RP04

Second filing of a document previously delivered



What this form is for What this form is NOT for For further information, please You can only use this form to file You can "dance at a secon a second filing of a document shouse gov uk delivered under the Companies Act delivere 2006 on or after 1 October 2009 1985 re that held inaccuracies delivere A second filing of a document must A seco only be filed where it is providing cannot 18/09/2015 COMPANIES HOUSE corrected information that has been ınform properly delivered but inaccuracies properly delivered Form RP01 must still appear on the register be used in these circumstances Company details Company number 3 9 9 Filling in this form Please complete in typescript or in bold black capitals Company name in full SHAZAM ENTERTAINMENT LIMITED All fields are mandatory unless specified or indicated by * Description of the original document Document type 0 O Description of the original SH01 - RETURN OF ALLOTMENT OF SHARES document Please enter the document type (e.g. a Return of allotment of shares—SH01) 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 Applicable documents This form only applies to the following forms AP01 Appointment of director AP02 Appointment of corporate director AP03 Appointment of secretary AP04 Appointment of corporate secretary CH01 Change of director's details CH02 Change of corporate director's details **CH03** Change of secretary's details CH04 Change of corporate secretary's details TM01 Termination of appointment of director **TM02** Termination of appointment of secretary SH01 Return of allotment of shares AR01 Annual Return If you are applying for, or have been granted, exemption under section 243 Of If you are currently in the process of applying for or have been granted of the Companies Act 2006 and the document(s) you are updating contain(s) a Section 243 exemption, you your usual residential address, please post this form along with the updated may wish to check that you have document(s) to the address below not entered your usual residential address as the service address in The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE the accompanying form (e.g. AP01

> CHFP000 04/11 Version 1 0

or CH01)

Presenter Information	Important 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	Please note that all information on this form will appear on the public record			
visible to searchers of the public record	™ Where to send			
Contact name Company name TRAVERS SMITH	You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below			
Address 10 SNOW HILL	For companies registered in England and Wales The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff			
Post town LONDON County/Region Postcode E C 1 A 2 A L Country ENGLAND	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)			
DX Telephone	For companies registered in Northern Ireland The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, N. D. Rolfort 1			
We may return forms completed incorrectly or with information missing	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 whole form to the			
Please make sure you have remembered the following The company name and number match the information held on the public Register You can only use this form to file a second filing of	different postal address below The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE			
a document delivered to the Registrar of Companies	i Further information			
under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies If you are updating a document where you have previously paid a fee, do not send a fee along with	For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk			
this form You have enclosed the second filed document(s) 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 second filed document(s), a PRO3 form 'Consent for paper filing'	This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk			

In accordance with Section 555 of the Companies Act 2006

SH01

Laserform

Return of allotment of shares

		the WebFiling serv www.companieshou			online.				
1		n is for his form to give es allotted following	X	What this f You cannot notice of sh on formatio for an allotr shares by a	AS		18/09/20 IPANIES	 015 HOUSE	an, please at se gov uk
1	Company de	etails							
Company number	0 3 9	9 8 8 3	3 1					→ Filling :	n this form complete in typescript or in
Company name in full	SHAZAM EN	NTERTAINMENT	LIMIT	ED					ck capitals
									are mandatory unless d or indicated by *
2	Allotment da	ates O		 .					
From Date	^d 2 ^d 8	^m 0 ^m 6	2 y 0	y 1 y 2				Allotme If all sha	ent date
To Date	d d	m m y	^y	^y ^y	<u></u>			'from da allotted	ay enter that date in the te' box. If shares were over a period of time, e both 'from date' and 'to xes.
3	Shares allo	tted			_				
		details of the shares a continuation page			nus shar	es		complet	cy acy details are not ed we will assume currence and sterling
Class of shares (E.g. Ordinary/Preference of	etc)	Currency 2	Numb allotte	er of shares d	Nominal v each sha		Amount p (including premium share		Amount (if any) unpaid (including share premium) on each share
ORDINARY SHARE	S	£	4	,474,220	0	000004	0	000004	
					<u> </u>		<u> </u>		
	If the allotted state the con-	shares are fully or sideration for which	partly partly the sha	aid up otherwi ires were allot	se than II ted	n cash, ple	ase		ation page use a continuation page if ary
Details of non-cash consideration									
f a PLC, please attach valuation report (if									

	SH01 Return of allotmer	nt of shares				
	Statement of cap	ital				
		ction 5 and Section 6 apital at the date of th	i, if appropriate) should refle is return	ect the		
4	Statement of cap	ital (Share capital	in pound sterling (£))			
Please complete the t issued capital is in ste			eld in pound sterling. If all yo to Section 7	our		
Class of shares (E.g. Ordinary/Preference e	tc)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of share	es 2	Aggregate nominal value 3
(see continuat	ion sheets)					£
						£
						£
						£
			Totals			٤
5	Statement of cap	ital (Share capital	in other currencies)		_	
Please complete the t Please complete a se		ny class of shares he currency	ld in other currencies			
Currency						
Class of shares (E.g. Ordinary / Preference	etc)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of share	es 2 	Aggregate nominal value 3
					_	
			Totals			
Currency		Amazunt and an	Amount (if any) unnoid	Number of share		Assuranta - aminglus hus D
Class of shares (E.g. Ordinary/Preference e	etc)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of Share	s 4	Aggregate nominal value 3
			Totals			
6	Statement of cap	ortal (Totals)		-	-	
	Please give the total number of shares and total aggregate nominal value of issued share capital Total aggregate nominal value of Please list total aggregate value of different currencies separate					
Total number of shares	(see continua	ation sheets)				ble £100 + €100 + \$10 etc
Total aggregate nominal value	(see continua	ation sheets)				
Including both the nominabare premiumTotal number of issued	•	S E g Number of shar nominal value of each	h share Ple	ntinuation Pages ase use a Statem ge if necessary		tal continuation

CHFP025 03/11 Version 5 0

SH01 Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares	s)
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 4 and Section 5	Prescribed particulars of rights attached to shares The particulars are
(see continuation sheets)	a particulars of any voting rights, including rights that anse only in certain circumstances,
	b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares
	A separate table must be used for each class of share
	Continuation page Please use a Statement of Capital continuation page if necessary
	Secietae European
Signature Signature May be signed by Director , Secretary, Person authorised , Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager	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 Person authorised Under either section 270 or 274 of the Companies Act 2006
	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 4 and Section 5 (see continuation sheets) Signature I am signing this form on behalf of the company Signature This form may be signed by Director 6, Secretary, Person authorised 6, Administrator, Administrative receiver,

SH01 Return of allotment of shares

Presenter information	Important 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	Please note that all information on this form will appear on the public record.
visible to searchers of the public record	Where to send
Contact name	You may return this form to any Companies House address, however for expediency we advise you to
Company name Travers Smith LLP	return it to the appropriate address below
Address 10 Snow Hill	For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff
Post town London	For companies registered in Scotland: The Registrar of Companies, Companies House,
County/Region Posicode E C 1 A 2 A L	Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post)
Country ENGLAND	For companies registered in Northern Ireland
DX	The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street,
Telephone	Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1
✓ Checklist	i Further information
We may return the forms completed incorrectly	For further information please see the guidance notes
or with information missing.	
Please make sure you have remembered the following:	on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk
Please make sure you have remembered the following: The company name and number match the	on the website at www companieshouse gov uk
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	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
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	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
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 appropriate sections of the	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
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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 appropriate sections of the Statement of Capital	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
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 appropriate sections of the Statement of Capital	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
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 appropriate sections of the Statement of Capital	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
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 appropriate sections of the Statement of Capital	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
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 appropriate sections of the Statement of Capital	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

in accordance with Section 555 of the Companies Act 2006

SH01 - continuation page Return of allotment of shares

Statement of capital

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency

Class of shares (E g Ordinary/preference etc.)	Amount paid up on each share and eac		Number of shares 2	Aggregate nominal value 3	
ORDINARY SHARES	0 000004		535,806,743	2,143 23	
ORDINARY SHARES	0 30		458,685	1 83	
ORDINARY SHARES	0 00253		29,004,577	116 02	
ORDINARY SHARES	0 12		41,667	0 17	
ORDINARY SHARES	0 032		15,589	0 06	
PREFERRED ORDINARY A SHARES	0 30		21,527,784	4,305,556 80	
PREFERRED ORDINARY B SHARES	0.03226		85,709,455	857,094.55	
PREFERRED ORDINARY C SHARES	0 00253		1,066,889,647	106,688 96	
PREFERRED ORDINARY C1 SHARES	0 013971		231,810,173	23,181.02	
PREFERRED ORDINARY C2	0 000001		45,312,071	45 31	
PREFERRED ORDINARY C2	0 053763		231,653,507	231.65	
PREFERRED ORDINARY C2	0 061828		133,310,000	133 31	
PREFERRED ORDINARY C2	0 056663		54,841,712	54 84	
DEFERRED SHARES	0 0000000001		2,046,879,329,317	204.69	
FOUNDER SHARES	0 000004		140,000,000	560 00	
		Totals	2049455710927	5,296,012 44	

share premium

nominal value of each share

² Total number of issued shares in this class

in accordance with Section 555 of the Compenses Act 2005.

SH01 - continuation page Return of allotment of shares

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

Class of share

Prescribed perficulare

1.PRELIMINARY

- $1.1\,$ In these continuation sheets, the following words and expressions shell have the following meanings unless the context requires otherwise
- "A Liquidation Amount" means as defined in Paragraph 9.4.8;
- "A Share-Sele LiquideDon Amount" has the meaning given to that term in Peragraph 9.7.9, $\,$
- "Acquirer" moters as a trons fide arm's length purchaser:
- "Additional Ordinary Shares" shall mean all Ordinary Shares issued (or deemed to be issued pursuant to Paragraph 7 4.1 below) by the Company effer the Original C2 latus Date, other than any Exempt Securities
- "Adjusted Number Of Founder Shares" means the number of lessed Founder Shares (or, ill calculated on a Share Bele, the number of lessed Founder Shares periodisting in that Share Sale) multiplied by the applicable Founder Multiplier;
- "Aggregate Consideration" means the aggregate consideration to be paid by the Acquirer to the Majority Sharoholders and the Dragged Sallers for their Sharos,
- "Asset Sale" means the sale of the whole, or any substantial park, of the Company's business, undertailing or assets,
- "B Liquidation Amount" meens as defined in Paragraph 8.4 2;
- "B Share Sale Liquidation Amount" has the meaning given to that term in Peregraph 9.7.2;
- "Board" means the board of directors of the Company from time to thise,
- "Business Day" means a day, other then a Saturday or a Sunday, on which banks are open for business in the City of London;
- "C Liquidation Amount" moons as defined in Peregraph 9.4.1 1,
- *O 6here Bate Liquidation Amount* has the meaning given to that term to Peragraph 9.7.1.1,
- "C1 Liquidation Amount" means as defined in Paragraph 9.4.1.2.
- "CI Share Sale Liquidation Amount" has the meaning given to that term in Paragraph 9.7.1.2,

to executionize with Sychon 555 of the Companies Act 2008.

