Shareholders.

(d) The D Ordinary Shares are not to be redeemed or liable to be redeemed.

F Ordinary Shares

(a) Voting Rights

The F Ordinary Shares shall not carry a vote at any meetings of the Shareholders of the Company.

(b) Rights, as respects dividends, to Distributions

The F Shares are non-dividend bearing, and the holders of the F Shares do not have any right to participate in any dividend declared by the Company, other than the special dividend set out in Article 8 of the Articles.

Article 8

Following an Asset Disposal which is a Triggering Event, the Asset Disposal Value shall be applied (to the extent that the Company is lawfully permitted to do so) in paying to the holders of the F Shares the F Shares Entitlement (if any) in respect of each such F Share. In the event that the Asset Disposal Value includes any non-cash consideration, the Board (acting reasonably) shall determine how such cash consideration and non-cash consideration shall be applied to the F Share Entitlement, provided that the Board shall endeavour to ensure that the F Shareholders receive such cash consideration and non-cash consideration in the same ratio as the other Shareholders would have received had the Asset Disposal Value been allocated to all Shareholders.

(c) Rights, as respects capital, to Distributions

In the event of a winding up of the Company or other return of capital, the F Ordinary Shares will have the capital rights set out in article 6 of the Articles.

Article 6

In the event of a winding up of the Company or other return of capital, any dividends which have been declared and which have become due as part of that winding up or return of capital shall only be paid in accordance with the provisions of article 6, 7 and 8 of the Articles.

Subject to articles 7 and 8, the assets of the Company available for distribution to holders remaining after payment of all other debts and liabilities of the Company (and of the costs, charges and expenses of any winding up) shall be applied in the following manner and order of priority:

- first in paying to the holders of the Preference Shares a sum equal to the Redemption Entitlement (as defined in the Articles) as at the date of distribution, but only if any Preference Shares remain in issue;
- second in paying to the holders of the F Ordinary Shares as a class the sum of £1.00;
- third in paying to the holders of the A Ordinary Shares, B Ordinary Shares and D Ordinary Shares all unpaid arrears and accruals of any dividend due in respect of each such Ordinary Share;
- fourth in paying to the holders of the B Ordinary Shares and D Ordinary Shares an amount equal to the Issue Price (as defined in the Articles) in respect of each such Ordinary Share;
- fifth in paying to the holders of the A Ordinary Shares and the Z Ordinary Shares an amount equal to the Issue Price in respect of each such Ordinary Share;
- sixth in distributing the surplus assets to the holders of the A Ordinary Shares, the B Ordinary Shares, the D Ordinary Shares and the Z Ordinary Shares as if the same constituted one class.

Article 7

For the purposes of article 6:

- any payment to the holders of Shares of a particular class shall be made in proportion to the numbers of Shares of the relevant class held by each of them;
- any payment in respect of unpaid arrears and accruals of any dividend shall be calculated down to (and including) the date of payment and shall be payable irrespective of what profits (and of whether any profits) have been made or earned by the Company and irrespective of whether or not such unpaid arrears and accruals have become due and payable; and

- the entitlement of each holder (or a person to whom any Share is subsequently transferred by such holder in accordance with the Articles) to participate in an distribution of assets under article 6, shall be determined immediately prior to the commencement of the relevant distribution of assets.

(d) The F Ordinary Shares are not to be redeemed or liable to be redeemed.

Z Ordinary Shares

(a) Voting Rights

Each outstanding Z Ordinary Share shall carry one vote at all meetings of the Shareholders of the Company, except for meetings at which only holders of another specified class of Ordinary Share are entitled to vote separately as a class. Except as required by law or as otherwise provided in these articles, the holders of the Z Ordinary Shares shall vote together as a single class at any meeting of Shareholders of the Company.

(b) Rights, as respects dividends, to Distributions

The Z Shares are non-dividend bearing, and the holders of the Z Shares do not have any right to participate in any dividend declared by the Company.

(c) Rights, as respects capital, to Distributions

In the event of a winding up of the Company or other return of capital, the Z Ordinary Shares will have the capital rights set out in article 6 of the Articles.

Article 6

In the event of a winding up of the Company or other return of capital, any dividends which have been declared and which have become due as part of that winding up or return of capital shall only be paid in accordance with the provisions of article 6, 7 and 8 of the Articles.

Subject to articles 7 and 8, the assets of the Company available for distribution to holders remaining after payment of all other debts and liabilities of the Company (and of the costs, charges and expenses of any winding up) shall be applied in the following manner and order of priority:

- first in paying to the holders of the Preference Shares a sum equal to the Redemption Entitlement (as defined in the Articles) as at the date of distribution, but only if any Preference Shares remain in issue;
- second in paying to the holders of the F Ordinary Shares as a class the sum of £1.00;
- third in paying to the holders of the A Ordinary Shares, B Ordinary Shares and D Ordinary Shares all unpaid arrears and accruals of any dividend due in respect of each such Ordinary Share;
- fourth in paying to the holders of the B Ordinary Shares and D Ordinary Shares an amount equal to the Issue Price (as defined in the Articles) in respect of each such Ordinary Share;
- fifth in paying to the holders of the A Ordinary Shares and the Z Ordinary Shares an amount equal to the Issue Price in respect of each such Ordinary Share;
- sixth in distributing the surplus assets to the holders of the A Ordinary Shares, the B Ordinary Shares, the D Ordinary Shares and the Z Ordinary Shares as if the same constituted one class.