SH01 - continuation page Return of allotment of shares

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

Class of share

Prescribed particulars

"C2 Liquidation Amount" means as defined in Peragraph 9.4.1.3,

"C2 Stare Sate Liquidation Amount" has the meaning given to first term in Paragraph 9 7 1.5,

"Capital Raturn" means a return of capital to Shereholders of whenver nature (including, without instation, on a legislation, dissociation or winding up of the Company or by way of a Distribution psychie other than in the ordinary course of the business and/or not out of trading profile) save to the extent the same arises es a result of any group reorganization or other reconstitution, and soit, to the avoidance of doubt, to include a Distribution psychie in the ordinary course of business and out of trading profile.

"Commented Person" has the meeting given to it in section 839 ICTA,

"Controlling interest" means an interest in the Shares in the Company conforming in aggregate more than 50% of the total voting rights conformed by all the issued Equity Shares in the Company on an as converted basis but excluding, for the avoidance of doubt, any interest in Determed Shares or Founder Shares;

"Conversion A Ratio" means the ratio determined in accordance with Penagrapha 3.3.6 to 3.3.6,

"Convertion B Ratio" means the ratio determined in accordance with Paragraphs 4.5.6 to 4.5.6,

"Conversion C Ratio" means the ratio determined in accordance with Paragraphs 7.3.6 and 7.3.7,

"Conversion CT Ratio" means the ratio dutermined in accordance with Paragraphs 8.3.7 and 6.3.6,

"Conversion C2 Ratio" means the ratio determined in eccordance with Personaphs 7.3 9, 7.9.7 and 7.5:

"CR Subscription Price" means, in respect of any Preferred Ordinary C2 Share, the applicable Subscription Price for such Preferred Ordinary C2 Share as edjusted, solely for the purpose of determining the adjusted Conversion C2 Ratio applicable to such Preferred Ordinary C2 Share, pursuant to Paragraph 7.6;

"Current Pounds: Between means, as calculated on any Tranche Payment Date, the relevant Founder Share Percentage of any Current Liquidation Proceeds Remaining Balance and, for the purposes of determining such Founder Share Percentage

In accordance with Section 655 of the Compenses Act 2008.

SH01 - continuation page Return of allotment of shares

	Statement of capital (Prescribed particulars of rights attached to shares)
ass of share	
secupeq bauponysis	(i) It shall be calculated on the assumption that all Preferred Ordinary C
	Shares and/or Preferred Ordinary C1 Shares (or, il on a Share Sale, only
1	those that participate in such Share Sale) pursuant to Pergraph 4.34
	endfor Peragraph 6.3.4 (as applicable) will have converted into Ordinary
	Shares; and
	(II) the relevent Founder Multiplier to catoutets the applicable Adjusted
	Number Of Founder Shares shall be that applicable to the than Current
	Liquidation Proceeds.
	"Current Liquidation Proceeds' magne, on any Transhe Paymed Date, the
	aggregate of any Liquidation Proceeds already applied in accordance with the
	provisions of Paragraph 9 and paid out to Sharahalders, the Escrow Balance and
	eny Distributable Tranche made available on such Tranche Payment Dita;
	Current Liquidation Proceeds Remaining Balance magns that before of the
	Current Uspitization Proceeds that would be applied in accordance with Paragraphs
	9.4.4 or 9.7.4 (en applicatio),
	"Determed Share" means a datemed share of 60 0000000001 in the capital of the
	Company:
	"Distributable Transhe" makes any part of any Liquidation Proceeds which
	becomes evaliable on a Tranche Payment Date for payment to Shareholders,
	"Distribution" means dividends or distributions peld or meds by the Company le
	respect of Shares, other than in connection with a return of papital following an
	Asset Sale or in paying any Liquidation Proceeds,
	"Economic Shares" means Shares (on en as convented basis and a MAy-disted
	basis) excluding Deferred Shares,
	"Equity Shares" manus the Preferred Ordinary Shares and the Ordinary Shares,
	"Excrew Account" means any stand-alone, interest-bearing, Starting-denominated
	bank account of the Company or Shareholders' Representative (is applicable)
	established by the Company or the Shareholders' Representative to hold the eny
	Escrow Bathree,

in accordance with Section 565 of the Companies Act 2006.

SH01 - continuation page Return of allotment of shares

Prescribed particulars "Escorous Radiances" means the amount (if any) standing to the credit of the Escorous Account, including any interest accound thereon. "Exempt Securities" shall mean Sheres or Options issued or deemed to be issued as follows (i) Stares or Options issued by reason of a dividend on Pretond Ordinary C2 Shares. (ii) Shares or Options issued by reason of a dividend, sub-chiston, bonus issue or other distribution on Shares. (iii) Shares or Options to acquire Shares issued to complayers, officers, or directors of, or consultants or advisors to, the Company or any of its sub-idiaties out of the Option Poot. (iv) Shares issued upon the exercise of Options provided that such issuance is pursuant to the terms of such Option. (vi) Shares or Options issued to banks, equipment issues or other funancial institutions pursuant to a debt financing or equipment leading transaction in each case subject to Preference Approvat. (vi) Shares or Options issued pursuant to (A) a bone dide equidition of surptime entity by the Company (B) the purchase of substantially ell of the easets of, or purchase of more than fifty personn of the outstanding equity accordings of, such entity, or (C) pursuant to a bone tide joint venture egreement, or pursuant to the grant of any ficence or eases equisition egreement, or pursuant to the grant of any ficence or eases equisition egreement, accordance with these Paragraphs. (vii) Shares or Options issued as a result of a discrease in the CR Subscription of Paragraph 7 8 in respect of such Preterred Ordinary C2 Shares.	7	Statem	ent of capital (Prescribed particulars of rights attached to shares
Account, including any interest accounce thereon. "Exampt Securities" shall mean Shares or Options issued or deemed to be issued as tollows (i) Shares or Options issued by reason of a dividend, sub-drigton, bonus issue or other distribution on Shares. (ii) Shares or Options to acquire Shares issued to employees, officers, or directors of, or consultants or advisors to, the Company or any of its subsidiaries out of the Option Pool; (iv) Shares issued upon the exercise of Options provided that such issuance is pursuant to the terms of such Option. (v) Shares or Options issued to banks, equipment issuers or other function in each case subject to Preference Approvat. (vi) Shares or Options issued by present of (A) a bone fide equipment another entity by the Company (B) the purchase of substantity all of the easets of, or purchase of more than fitty percent of the outstanding equity accurities of, such entity, or (C) pursuant to a bone fide loint venture agreement, provided, that such issuances are approved by the floard, by Preference Approved: (vii) Shares or Options issued as a result of a decrease in the CR Subscription Price of any Preferred Ordinary C2 Shares residing from the operation of Paragraph 7 5 in respect of such Preferred Ordinary C2	lass of share		to a series (Toward Particular of High and and an and a
(ii) Shares or Options issued by reason of a dividend on Prefered Ordinary C2 Shares. (iii) Shares or Options issued by reason of a dividend, sub-division, bonus issue or other distribution on Shares. (iii) Shares or Options to acquire Shares issued to employees, officers, or directors of, or consultants or advisors to, the Company or any of its subsidiarites out of the Option Pool; (iv) Shares issued upon the exercise of Options provided that such issuance is pursuant to the terms of such Option. (v) Shares or Options issued to banks, equipment lessors or other financial inetitations pursuant to a debt financing or equipment leasing transaction in each case subject to Preference Approval; (vi) Shares or Options issued pursuant to (A) a bone tide equipment entity by the Company (B) the purchase of substantially all of the easets of, or purchase of more than titty percent of the outstanting equity accurities of, such entity, or (C) pursuant to a bone fide joint venture egreement, or pursuant to the grant of any license or asset equication egreement, or pursuant to the grant of any license or asset equication egreement, or purchase of treestor Ciractor consent (as applicable) in accordance with these Paragraphs. (vii) Shares or Options issued as a result of a decrease in the CR Subscription Price of any Preferred Ordinary C2 Shares resating from the operation of Paragraph 7 5 in respect of such Preferred Ordinary C2	resoribed particulars	Azooi "Excen	nd, including any interest accrued thereon, npt Securities" shad mean Shares or Options issued or deemed to be issued
(ii) Shares or Options issued by reason of a dividend, sub-station, bonus issue or other distribution on Shares, (iii) Shares or Options to acquire Shares issued to employess, officers, or directors of, or consultants or advisors to, the Company or any of its subsidiaries out of the Option Poot; (iv) Shares issued upon the exercise of Options provided that such issuance is pussuant to the terms of such Option. (v) Shares or Options issued to banks, equipment lessors or other financial inertitations pursuant to a debt financing or equipment lessing transaction in each case subject to Preference Approvat; (vi) Shares or Options issued pursuant to (A) a bone tide equicition of another entity by the Company (B) the purchase of substantially all of the essents of, or purohase of more than fifty percent of the outstanding equity accurities of, such entity, or (C) pursuant to a bone fide joint venture egreement, or pursuant to the grant of any ficence or eases equicition egreement, or pursuant to the grant of any ficence or eases equicition egreement, or pursuant to the grant of any ficence or eases equicition egreement, or pursuant to the grant of any ficence or eases equicition of Preference Approvat or travestor Director consent (as applicable) in accordance with these Paragraphs. (vii) Shares or Options issued as a result of a decrease in the CR Subscription Price of any Preferred Ordinary C2 Shares resulting from the operation of Paragraph 7 8 in respect of such Preferred Ordinary C2		as 101	PWG
(N) Shares or Options to acquire Shares issued to employees, officers, or directors of, or consultants or advisors to, the Company or any of its subsidiantes out of the Option Poot; (M) Shares issued upon the exercise of Options provided that such issuance is pursuant to the terms of such Option. (V) Shares or Options issued to banks, equipment issues or other financial institutions pursuant to a debt financing or equipment leasing transaction in each case subject to Preference Approval; (M) Shares or Options issued pursuant to (A) a bone fide equisition of smother entity by the Company (B) the purchase of substantially all of the easets of, or purchase of more than fifty percent of the outstanding equity ascurities of, such entity, or (C) pursuant to a bone fide joint venture agreement, applicable, that such issuances are approved by the floard, by Preference Approval or travestor Director consent (as applicable) in accordance with these Paragraphs. (M) Shares or Options issued as a result of a decrease in the CR Subscription Price of any Prefered Ordinary C2 Shares resulting from the openation of Paragraph 7 6 in respect of such Preferred Ordinary C2		60	
directors of, or consultants or advisors to, the Company or any of its subsidiates out of the Option Poot; (iv) Shares issued upon the exercise of Options provided that such issuance is pursuant to the terms of such Option. (v) Shares or Options issued to banks, equipment leasing transaction in each case subject to Preference Approval; (vi) Shares or Options issued pursuant to (A) a bone tide equisition of snother entity by the Company (B) the purchase of substantially all of the essets of, or purchase of more than fifty percent of the outstanding equity ascuriliss of, such entity, or (C) pursuant to a bone fide joint venture agreement, applicable, that such issuences are approved by the Board, by Preference Approval or trivestor Director consent (as applicable) in accordance with these Paragraphs. (vii) Shares or Options issued as a result of a decrease in the CR Subscription Price of any Preferred Ordinary C2 Shares resulting from the operation of Paragraph 7.5 in respect of such Preferred Ordinary C2		(4)	·
(v) Shares or Options issued to banks, equipment lessors or other financial inetitutions pursuant to a deck financing or equipment leasing transaction in each case subject to Preference Approval; (vi) Shares or Options issued pursuant to (A) a bone tide equisition of snother entity by the Company (B) the purchase of substantially all of the essets of, or purchase of more than (tity percent of the outstanding equity securities of, such entity, or (C) pursuant to a bone tide joint venture agreement or pursuant to the great of any license or easis equisition agreement, <u>organized</u> , that such issuances are approved by the Board, by Preference Approval or travestor Otractor content (as applicable) in accordance with these Paragraphs. (vii) Shares or Options issued as a result of a decrease in the CR Subscription Price of any Preferred Ordinary C2 Shares resulting from the operation of Paragraph 7.5 in respect of such Preferred Ordinary C2		Ø,	directors of, or consultants or advisors to, the Company or any of its
in exch case subject to Preference Approval; (vii) Shares or Options Issued pursuant to (A) a bone tide equisition of snother entity by the Company (B) the purchase of substantially all of the essets of, or purchase of more than fifty percent of the outstanting equity securities of, such entity, or (C) pursuant to a bone side joint venture agreement or pursuant to the great of any ficence or easet equisition agreement, or pursuant to the great of any ficence or easet equisition agreement, or pursuant or treestor Otrector consent (as applicable) in accordance with these Paragraphs. (vii) Shares or Options issued as a result of a decrease in the CR Subscription Price of any Preferred Ordinary C2 Shares resulting from the operation of Paragraph 7 8 in respect of such Preferred Ordinary C2		0-1	• • •
enother entity by the Company (B) the purchase of substantally all of the easets of, or purchase of more than fifty percent of the outstanting equity ascurilies of, such entity, or (C) pursuant to a bone fide joint venture egreement or pursuant to the grant of any ficance acquisition agreement, <u>organized</u> , that such issuances are approved by the Board, by Preference Approval or travestor Director content (as applicable) in accordance with these Paragraphs. (vii) Shares or Options issued as a result of a decrease in the CR Subscription Price of any Preferred Ordinary C2 Shares resulting from the operation of Paragraph 7.6 in respect of such Preferred Ordinary C2		M	institutions pursuant to a debt financing or equipment lessing transaction
Subscription Price of any Preferred Ordinary C2 Shares residing from the operation of Paragraph 7.6 in respect of such Preferred Ordinary C2		611)	enother entity by the Company (B) the purchase of substantally all of the easets of, or purchase of more than fifty percent of the outstanding equity ascerdies of, such entity, or (C) pursuant to a bone fide joint venture agreement or pursuant to the grant of any ficence or asset acquisition agreement, <u>provided</u> , that such issuances are approved by the Board, by Preference Approval or investor Cirector content (no applicable) in
1		(40)	Subscription Price of any Preferred Ordinary C2 Shares residing from the operation of Paragraph 7.5 in respect of such Preferred Ordinary C2
(Mil) Shares issued in a Qualifying Listing,		(MEII)	Shares Issued in a Qualifying Listing,

In escentionae with Section 655 of the Companion Act 2005,

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_	OMMIN	ent of capital (Prescribed particulars of rights attached to share
Xass of share		
Prescribed particulars	(to)	the issuance or deemed issuance of States II the Company receives written notice from the holders of all least a majority of the then-outstanding shares of Preferred Ordinary C2 Shares on an ex-converted basis agreeing that no adjustment shall be made as the result of such issuance or deemed issuance, or
	*	Options outstanding as at the Original C2 (assue Date and Ordinary Shares issued or deemed to be issued pursuant to such outstanding Options
	Tour	der Multipilar" maans.
	40	if the Liquidation Proceeds are less than £30 million, the Founder Multiplier shall be zero;
	ø	If the Liquidation Proceeds are 230 million or greater but less than 237.5 million, the Founder Multiplier shall be 15/35;
	æ	If the Liquidation Proceeds are \$37.5 million or greater but less than \$45 million, the Founder Multiplier shall be \$20/35;
	(30)	If the Liquidation Procesds are 245 million or greater but less than 252.5 million, the Founder Multiplier shall be 25/35,
	(94)	If the Liquidation Proceeds are £52.5 million or greater but less than £65 million, the Founder Multiplier shall be \$0655, and
	(1)	If the Liquidation Proceeds are £85 million or greater, the Founder Multiplier shall be one;
	Steriki appen which Share excha	or the purposes of this definition, if the Liquidation Processis ere payable in a cry other than Starling, the Founder Multiplier shall be that resemble to the ag equivelent, determined at the exchange rate expressed in or readily ent from the documentation underlying the Liquidation Event in respect of the relevant Liquidation Proceeds are made available for payment to holders or, it no such excitange rate is so determinable, the relevant aport age rate at close of business on the Business Day immediately preceding Liquidation Event.
	1	nder Shares" means the shares which are designated as "Foundar Shares" 200004 each in the capital of the Company;

in accordance with Section 555 of the Companies Act 2008.

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

Class of share

Prescribed particulars

"Foundar Share Percentage" means the quotient, expressed as a percentage, determined by dividing the Adjusted Number Of Founder Shares by se aggregate of the number of issued Ordinary Shares (including any Ordinary Shares entaing on the convention of Preferred Ordinary C Shares and/or Preferred Ordinary C1 Shares (or, if determined on a Share Sale, on the convention of these Preferred Ordinary C Shares and/or Preferred Ordinary C1 Shares participating in the Share Sale) pursuant to Peragraph 5.3.4 and/or Peragraph 6.3.4 (respectively)) and the Adjusted Number Of Founder Shares:

"Foundar Shareholder" means a holder from time to time of any Foundar Sharea and "Foundar Shareholders" shall be construed accordingly;

"Independent Expert" means an independent and appropriately qualited unspite (acting as an expert and not as an exhibitation) appointed by the Board or, if applicable, the Shareholders' Representative,

"TPO Subscription Price" means the final price per share at which Ordinary Shares in the Company are to be issued, offered for sale, placed or otherwise marketed pursuant to a Listing, as determined by the linencial adviser to the Company on the Listing,

"Liquidation Amount means the sum of the A Uquidation Amount, the B Uquidation Amount, the C Uquidation Amount, the C1 Uquidation Amount and the C2 Uquidation Amount:

"Liquidation Event" means a Capital Return, an Asset Sala, a marger of the Company with another company in respect of which the Company is not the surviving entity, or a Share Sala,

"Liquidation Proceeds" means

(i) on a Share Salo, the Offered Aggregate Consideration or the Aggregate Consideration receivable from the Purchaser or the Acquirer (as applicable) following completion of the Share Sale by the holders of those Shares which purilulpate in the Share Sale (and, for the architeroe of doubt, any payment received by any Shareholder in respect of any debt owed to him shall be ignored for the purposes of this dailnition), or

to accordance with Section 655 of the Companies Act 2008

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

Class of share

Prescribed particulars

- on a return of capital following an Asset Sale, the aggregate amount distributable to Shareholders following completion of the Asset Sale (and, for the evolutions of cloubs, the Company's aggregate costs of such Asset Sale shall have been deducted in determining such amount), or
- (III) on a Capital Return or on a marger of the Company with another company in respect of which the Company is not the surviving entity, the aggregate amount distributable to Shareholders following completion of the Capital Return or marger (and, for the avoidance of doubt, the Company's aggregate costs of such Capital Return or marger shall have been deducted in determining such amount).

"Literate and proceeds Remaining Balance" means any behace of the Unridation Proceeds which is aveilable to be applied in accordance with Paragraphs 9.4 4 or 9.7 4 (as applicable).

"Listing" means the admission of any Shares (or securities representing those chares) to listing (or the grant of permission for any such Shares or excurtiles to be death in) on the Official List of the UK Listing Authority and to trading on the Main Market of London Stock Exchange pic, or to listing or trading on Nazdaq National Stock Market of the Nasdaq Stock Market in o, on the AIM Market of the London Stock Exchange pic or on any other recognised investment exchange is defined in section 286 of the Financial Services and Markets Act 2000) or any other public securities market and such admission (or permission) becoming effective,

"Market Value" means, in relation to Offered Shares, the value of face Offered Shares calculated in accordance with Paragraph 16.14 and in relation to any other non-cash consideration, calculated in accordance with Paragraph 8.12;

"Maximum Founder Setemen" means the Founder Share Percentage of the Maximum Liquidation Proceeds Remaining Batenos and, for the purposes of determining such Founder Share Percentage.

- (i) It shall be calculated on the assumption that all Preferred Ordinary C Shares and/or Preferred Ordinary C1 Shares (or, if on a Share Sale, only those that participate in such Share Sale) will have converted into Ordinary Shares; and
- (b) the retevant Founder Multiplier to catorists the applicable Adjusted Number Of Founder Shares shall be that applicable to the than Maximum Liquidation Proceeds.

in accordance with Section 655 of the Companies Act 2006.

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Return of ellotment of shares

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

Class of share

Prescribed particulars

"Shetimum Liquidation Proceeds" means, as calculated on any Transhe Payment Date:

- (i) If assertainable, the highest possible amount of Uquidation Proceeds in respect of a particular Liquidation Event as determined by the Board or the Shareholders' Representative (as the case may be), whose decision shall be final and binding save in the case of marifest error (and, for the avoidance of doubt, such amount shall include any Liquidation Proceeds which are to be made evailable for payment to Shareholdes on deferred and/or contingent terms), or
- (ii) If unescertainable, such amount shall be deemed to be £65 alifon,

"Stantonum Liquidation Proceeds Remaining Setence" means (at between of the Maximum Liquidation Proceeds that would be epplied in accordance with Paragraphs 9.4.4 or 9.7.4 (as applicable).