Article 7

For the purposes of article 6:

- any payment to the holders of Shares of a particular class shall be made in proportion to the numbers of Shares of the relevant class held by each of them;
- any payment in respect of unpaid arrears and accruals of any dividend shall be calculated down to (and including) the date of payment and shall be payable irrespective of what profits (and of whether any profits) have been made or earned by the Company and irrespective of whether or not such unpaid arrears and accruals have become due and payable; and
- the entitlement of each holder (or a person to whom any Share is subsequently transferred by such holder in accordance with the Articles) to participate in an distribution of assets under article 6, shall be determined immediately prior to the commencement of the relevant distribution of assets.

(d) The Z Ordinary Shares are not to be redeemed or liable to be redeemed.

Article 8

Following an Asset Disposal which is a Triggering Event, the Asset Disposal Value shall be applied (to the extent that the Company is lawfully permitted to do so) in paying to the holders of the F Shares the F Shares Entitlement (if any) in respect of each such F Share. In the event that the Asset Disposal Value includes any non-cash consideration, the Board (acting reasonably) shall determine how such cash consideration and non-cash consideration shall be applied to the F Share Entitlement, provided that the Board shall endeavour to ensure that the F Shareholders receive such cash consideration and non-cash consideration in the same ratio as the other Shareholders would have received had the Asset Disposal Value been allocated to all Shareholders.

(d) The Z Ordinary Shares are not to be redeemed or liable to be redeemed.

Preference Shares

(a) Voting Rights

The Preference Shares shall not carry a vote at any meetings of the Shareholders of the Company.

(b) Rights, as respects dividends, to Distributions

The Preference Shares are non-dividend bearing, and the holders of the Preference Shares do not have any right to participate in any dividend declared by the Company.

(c) Rights, as respects capital, to Distributions

In the event of a winding up of the Company or other return of capital, the Z Ordinary Shares will have the capital rights set out in article 6 of the Articles.

Article 6

In the event of a winding up of the Company or other return of capital, any dividends which have been declared and which have become due as part of that winding up or return of capital shall only be paid in accordance with the provisions of article 6, 7 and 8 of the Articles.

Subject to articles 7 and 8, the assets of the Company available for distribution to holders remaining after payment of all other debts and liabilities of the Company (and of the costs, charges and expenses of any winding up) shall be applied in the following manner and order of priority:

- first in paying to the holders of the Preference Shares a sum equal to the Redemption Entitlement (as defined in the Articles) as at the date of distribution, but only if any Preference Shares remain in issue;
- second in paying to the holders of the F Ordinary Shares as a class the sum of £1.00;
- third in paying to the holders of the A Ordinary Shares, B Ordinary Shares and D Ordinary Shares all unpaid arrears and accruals of any dividend due in respect of each such Ordinary Share;
- fourth in paying to the holders of the B Ordinary Shares and D Ordinary Shares an amount equal to the Issue Price (as defined in the Articles) in respect of each such Ordinary Share;
- fifth in paying to the holders of the A Ordinary Shares and the Z Ordinary Shares an amount equal to the Issue Price in respect of each such Ordinary Share;
- sixth in distributing the surplus assets to the holders of the A Ordinary Shares, the B Ordinary Shares, the D Ordinary Shares and the Z Ordinary Shares as if the same constituted one class.

Article 7

For the purposes of article 6:

- any payment to the holders of Shares of a particular class shall be made in proportion to the numbers of Shares of the relevant class held by each of them;
- any payment in respect of unpaid arrears and accruals of any dividend shall be calculated down to (and including) the date of payment and shall be payable irrespective of what profits (and of whether any profits) have been made or earned by the Company and irrespective of whether or not such unpaid arrears and accruals have become due and payable; and
- the entitlement of each holder (or a person to whom any Share is subsequently transferred by such holder in accordance with the Articles) to participate in an distribution of assets under article 6, shall be determined immediately prior to the commencement of the relevant distribution of assets.

(d) The Preference Shares are, subject to the Companies Act 2006, to be redeemed or liable to be redeemed, in accordance with article 13 of the Articles.

Article 13

The Company is required to redeem the Preference Shares prior to completion of any Redemption Triggering Event (as defined in the Articles) by paying to the holders of the Preference Shares the Redemption Entitlement (as defined in the Articles) as at the date of redemption, except where the holders of the Preference Shares agree otherwise in writing or (in the case where the Redemption Triggering Event is a Share Disposal (as defined in the Articles), where the Company has served a Preference Share Disposal Notice (as defined in the Articles) on the Shareholders and the Preference Shares are to be sold or transferred as part of a Share Disposal in accordance with the procedure set out in article 9).

Subject to the above, the Company may, at any time and on one or more occasions but on not less than 7 days' notice in writing to the holders of the Preference Shares, redeem a Preference Share on such date (each a "Redemption Date") as the Board may determine.

Where a Preference Share is to be redeemed in accordance with article 13.1 or article 13.2, the Company shall give to the holders of the Preference Shares prior notice in writing of the redemption ("Redemption Notice"). In the case of a redemption pursuant to article 13.1, the Redemption Notice shall be conditional on such Redemption Triggering Event occurring within one month of the date fixed for redemption, failing which the Redemption Notice shall be revoked.

In the event of the redemption of Preference Shares pursuant the article 13.1, the Company shall pay the holders of the Preference Shares the Redemption Entitlement as at the date of redemption.

In the event of the Interim Redemption (as defined in the Articles) of a Preference Share pursuant to article 13.2, the Company shall pay the holder of the relevant Preference Share the Interim Redemption Amount (as specified in the applicable Redemption Notice), unless such Preference Share is the final Preference Shares in issue, in which case the Company shall pay the holder of the relevant Preference Share the Redemption Entitlement as at such date.

In the event of a disagreement as to the amount of the Redemption Entitlement, the matter shall be referred by the Board to an Expert (as defined in the Articles) as may be nominated by the Board, in accordance with article 13.9.