"Offered Aggregate Consideration" means the aggregate consideration offered by the Purchaser to the hotters of the Tagging Shares and the Controlling Shares for their Shares under the provisions of Paragraph 171, together with any consideration or benefit receivable by the proposed transferor(s) of the Controlling Shares directly or latitudity for or in controlling with the sale or transfer;

"Option" shall mean any right, option or warrant to subscribe for purchase or otherwise acquire Ordinary Shares or accurities (including Shares) convenible into Ordinary Shares from the Company

"Ordinary Share" means on Ordinary Share of £0 000004 each in the capital of the Company:

"Ordinary Share Percentage" means that percentage resulting from the deduction of the Founder Share Percentage from 100 per cent.;

"Ordinary Shares (and an "Ordinary Shareholder" is a Person who holds an Ordinary Shares (and an "Ordinary Shareholder" is a Person who holds an Ordinary Share),

"Original C2 issue Date" shall mean the date on which the first Protored Ordinary C2 Share was issued;

"Preference Shareholder" meens the holder of any Preferred Ordinary Shares,

in econdence with Section 668 of the Companies Act 2008. SH01 - continuation page Return of altotment of shares

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

Class of share

Prescribed particulars

"Preferred Ordinary A Shares" means the shares designated at "Preferred Ordinary A Shares" of £0.20 each in the capital of the Company.

"Preferred Ordinary B Shares" moons the shares designated as "Preferred Ordinary B Shares" of 20.01 each in the capital of the Company;

"Preferred Ordinary C Shares" means the shares designated as "Preferred Ordinary C Shares" of £0.0001 such in the capital of the Company,

"Preferred Ordinary C1 Shares" means the chares designated as "Preferred Ordinary C1 Shares" of £0,0001 each in the cepital of the Company.

"Professed Ordinary C2 Shares" means the shares designated as "Preferred Ordinary C2 Shares" of £0 000001 each in the capital of the Coronary;

"Preferred Ordinary Shares" means the Preferred Ordinary A Shares, the Preferred Ordinary O Shares, the Preferred Ordinary O Shares, the Preferred Ordinary CI Shares and the Preferred Ordinary C2 Shares;

"Pre-New Money Valuation" means the figure that results from multiplying the total number of Ordinary Shares in lesses immediately after a Listing (holoding any Ordinary Shares arising on the conversion of Preferred Ordinary Shares pursuent to Paragraphs 3.3.3, 4.3.3, 6.3.3, 6.3.3 or 7.3.3 but excluding any new Ordinary Shares issued upon that Listing) by the subscription price per share including any premium) in respect of new Ordinary Shares issued at the time of that Listing;

"Priority Assourst" means the aggregate of the Berles C Investment, the Series C1 Investment and the Saries C2 Investment;

"Curalitying IPO Subscription Price" means an IPO Subscription Price of £0.1075285 per new Ordinary Share issued on a Liating (being two times the Subscription Price for the Preferred Ordinary G2 Shares), as adjusted it applicable following any reorganization of the Company's abare capital (whether by way of apili, combination or otherwise) or any bonus issue after the date of adoption of these Paragraphs in accordance with Paragraph 9.18

in accordance with Section 655 of the Companies Act 2006. SH01 - continuation page Return of allotment of shares

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

Class of share

Prescribed particulars

"Qualifying Listing" means a Listing where the not proceeds received by the Company from the issue of new Ordinary Shares (at an IPO Subscription Price being no less than the Qualifying IPO Subscription Price) and the axis of existing Shares on such Listing is not less than E30,600,000;

"Qualified Conversion & Retio" means as defined in Paragraph 8.3.4,

"Qualified Conversion B Ratio" means as defeed in Peragraph 4.8 4,

"Qualified Conversion C Ratio" means to delined in Paragraph 5.3.5;

"Qualified Conversion C1 Ratio" means as defined in Paragraph 5.3.5,

"Qualified Conversion C2 Ratto" means as defined in Peragraph 7.3.4

"Releasent Conversion Ratio" means in respect of the Preferred Ordinary A Shares the Conversion A Ratio; in respect of the Preferred Ordinary 8 Shares the Conversion B Ratio, in respect of the Preferred Ordinary C Shares the Conversion C Ratio; in respect of the Preferred Ordinary C1 Shares the Conversion C1 Ratio; and in respect of the Preferred Ordinary C2 Shares the Conversion C2 Ratio,

Relevant Liquidation Amount or the A Share Sale Liquidation Amount (as appropriate); in respect of the Preferred Ordinary B Shares the 8 Liquidation Amount (as appropriate); in respect of the Preferred Ordinary B Shares the 8 Liquidation Amount or the 8 Shares Sale Liquidation Amount (as appropriate); in aspect of the Preferred Ordinary C Shares the C Liquidation Amount or the C Shares Sale Liquidation Amount (as appropriate), in respect of the Preferred Ordinary C1 Shares the C1 Liquidation Amount (as appropriate), and in respect of the Preferred Ordinary C2 Shares the C2 Liquidation Amount or the C2 Share Sale Liquidation Amount (as appropriate),

"Series C investment" means the Subscription Price for the Preferred Ordinary C Shares multiplied by the number of Preferred Ordinary C Shares in issue at the time the amount is calculated;

"Series C1 Investment" means the Subscription Price for the Preferred Ordinary C1 Shares multiplied by the number of Preferred Ordinary C1 Shares is issue at the time the amount is calculated,

in econdance with Section 658 of the Companies Act 2008.

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

Class of share

Prescribed particulars

"Series C2 investment" means the aggregate Subscription Price for the Preferred Ordinary C2 Shares in base at the time the amount is calculated;

"Series C Stare Sale investment Autours" mosms, in respect of any Share Sale, the Subscription Price for the Protected Colorany C Shares multiplied by the number of Preferred Ordinary C Shares perticipating in the Share Sale (if any),

"Series C1 Share Sale Investment Amount" means, in respect of any Share Sale, the Subscription Price for the Preterred Crafinary C1 Shares multiplied by the number of Preferred Crafinary C1 Shares participating in the Share Sale (If erry).

"Bartes C2 Share Sale (recessment Amount" means, in respect of any Share Sale, the aggregate Subscription Price for the Preferred Ordinary C2 Shares participating in the Share Sale (II stry);

"Share" means any share in the capital of the Company from time to time (and "Shares" shall be construed accordingly);

"Share Sala" means the completion of any sale or transfer of any interest in any Shares (whether in one transaction or a sartes of related transactions) resulting in the translates (alther alone or together with its Connected Persons) holding a Controlling tribres in the Company save for any sale or transfer that is permitted under Paragraphs 18 1.2 to 15.1.8 inclusive and/or 15.2.2 to 15.2.9 industrys:

"Share Sate Liquidation Amount" means, in respect of any Share Sate, the sum of the A Share Sate Liquidation Amount, the B Share Sate Liquidation Amount, the C Share Sate Liquidation Amount, the C1 Share Sate Liquidation Amount and the C2 Share Sate Liquidation Amount.

"Share Sale Priority Amount" means, in respect of any Share Sale, the aggregate of the Saries C Share Sale investment Amount, the Series Of Share Sale investment Amount and the Saries C2 Share Sale investment Amount;

"Shareholder" means a holder of any Share (and "Shareholdes" shall be construed accordingly),

"Shareholders' Representative" means as defined in Paragraph 9 9,

In accordance with Section 565 of the Companies Act 2008. SH01 - continuation page Return of allotment of shares

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

Chass of strare

Prescribed particulars

"Subscription Price" means in respect of each Preferred Ordinary A Share 20.30, in respect of each Preferred Ordinary B Share 20.03228, in respect of each Preferred Ordinary C Share 20.00263, in respect of each Preferred Ordinary Ct Share 20.013971, in respect of each Preferred Ordinary C2 Share other than the NP Option Shares 20.0637834 and in respect of each NP Option Share the amount subscribed for such NP Option Share;

"Tranche Payment Date" means a date upon which any Liquidation Procesds are made evaliable for payment to Shareholders (or would have been made available it cantain conditions had been satisfied), including (for the avoidance of doubt and it appropriate), the date of completion of any Liquidation Event;

In economics with Section 655 of the Companies Act 2008.

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

Class of share

ORDINARY

Prescribed particulars

. ORDINARY SHARES

A.1 Velling

Each Ordinary Share conters on its holder the right to attend and apack at general meetings of the Company and to vote on a resolution proposed to holders of Ordinary Shares in accordance with the following:

- 2.1.1 On a show of hands each holder of Shame confering a right to vote (whether present in person, by proxy or by composite representative) shall have one vote
- 21.2 On a poil each holder of Shares contenting a right to vote (whether present in person, by proxy or by composets representative) shall be entitled to cost one vote for every Crainary Share hald or to which the holder would be antitled had all the Preferred Ordinary Shares hald by that Shamholder bean converted into Ordinary Shares (at the Retevant Conversion Ratio) immediately before the right is exercised.

92 Dividends

Subject to the dividend rights of the Preferred Ordinary A Shares, Preferred Ordinary B Shares, Preferred Ordinary C Shares, Preferred Ordinary C1 Shares and Preferred Ordinary C2 Shares, each Ordinary Shares in Issue from time to time shall entere equally with all other Issued Ordinary Shares and all issued Preferred Ordinary Shares (on an as converted basts) in any Distribution deciared, paid or made in respect of Ordinary Shares.

- 2.8 Perticulars of any rights, as respects capital to participate in a distribution (including on a winding up) are set out in Paragraph 9 of those continuation sheets.
- 2.4 The Ordinary Shares are not redeemable.

in accordance with Section 555 of the Companies Act 2006. SH01 - continuation page Return of altotment of shares

	Statement of capital (Prescribed particulars of rights attached	to shares
Class of share	PREFERRED ORDINARY A	
Prescribed particulars	8 PREFERRED ORDINARY A SHARES	
	8.1 Yoting	:
•	\$11 Each Preferred Ordinary A Strare content on his holder the (including the rights to amend, speak and vote) at general meeting Company on an ex-convented basis as if the Preferred Ordinary had so convented immediately before the relevant right is executed accordance with the following:	ngs of the A Strains
	3.1 1 1 On a show of hands each holder of Shares confaming a rigit (whether present in pareon, by proxy or by corporate represental have one vote.	
	* 8.1.1.2 On a poli each holder of Shares conferring a right to vote present in person, by proxy or by corporate representative) entitled to cast one vote for every Ordinary Share hold or to holder would be entitled had all the Prefamed Ordinary Share that Shareholder been converted into Ordinary Shares Referent Conversion Ratio) immediately before the right bear	which the sea held by a (at the
	3.1.2 On a written resolution every holder of Preferred Ordinary A Shu the time on which the first copy of the resolution is sant or sut such Shareholder in accordance with Chapter 2 of Part 1 Companies Act 2008, shall have one vote for every Ordinary which he would be emitted on an as convented basis.	bmitted to 18 of the
	Q.Q Olytdends	
	Each Preferred Ordinary A Share in laste from time to time confers on the dight to participate in any Distribution declared in respect of Ordinary an as converted basis as it all the Preferred Ordinary A Shares held by their so converted immediately before the Distribution was declared.	Shares on

In accordance with Section 555 of the Companies Act 2006. SH01 - continuation page Return of allotment of shares

2.3.1 Preferred Ordnary A Shares shall convent into Ordnary Shares on the terms of the Peragraph 3.3. Where this vocal count in a resuction in the nordical against amount of Shares held by the Shareholder (net-dring where the Conversion A Rigito is zero), the Preferred Ordnary A Shares shall also convent this such number of Deformed Shares held by that Shareholder remains the seare. 3.3.2 Each Preferred Ordnary A Share conders on its holder the digit to elect by notice in writing given to the Board that some or all of the Preferred Ordnary A Shares shall automatically convent into Ordnary Shares at the Conversion A Ratio. 3.3.3.1 at the Conversion A Ratio as the Alborary A Shares then it issue being given to the Board and to each holder of Preferred Ordnary A Shares, or 3.3.2.2 at the applicable natio determined in eccordance with Puragraph 3.3.4 Immediately prior to completion of a Ordnary A Shares shall convert the Puragraph 3.3.4 Immediately prior to completion of a Ordnary Listing. 3.3.4.1 in the event of a Qualitying Listing, the Preferred Ordnary A Shares shall convert into Ordnary A Shares the Inscordance with Puragraph 3.3.7 and/or Paragraph 3.3.6 (as adjusted in accordance with Puragraph 3.3.7 and/or Paragraph 3.3.9), a	i	Stateme	nt of capital (Prescribed particulars of rights attached to shares)	
3.3.1 Preferred Crdinary A Shares shall convent into Crdinary Shares on the terms of this Paragraph 3.3. Where this would result in a reduction in the nordinal aggregate amount of Shares hald by the Shareholder (not-dring where the Conversion A Ratio is zero), the Preferred Crdinary A Shares shall also convent into such number of Defurred Shares as is required to ensure that the nominal aggregate amount of Shares as is required to ensure that the nominal aggregate amount of Shares held by that Sharesholder remains the saare. 3.3.2 Each Preferred Crdinary A Share confers on its holder the dight to elset by notice in writing given to the Board that some or all of the Preferred Ordinary A Shares habt by such holder shall convent into Ordinary Shares at the Conversion A Ratio. 3.3.3 All the Preferred Ordinary A Shares shall suternatically convent into fully pelid Ordinary Shares 3.3.3.1 at the Conversion A Ratio upon written notice signed by the holders of not less than 75% of the Preferred Ordinary A Shares then it issue being given to the Board and to each holder of Preferred Ordinary A Shares, or 3.3.2 at the applicable ratio determined in ecoordance with Paragraph 3.3.4 immediately prior to completion of a Qualifying Listing. 3.3.4. In the event of a Qualifying Listing, the Preferred Ordinary A Shares shall convert into Ordinary Shares, by multiplying the number of Preferred Ordinary A Shares shall convert into Ordinary A Shares shot in Paragraph 3.3.6 (as adjusted in accordance with Paragraph 3.3.7 and/or Paragraph 3.3.8), at	ass of share			
terms of this Peragraph 3.3. Where this record cesud in a reduction in the nocrinal aggragate amount of Shares held by the Shareshelder (including where the Conversion A Ratio is zero), the Preferred Critisary A Shares shall also convert into each number of Deformed Shares as is required to ensure that the nombral aggregate amount of Shares held by that Sharesholder remains the saste. 3.3.2 Each Preferred Critinary A Share contens on its holder the dight to elsot by notice in writing given to the Shard some or all of the Preferred Ordinary A Shares held by such holder shall convert into Ordinary Shares at the Conversion A Ratio. 3.3.3.1 at the Preferred Ordinary A Shares shall automatically convent into fully peid Ordinary Shares 3.3.3.1 at the Conversion A Ratio upon written notice signed by the lottlers of not less than 75% of the Preferred Ordinary A Shares then in Issue being given to the Board and to each holder of Preferred Ordinary A Shares, or 3.5.3.2 at the applicable satio determined in eccondance with Peragraph 3.3.4 immediately prior to completion of a Qualitying Listing. 3.3.4 In the event of a Qualitying Listing, the Preferred Ordinary A Shares shell convert into Ordinary Shares, by multiplying the number of Preferred Ordinary A Shares by the higher of 3.3.4.1 the Conversion A Ratio as set out in Paragraph 3.3.6 (as adjusted in accordance with Paragraph 3.3.7 and/or Paragraph 3.3.8), at	resorbed particulans	3.3	Conversion	
by notice in writing given to the Board that some or all of the Preferred Ordinary A Shares held by such holder shall convert into Ordinary Shares at the Conversion A Ratio. 1.3.3 All the Preferred Ordinary A Shares shall automatically convex into fully peid Ordinary Shares 3.3.3.1 at the Conversion A Ratio upon written notice signed by the holders of not least than 75% of the Preferred Ordinary A Shares then it issue being given to the Board and to each holder of Preferred Ordinary A Shares, or 3.3.2 at the applicable ratio determined in eccordance with Peagraph 3.3.4 immediately prior to completion of a Qualifying Listing. 3.3.4 In the event of a Qualifying Listing, the Preferred Ordinary A Shares shall convent into Ordinary Shares, by multiplying the number of Preferred Ordinary A Shares by the higher of 3.3.4.1 the Conversion A Ratio as set out in Paragraph 9.3.6 (as adjusted in accordance with Paragraph 9.3.7 and/or Paragraph 9.3.6), st		8.5.1	terms of this Paragraph 3.3. Where this social could in a reduction in the nominal aggregate amount of Shares held by the Shareholder (including where the Conversion A Ratio is zero), the Preferred Criticary A Shares shall also convert into such number of Defarred Shares as is required to ensure that the numbral aggregate amount of Shares held by that	
3.3 3.1 at the Conversion A Ratio upon written notice signed by the lottlers of not less than 75% of the Preferred Ordinary A Shares than it issue being given to the Board and to each holder of Preferred Ordinary A Shares, or 3.3 3.2 at the applicable ratio determined in eccordance with Paragraph 3.3.4 immediately prior to completion of a Qualifying Listing. 3.3.4 in the event of a Qualifying Listing, the Preferred Ordinary A Shares shall convert into Ordinary Shares, by multiplying the number of Preferred Ordinary A Shares by the higher of 3.3.4.1 the Conversion A Ratio as set out in Paragraph 3.3.6 (as adjusted in accordance with Paragraph 3.3.7 and/or Paragraph 3.3.8), or		9.3.2	by notice in writing given to the Board that some or all of the Preferred Ordinary A Shases hald by such holder shall convert into Oxinary Shares	
Inss than 75% of the Preferred Ordinary A Shares than it based being given to the Board and to each holder of Preferred Ordinary A Shares, or 3.5.3.2 at the applicable ratio determined in eccordance with Paragraph 3.3.4 immediately prior to completion of a Qualifying Listing. 3.3.4 In the event of a Qualifying Listing, the Preferred Ordinary A Shares shall convert into Ordinary Shares, by multiplying the number of Preferred Ordinary A Shares by the higher of 3.3.4.1 the Conversion A Ratio as set out in Paragraph 3.3.6 (as adjusted in accordance with Paragraph 3.3.7 and/or Paragraph 3.3.8), or		123	· · · · · · · · · · · · · · · · · ·	
immediately prior to completion of a Chalifying Listing. 3.3.4 In the event of a Chalifying Listing, the Preferred Ordinary A Shares shall convent little Ordinary Shares, by multiplying the number of Preferred Ordinary A Shares by the higher of 3.3.4.1 The Conversion A Ratio as set out in Paragraph 3.3.6 (as adjusted in accordance with Paragraph 3.3.7 and/or Paragraph 3.3.8), or		3.3 3.1	less than 76% of the Preferred Ordinary A Shares then it issue being	
convert into Ordinary Sheres, by multiplying the number of Preferred Ordinary A Shares by the higher of 3.3 4.1 the Conversion A Ratio as set out in Paragraph 3 3.6 (as adjusted in accordance with Paragraph 3.9.7 and/or Paragraph 3.9.8), or		3.5 3.2	- •	
accordance with Paragraph 3.3.7 and/or Paragraph 3.3.8), a		3.3.4	convent into Ordinary Shares, by multiplying the number of Preferred	
3,3 4.2 the Qualified Conversion A Ratio		3.34,1	• • • •	ı
		3,3 4.2	the Qualified Conversion A Ratio	

In accordance with Section 555 of the Companies Act 2008.

SH01 - continuation page

Return of allotment of shares

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

Class of shere

Prescribed particulars

For the purposes of this Paragraph 3, "Qualified Conversion A fixtio" means the Conversion A Ratio as adjusted such that a holder of Preferred A Ordinary Shares that member (if any) of Ordinary Shares such that the proportion which the Preferred A Ordinary Shares that member (if any) of Ordinary Shares such that the proportion which the Preferred A Ordinary Shares held by that helder (on an as converted basis) beans to the lesuad Equity Shares at the time of the Qualifying Listing on an as converted basis (but excluding any new Equity Shares tessed upon that Qualifying Listing) shall be equal to the proportion of the proceeds that such holder would have been entitled to receive on a Share Sale involving the sale of all of the Stares on that date (assuming for these purposes that the Liquidation Processes an equal to the Pre-New Money Valuation).

- 3.3.5 The Preferred Ordinary A Sharse held by a Sharsholder which are being converted shall convert into the nearest whole number of Ordinary Shares determined by multiplying the number of Preferred Ordinary A Shares then being converted by the Conversion A Flatio or, in the event of a Qualifying Listing, by the applicable ratio determined in accordance with Persgraph 3.3.4
- 3.3 6 The Conversion A Ratio shall, subject to Paragraphs 3.3.7 and 3.3.8, be 2.0391 Ordinary Shares for each Preferred Ordinary A Share.
- 3.3.7 If there is a reorganisation of the Company's share capital (whether by way of split, combination or otherwise) or there is an borne issue pilor the date of adoption of these Paragraphs, the Board or sholder of the Preferred Ordinary A Shares may request an Independent Expert to edjust the Conversion A Ratio to take account of the reorganization or the bonus lasus (as the case may be) and to certify the then current Conversion A Ratio so that, upon conversion, the hitters of the Preferred Ordinary A Shares shall hold the same proportion of the issued Ordinary Shares on an ea converted basis as they would have held had the reorganization or bonus latus not occurred. The independent Experts costs shall be borne by the Company. The independent Experts datermination shall except in the case of mentions arror, he binding on the Company and holders of Shares. For the evolutionous of doubt, this Paragraph 3.3.7 shall not apply on a Qualitying Listing.

In accordance with Section 555 of the Companies Act 2008. SH01 - continuation page Return of allotment of shares

î	Statemer	nt of capita	I (Prescribed particulars of rights attached to share
Class of share		<u>- </u>	
Prescribed particulars	33.8	ol ils Prei Peragraph those Prei	that a Shareholder has received a payment in aspect of any error Ordinary A Shares pursuant to Peregraph 9.3.3 (or 9.7.3 (if appropriate), the Conversion A Ratio in respect of error Ordinary A Shares shall be adjusted such that the A Ratio shall be the remiter derived from the following
	Ax	1-	the aggregate amount received pursuant to Paragraphs 9.4.3 or 9 7.3 (if appropriate) in respect of that Preferred Ordinary A Share the Subscription Price for a Preferred
		-	Ordinary A Share the Conversion A Ratio prior to any edulatiment parameter to
		this Paragr	aph 3.3.8 Notwithstanding the toregoing, $\hat{\mathbf{I}}$ the number in the formula above is less than zero then the Conversion $\hat{\mathbf{A}}$
	3.3 9	A Share I appropria the Subs Ordinary	ent that the holder from time to time of any Preterred Ordinary has received emounts pursuant to Peregraph 8.1 3 or 9 7 3 (if it) for that Preferred Ordinary A Share that in aggregate equal cription Price for Preferred Ordinary A Shares, that Preferred A Share shall automatically convert into such number of Shares as its equal to the nominal value of that Preferred A Shares
	3.4	distribution	ns of any rights, as respects capital to paticipate in a on (including on a winding up) are set out in Paragraph 9 of minuation sheets.
	35	The Pres	arred Ordinary A Shares are not redeemable

In accordance with Section 555 of the Comparies Act 2005.

SH01 - continuation page. Return of allotment of shares

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

Class of strare

PREFERRED ORDINARY B

Prescribed particulars

PREFERRED ORDINARY B SHARES

4.1 Yelin

- 4.1.1 Each Preferred Ordinary B Share confers on its holder the rights (including the dights to attend, speak and vote) at general resultings of the Company on an as converted basis as if the Preferred Ordinary 8 Shares had an converted trainedistaly before the relevant right is excreted, in accordance with the following:
- 4.1.1.1 On a show of hands each holder of Shares contenting a right to vote (whether present in person, by proxy or by corporate representative) shall have one vote.
- 4.1 1.2 On a poil each holder of Shares conferring a right to wite (whether present in person, by proxy or by corporate representative) shall be entitled to cast one vote for every Ordinary Share held or to which the holder would be entitled had all the Preferred Ordinary Shares held by that Shareholder been converted into Ordinary Shares (at the Relevant Conversion Ratio) immediately before the right is exercised.
- 4.1.2 On a written resolution every holder of Preferred Ordinary 8 Shares as at the time on which the first copy of the resolution is sent or submitted to such Shareholder in accordance with Chapter 2 of Peri 13 of the Compenies Act 2006, shall have one vote for every Ordinary Share to which he would be entitled on an as converted basis

4.2 Dividend:

Each Preferred Ordinary B Share in lasure from time to time confers on its holder the right to participate in any Distribution declared in respect of Ordinary Shares on an as converted basis as if all the Preferred Ordinary B Shares held by that holder had so converted immediately before the Distribution was declared.

In accordance with Bestion 655 of the Comparises Act 2005. SH01 - continuation page Return of allotreant of ahares

7	Stateme	ent of capital (Prescribed particulars of rights attached to shares
laza of share		
Prescribed particulars	4.3	Convention
	4.3.1	Preferred Ordinary B Shares shall convent into Ordinary Shares on the terms of this Peragraph 4.3. Where this would result in a reduction in the nominal aggregate amount of Shares held by the Shareholder (including where the Conversion B Ratio is zero), the Preferred Ordinary B Shares shall also convert into such number of Deterred Shares as is required to ensure that the numbral aggregate emount of Shares held by that Shareholder remains the same.
	4.5.2	Each Preferred Ordinary B Share content on its holder the right to elect by notice in writing given to the Board that some or all of the Preferred Ordinary B Bhares held by such holder shall convert into Ordinary Shares at the Convention B Rado.
	4.3.3	At the Presented Ordinary 8 Shares shall automatically convert into fully paid Cardinary Shares*
	48.3.1	at the Convention B Radio upon written notice signed by the holders of act less than 75% of the Professed Ordinary B Shares than in Issue being given to the Board and to each holder of Preferred Ordinary B Shares, or
	4.3.3.2	at the applicable ratio determined in accordance with Pasagraph 4.3.4 immediately prior to completion of a Qualifying Listing.
	43.4	In the event of a Qualifying Listing, the Preferred Ordinary 8 Shares shall convert into Ordinary Shares, by multiplying the number of Preferred Ordinary B Shares by the higher of:
	4.8.4.1	the Conversion 8 Ratio as set out in Paragraph 4.3.6 (as adjusted in accordance with Peragraph 4.3.7 and/or Paragraph 4.3.8), or
	4.3.4.2	the Qualified Conversion B Ratio.

in accordance with Section 555 of the Comparises Act 2008. SH01 - continuation page Return of allotment of shares

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

Class of share

Presoriced particulars

For the purposes of the Paragraph 4, "Cauditiant Conversion & Ratio" means the Conversion B Ratio as explicted such that a holder of Preterral B Grifmany Shares that receive on conversion of its Preterral B Critmany Shares that number (II any) of Critmany Shares such that the proportion which the Preterral B Critmany Shares held by that holder (on an as converted basis) bears to the issued Equity Shares at the time of the Qualifying Listing on an as converted basis (but exchange any new Equity Shares based upon that Qualifying Listing) shall be equal to the proportion of the preceded that such holder would have been entitled to receive on a Share Sate involving the sate of all of the Stares on that date (assuming for these purposes that the Liquidation Proceeds are equal to the Pre-New Money Veluation).

- 4.3.6 The Preferred Ordinary 8 Shares hald by a Shareholder which are being converted shall convert into the nearest whole number of Ordinary Shares datarnined by multiplying the number of Preferred Ordinary 8 Shares then being converted by the Convertion B Ratio or, in the event of a Qualifying Listing, by the applicable ratio datarnined is accordance with Paragraph 4.3.4
- 4.3.6 The Conversion B Ratio shall, subject to Paragraphs 4.3.7 and 4.3.8, he one Ordinary Bhaze for each Preferred Ordinary B share.
- 4.3.7 If there is a reorganisation of the Company's share capital (whether by way of apit, combination or otherwise) or there is an borus issue after the date of adoption of these Paragraphs, the Board or a hotter of the Preferred Ordinary & Shares may request an independent Expert to adjust the Conversion B Ratio to take account of the reorganisation or the borus issue (as the case may be) and to cartify the then ourrent Conversion & Ratio so that upon conversion the holders of the Preferred Ordinary & Shares shall hold the same proportion of the issued Ordinary Shares on an as converted basis as they would have taid had the reorganisation or borus issue not coourred. The independent Expert's costs shall be borne by the Company. The independent Expert's determination shall, except in the case of martifest error, to binding on the Company and holders of Shares. For the avoidance of deubt, this Paragraph 4.3.7 shall not apply on a Qualifying Listing.

In accordance with Section 655 of the Comparises Act 2008. SH01 - continuation page Return of ellotment of shares

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

Class of share

Prescribed particulars

4.3.8 In the event that a Sharsholder has received a payment in respect of any of its Preferred Ordinary B Shares pursuant to Peragraphs 9.4.2 or 9.7 2 (if appropriate)), the Conversion B Ratio in respect of those Preferred Ordinary B Shares shall be adjusted such that the Conversion B Ratio shall be the number derived from the following formula:

the aggregate amount received pursuant to Paragraphs 9.4.2 or 9.7.2 (if appropriate) in respect of that Preferred Ordinary 9 Share

Αx

the Subscription Price for a Preferred Ordinary B.

Where A is the Conversion 8 Rodo (prior to any adjustment pursuent to this Peregraph 4.3.8) Notwithstanding the foregoing, if the number deduct from the turnule above is less than zero than the Conversion 6 Radio shall be zero.

- 4.3.9 In the event that any holder from time to time of any Preferred Ordinary B Share has received amounts pursuant to Peragraphs 9.4.2 or 9.7.2 (if appropriate) for that Preferred Ordinary B Share that in aggregate equal the Subscription Price for Preferred Ordinary B Shares, that Preferred Ordinary B Shares shall automatically convert into such number of Deferred Shares as is equal to the nominal value of that Preferred Ordinary B Shares.
- 4.4 Particulars of any rights, as respects capital to participate in a distribution (including on a winding up) are set out in Peragraph 9 of these continuation sheets
- 4.6 The Preferred Ordinary 8 Shares are not redeemable.

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in eccordance with Bection 655 of the Companies Act 2008. SH01 - continuation page Return of allotment of shares

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

Class of strere

PREFERRED ORDINARY C

Prescribed partioulars

PREFERRED ORDINARY C SHARES

- 5.) Voting
- 6.11 Each Preterred Ordinary C Share contens on its holder the rights (including the rights to attend, speak and vote) at general meetings of the Company on an as convented basis as if the Preterred Ordinary C Shares had so converted immediately before the relevant right is exercised, in accordance with the following.
 - 5 1 1.1 On a show of hands each holder of Shares contenting a right to vote (whether present in person, by proxy or by corporate representative) shall have one vote.
 - 5.1 1.8 On a poil each holder of Shares conferring a right to vote (whether present in person, by proxy or by corporate representative) shall be entitled to cast one who for every Ordinary Share held or to which the holder would be entitled had all the Preferred Ordinary Shares held by that Sharesholder been converted into Ordinary Shares (at the Relevant Conversion Ratio) immediately before the right to exercised.
- 5.1.2 On a written resolution every holder of Preferred Ordinary C Shares as at the time on which the first copy of the resolution is sent of submitted to such Shareholder in accordance with Chapter 2 of Pat 13 of the Companies Act 2005, shall have one vote for every Ordinary Share to which he would be entitled on an as converted basis.
- B.2 Dividendi

Each Preferred Ordinary C Share in Issue from time to time centers on its hotder the right to participate in any Distribution declared in respect of Ordinary Shares on an as converted basis as it all the Preferred Ordinary C Shares held by that hotder had so converted immediately before the Distribution equipment.

in accordance with Section 555 of the Companies Act 2008.

SH01 - continuation page Return of allotment of shares

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

Class of share

Prescribed particulars

Commercia

- 5.3.1 Preferred Ordinary C Strares shall convent into Ordinary Stenes on the terms of this Peregraph 5.3. Where this would result in a reduction in the nominal aggragate value of Shares hald by the Shanholder, the Preferred Ordinary C Shares shall also convert into such number of Dotared Shares as is required to ensure that the nominal aggragate value of Shares hald by that Shareholder remains the same.
- 5.3.2 Each finition of Preferred Ordinary C Strates shall have the light to efact by notice in esting to the Board to convert some or all of the Preferred Ordinary C Shares hald by such holder into Ordinary Shares at the Conversion C Ratio.
- 5.3.3 All the Protected Ordinary C Shares shall automatically convert into fully paid Ordinary Shares;
 - 6.5.3.1 at the Conversion C Ratio upon written notice algored by notitize of not less than 75% of the Preferred Ordinary C Sharea than in Issue being given to the Board and to each holder of Preferred Ordinary C Sharea; or
 - 5.3.3.2 at the applicable ratio determined in accordance with Peregraph 6.3.5 immediately prior to completion of a Challifying Listing.
- 8.5.4 Upon a Liquidation Event, those Pretend Ordinary C Shares that participate in that Liquidation Event and receive the C Liquidation Amount in full pursuant to Paragraphs 9.4.1 or 9.7.1 (as the case may be) shall subornatically convert into Ordinary Shares at the Conversion C Ratio Immediately tollowing receipt of the C Liquidation Amount or the C Share Sale Liquidation Amount (as the case may be)
- 5.3.5 In the evens of a Qualifying Listing, the Preferred Ordinary C Strarge shall convent into Ordinary Shares, by multiplying the number of Preferred Ordinary O Shares by the higher of:
 - 6.3.6.1 the Conversion C Ratio as set out in Paragraph 5.3.7 (as adjusted in accordance with Paragraph 5.3.8), or

in accordance with Beatinn 666 of the Companies Act 2006.

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Return of allotment of shares



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

Class of share

Prescribed particulars

8.3.6.2 the Chattled Conversion C Ratio.

For the purposes of this Persprept 6, "Constitled Conversion C Ratio" means the Conversion O Ratio as edjusted such that a halder of Preferred C Ordinary Shares that receive an conversion of its Preferred C Ordinary Shares that number (if any) of Ordinary Shares such that the proportion which he Preferred C Ordinary Shares held by that holder (on an as converted basis) bears to the issued Equity Shares at the time of the Qualifying Listing on an as converted basis (but excluding any new Equity Shares issued upon that Qualifying Listing) shall be equal to the proportion of the proceeds that such holder would have been entitled to receive on a Share Sate involving the sate of all of the Shares on that date (assuming for these purposes that the Liquidation Proceeds are equal to the Pre-New Money Valuation)

- 5.3.8 The Preferred Ordinary C Shares hald by a chareholder that are being converted shall convent into the nearest whole number of Ordinary Shares determined by multiplying the number of Preferred Ordinary O Shares then being converted by the Convenion C Railo or, in the event of a Qualifying Listing, by the applicable ratio determined in accordance with Peregraph 5.5.5.
- 8.3.7 The Conversion C Ratio shall, subject to Paragraph 8.8.8, be one Ordinary Share for each Preferred Ordinary O Share.
- 5.3.6 If there is a reorganisation of the Company's share capital (whather by way of spit, combination or otherwise) or there is an borus issue after the date of adoption of these Paragraphs, the Board or a holder of Preferred Ordinary C Shares may request an independent Expert to adjust the Conversion C Ratio to take account of the reorganisation or the borus issue (as the case may be) and to certify the then current Conversion O Ratio so that upon conversion the holders of the Preferred Ordinary C Shares shall hold the same proportion of the issued Ordinary Shares on an as converted basis as they would have lated that the reorganisation or borus issue not occurred. The independent Expert's costs shall be borne by the Company. The independent Expert's certificate shall, except in the case of manifest error, be binding on the Company and holders of Shares. For the syntance of doubt, this Paragraph 6.3.8 shall not apply on a Cruzifying Listing.

In accordance with Swalon 666 of the Companies Act 2008. SH01 - continuation page Return of allotment of shares

डर र्ज होतहार	Γ	ment of capital (Prescribed particulars of rights attached to shares	
sorbed particulars	5.4	Persoulars of any rights, as respects capital to participate in a distribution (including on a winding up) are set out in Paragraph 9 of these continuation sheets.	
	5.5	The Preferred Ordinary C Bhares are not redeemable.	
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in accordance with Section 565 of the Companies Act 2008.

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	Statem	ent of capital (Prescribed particulars of rights attached to shares))
Class of share	PREFE	RRED ORDINARY C1	_
Prescribed particulars	B	PREFERRED ORDINARY C1 SHARES	
	6.3	Valing	
	6.11	Each Preterred Ordinary C1 Share confers on its holder the rights (motuding the rights to effect, epock and vote) at general meetings of the Company on an as converted basis as if the Preferred Ordinary C1 Shares had so converted immediately before the reterant right is exercised, in accordance with the following	
	6.1.1.1	On a stone of hands exact holder of Shares conferring a right to vote (whether present in person, by proxy or by corporate representative) shall have one vote.	
	0.1.1.2	On a poll each holder of Shares containing a right to tota (whether present in person, by proxy or by corporate representative) shall be entitled to cast one vote for every Crothery Share held or to which the holder would be estitled had all the Preternal Ordinary Shares hold by that Shareholder been converted into Ordinary Shares (at the Retevant Conversion Ratio) immediately before the right is exercised	
	6.1.2	On a written resolution every holder of Preferred Ordinary C1 Shares as at the time on which the first copy of the resolution is earn or submitted to such Shareholder in accordance with Chapter 2 of Pat 13 of the Companies Act 2006, shall have one vote for every Ordinary Share to which he would be entitled on an as converted basis.	
	6.2	Dividenda	
		Each Preferred Ordinary Ct Share in Issue from time to time confers on its bolder the right to participate in any Distribution declared in respect of Ordinary Shares on an as converted basis as it all the Preferred Ordinary C1 Shares hald by that holder had so converted immediately before the Ofstribution was declared.	

In economics with Section SSS of the Companies Act 2008.

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7	State	ment of capital (Prescribed particulars of rights attached to shares	<u> </u>
Class of share			Γ
Prescribed particulars	6.3	Conversion	ĺ

- 6.3 1 Preferred Ordinary C1 Shares shall convent into Ordinary Shares on the terms of this Peragraph 6.9. Where this would result in a reduction in the nominal aggregate value of Shares hald by the Sharaholder, the Preferred Ordinary C1 Shares shall also convert into such number of
- value of Shares hash by that Shareholder remains the same.

 5.5.2 Each holder of Preferred Ordinary C1 Shares shall have the right to elect

Deferred Shares as is required to ensure that the nominal appropria

- by notice in writing to the Board to convert some or all of the Pretented Ordinary C1 Shares held by such holder into Ordinary Shares at the Conversion C1 Ratio
- 6.3.3 All the Prefurred Ordinary C1 Shares shall automatically covert into fully paid Ordinary Shares.
 - 6.8.3.1 at the Conversion C1 Ratio upon written notes signed by holders of a majority of the Preferred Ordinary C1 Shares than in lesses being given to the Board and to each holder of Preferred Ordinary C1 Shares;
 - 6.3.0.2 at the Conversion C1 Ratio upon the passing d a resolution to fevour of such conversion by holders of a majority of the Preferred Oxilinary C1 Shares in a meeting of holders of such class of Shares, or
 - 6.5.3.3 et the applicable ratio determined in accordance with Paragraph 5.3.6 immediately prior to completion of a Qualifying Listing.
- 8.3.4 Upon a Liquidation Event, those Preferred Ordinary C1 Sheres that participate in that Liquidation Event and receive the C1 Liquidation Amount in full or C1 Share Sale Liquidation Amount in kill possurent to Paragraphs 9.4.1 or 9.7.1 (as the case may be) shall automatically convent into Ordinary Shares at the Convention C1 Radio Immediately tollowing receipt of the C1 Liquidation Amount or C1 Share Sale Liquidation Amount (as the case may be).

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SH01 - continuation page Return of allotment of shares

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

Class of share

Prescribed particulars

3.9.5 in the event of a Causilying Listing, the Preferred Ordinary C1 Shares shall convert into Ordinary Shares, by multiplying the number of Preferred Ordinary C1 Shares by the higher of

6.3.5.1 the Convention C1 Ratio as set out in Peragraph 6.3.7 (as adjusted in accordance with Peragraph 6.3.8); or

6.3.5.2 the Qualified Conversion C1 Ratio.

For the purposes of this Peregraph 6, "Casalified Conversion C1 Ratio" means the Conversion C1 Ratio as adjusted such that a holder of Preferred C1 Ordinary Shares shall receive on conversion of its Preferred C1 Ordinary Shares such that the proportion which the Preferred C1 Ordinary Shares shall be that incider (on an as converted basis) bears to the lasted Equity Shares at the time of the Castifying Listing on an as converted basis (but excluding any new Equity Shares issued upon that Qualifying Listing) shall be equal to the proportion of the proceeds that such holder would have been entitled to receive on a Share Sale involving the sale of all of the Shares on that date (assuming for these purposes that the Liquidation Proceeds are equal to the Pre-New Money Valuation).

6 3 6 The Preterred Ordinary C1 Shares held by a shareholder that are being converted shall convert into the nearest whole number of Crolinary Shares datermined by multiplying the number of Preterred Ordinary C1 Shares then buing converted by the Conversion C1 Ratio of in the event of a Qualifying Listing, by the applicable ratio determined in accordance with Paragraph 6.3.5.

8.3.7 The Conversion C1 Ratio shall, subject to Paragraph 8.3.8, be one Ordinary Share for each Preferred Ordinary C1 Share,

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in accordance with Section 655 of the Companies Act 2008.

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

Class of share

Prescribed particulars

- If there is a congardanton of the Company's share capital (whether by way of spill, combination or otherelas) or there is an borse leasen after the date of adoption of these Paragraphs, the Board or a holder of Preferred Ordinary C1 Shares may request an independent Expert to adjust the Conversion O1 Ratio to take account of the reorganisation or the bosse issue (as the case may be) and to certify the then current Conversion C1 Ratio so that upon conversion the holders of the Preferred Ordinary C1 Shares shall hold the same proportion of the issued Ordinary Shares on an as converted basis as they would have teld had the reorganization or bonus issue not occurred. The independent Experts costs shall be borne by the Company The independent Experts certificate shall, except in the case of manifest error, be thirding on the Company and holders of Shares. For the evolutions of doubt, this Paragraph 6.3.6 shall not apply on a Qualifying Listing.
- 6.4 Perticulars of any rights, as respects capital to participate in a distribution (including on a winding up) are set out in Paragraph 9 of these continuation.
- 9.5 The Preferred Ordinary C1 Shares are not redeemable.

in accordance with Baction 565 of the Companies Act 2006. SH01 - continuation page Return of allotment of shares

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

Class of share

PREPERRED ORDINARY C2

Prescribed pertiouters 7.

- PREFERRED ORDINARY C2 SHARES
- 7,1 Votto:
- 7 1.1 Each Preferred Cethrary C2 Share continue on its hotels the rights (including the rights to attend, speak and vote) at general meetings of the Company on an as convented basis as if the Preferred Ordinary G2 Shares had so convented immediately before the returned right is exercised, in accordance with the following:
 - 7.1 1.1 On a show of hands each holder of Sharw contenting a right to vote (whether present in person, by precy or by corporate representative) what have one vote.
 - 7 1 1.2 On a poil each holder of Shares conferring a right to vote (whether present in person, by proxy or by corporate representative) shall be emitted to cast one rate for every Ordinary Share held or to which the holder would be emitted hed all the Preferred Ordinary Shares held by that Shareholder been converted into Ordinary Shares (at the Resevent Occurrence Ratio) immediately before the right is
- 7 1 2 On a written resolution every holder of Preferred Ordinary C2 Shares as at the time on which the lirst copy of the resolution is sent or submitted to such Shareholder in eccontance with Chapter 2 of Part 15 of the Companies Act 2006, shall have one vote for every Ordinary Share to which he would be smitted on an as converted basis.

in eccontaince with Section 555 of the Companies Act 2008.

•	Statem	ent of capital (Prescribed particulars of rights attached to shares)	
Zass of share			
rescribed particulars	7.2	Dividends	
		Each Preferred Ordinary C2 Share in lassus from time to time contars on its	
		holder the right to performate in any Distribution declared in respect of	
		Ordinary Shares on an as converted basis as It all the Prefered Ordinary	
		C2 Shares held by that holder had so converted immediately before the	
		Clistribution was declared.	
	7.3	Conversion	
	7.9.1	Preferred Ordinary C2 Shares shall convent into Ordinary Shares on the	
		terms of this Paragraph 7 S. Where this would result in a reduction in	
	1	the nominal aggregate value of Shares held by the Shareholder, the	
		Preferred Ordinary C2 Shares shall also convert into such mumber of	
		Datemed Chares as is required to ensure that the nominal aggregate	
		value of Shares held by that Shareholder remains the same	
	7.3.2	Each holder of Profested Ordinary C2 Shares shall have the right to	
		elect by notice in writing to the Board to convert soms or all of the	
		Preterred Ordinary O2 Shares held by such holder into Ordinary Shares	
		at the Conversion C2 Ratio.	
	7.33	All the Pretented Ordinary C2 Shares shall enformationly convert into	
	'	fully paid Ordinary Sheres:	
	Ĭ	7006 at the Community NO Date (man without without the	
	1	7.5.5.1 at the Conversion C2 Radio upon written notice signed by	
	1	holders of a majority of the Preferred Ordinary C2 Shares then in issue being given to the Board and to each holder of	
	1	Preferred Ordinary C2 Shares:	
		risipiso Ciuliby OE alains,	
	1	7.3.3.2 at the Conversion C2 Ratio upon the passing of a resolution	
	1	in favour of such conversion by holders of a majority of the	
		Preferred Ordinary C2 Shares in a meeting of telders of such	
		class of Shares; or	
		7.3.3.3 at the applicable ratio determined in accordance with	
		Peragraph 7.3.4 immediately prior to completion of a	
	1	Quelifying Listing.	
	Ţ		

In accordance with Section 658 of the Companies Act 2008.

	Statemer	nt of capital (Prescribed particulars of rights attached to share
Class of share		
Prescribed particulars	73.4	to the event of a Cumilying Listing, the Preferred Ordinary C2 Shares shall convert into Ordinary Shares, by multiplying the number of Preferred Ordinary C2 Shares by the higher of 7.8.4.1 the Conversion C2 Ratio as set out in Paragraph 7.8.6 (as adjusted in accordance with Paragraph 7.8.7); or
		7 3.4.2 the Qualified Conversion C2 Rulio.
		For the purposes of this Peragraph 7, "Qualified Conversion C2 fixtio" means the Conversion C2 fixtio as adjusted such that a holder of Preferred C2 Ordinary Shares shall receive on conversion of its Preferred C2 Ordinary Shares that number (0 any) of Ordinary Shares such that the proportion which the Preferred C2 Ordinary Shares hald by that helder (on an as converted basis) bears to the issued Equity Shares at the time of the Qualifying Listing on an as converted basis (but excluding any new Equity Shares issued upon that Qualifying Listing) shall be equal to the proportion of the process that such holder would have been entitled to receive on a Share Sale involving the sale of all of the Shares on that date (assuming for these purposes that the Liquidation Proceeds are equal to the Pre-New Maney Valuation)
	7.96	The Preferred Ordinary C2 Shares held by a shareholder that are being converted shall convert into the nearest whole number of Ordinary Shares determined by multiphying the number of Preferred Ordinary C2 Shares then being converted by the Conversion C2 Rate or, in the event of a Qualifying Listing, by the applicable ratio determined in accordance with Paragraph 7.3.4
	73.6	The Conversion C2 Radio shall, subject to Paragraph 7.5.7 and Peragraph 7.6, be one Ordinary Share for each Preferred Ordinary C2 Share.

In accordance with Section 555 of the Comparise Act 2008.

SH01 - continuation page Return of ellotment of shares

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

Class of share

Prescribed pertioutare

7.3.7

If there is a reorganisation of the Company's share capital (whether by way of apit, combination or otherwise) or there is a bons issue effor the date of edoption of these Paragraphs, the Board or a holder of Preferred Ordinary C2 Shares may request an independent Expert to adjust the Conversion C2 Ratio to take eccount of the reorganisation or the bonus issue (as the case may be) and to certify the their current Conversion C2 Ratio so that upon conversion the holders of the Preferred Ordinary C2 Shares shall hold the same proportion of the based Ordinary Shares on an as converted basis as that would have held the reorganisation or bonus issue not coomed. The independent Expert's costs shall be borne by the Coopany. The independent Expert's costs shall be borne by the Coopany. The independent Expert's costs shall be borne by the coopany. For the evolutions of doubt, this Paragraph 7.3 7 shall not apply so a Qualifying Listing.

- 7.4 Deemed texus of Additional Ordinary Sheres
- 7.4.1 If the Company shall besue any Options (excluding any Exempt Securities) after the Original C2 bases then the maximum number of Ordinary Shares issuable upon the exercise of such Options shall be deemed to be Additional Ordinary Shares issued as of the time of such issue, assuming satisfaction of any condition to such exercise, but without regard to the operation of any anti-Olution rights attached to such Options.

In accordance with Section 655 of the Companies Ant 2009

	Stateme	nt of capital (Prescribed particulars of rights attached to shares)	
Class of share			
Prescribed particulare	7A2	If the CR Subscription Price of any Preferred Ordinary C2 Shares is adjusted pursuant to Paragraph 7.5 as a result of the listue of any Option, and the terms of such Option are amended (tut excluding estomatic edipatements to such terms pursuant to enti-diption or similar provisions of such Option) to provide for either (i) any change in the number of Ordinary Shares to be insued pursuant to such Option or (ii) any change in the exercise price of such Option, ben the CR Subscription Price of such Preferred Ordinary C2 Shares shall be resultated to the CR Subscription Price that would have been established pursuant to Paragraph 7.5 if such revised bone had been in effect upon the original date of issuence of such Option, provided that the revised CR Subscription Price shall not exceed the lower of the CR Subscription Price shall not exceed the lower of the CR Subscription Price shall not exceed the lower of the CR Subscription Price shall not exceed the lower of the offect immediately prior to the original adjustment made as a result of the issuence of such Option, or (ii) that would have resulted from any leasure of Additional Ordinary Shares as a result of the issue of such Option) between the original adjustment date and each resolutional ordinary Shares as a result of the issue of such Option)	
	743	If the terms of any Option (excluding any Options that are Exempt Securities) which, when issued, did not result in an adjustment to the CR Subscription Price of some or all of the Preferred Ordinary C2 Shares pursuant to Persprept 7.5 are revised after the Original issue Oats (other than as a result of any end-dilution tight attached to such Option) to provide for either (f) any increase in the number of Ordinary Shares to be issued pursuant to such Option or (fi) any decrease in the exercise price, then such Option, as so amended or adjusted, and the Additional Ordinary Shares subject thereto (datamined in the manner provided in Persgraph 7.4.1) shall be desired to have been issued upon such revision.	
	744	Upon the legise of any unaccrotised Option (or portion thereof) that resulted (either upon its original issuance or upon a tevision of its terms) in an adjustment to the CR Subscription Price of Preferred Ordinary C2 Shares pursuant to the terms of Peregraph 7.4.2, such CR Subscription Price shall be readjusted to the CR Subscription Price that would have applied had such Option (or portion thereof) naver been issued.	

in escondarion with Section 555 of the Communities Art 2008.

SH01 - continuation page Return of allotment of shares

Statement of capital (Prescribed particulars	al rights attached to shores)
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Class of share

Prescribed particulars

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If the number of Ordinary Shares to be based upon the earnise of any Option (other than any Exampt Security), or the exercise price of such Option, to excentionable at the time such Option is beaued or emergical but is subject to adjustment based upon subsequent events, any adjustment to the CR Subscription Price of Preferred Ordinary C2 Shares pursuant to this Paregraph 7.4 shall be made at the time of besum of such Option based on such number of Ordinary Shares or exercise price without regard to any provisions for subsequent edjustments, and my subsequent adjustments shall be treated as provided in Paragraphs 7.4.2 and 7.4.3 above. If the number of Ordinary Shares to be issued upon the exercise of any Option or the exercise price carrot be ascertained at the time such Option is issued or amended, any adjustment to such CR Subscription Price that would result under the terms of this Peragraph 7.4 at the time of each status emil sell he obern ed beetseri lierte trembrenne no eonseuses number of Ordinary Siteres and/or exercise price is ascertified (even if subject to subsequent effusiments).

7.5 Adjustment of Conversion Cli Ratio Upon Issuance of Additional Codinary Shares

if the Company shall at any time after the Original tasses Date issue, or be deemed to Issue, Additional Ordinary Shares for a combination per Ordinary Shares less than the OR Subscription Price for any Pretented Ordinary C2 Shares in effect immediately prior to such issue, then the Conversion C2 Radio for such Pretented Ordinary C2 Shares shall be adjusted as follows. The CR Subscription Price shall be reduced, concurrently with each issue to a price (calculated to the resease one-thousancth of a penny) determined in accordance with the following formula;

8Pz = 8P+ * (A+B) + (A+C)

where

"BPs" shall mean the applicable CR Subscription Price for the relevant Preferred Ordinary C2 Shares in effect immediately after such issue or desired issue of Additional Ordinary Shares,

It accordance with Section 555 of the Comparise Act 2008.

SH01 - continuation page Return of allotment of shares

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

Class of share

Prescribed particulars

"SP₁" shall mean (i) OSP (as defined below), if no adjustment has previously been made in respect of the CR Subscription Price of the relevant Preferred Ordinary G2 Shares pursuant to this Paragraph 7.5; or (ii) the SP₂ resulting from the most recent adjustment pursuant to this Paragraph 7.5 immediately prior to such lissue or descret lissue of Additional Ordinary Shares, if on adjustment has previously been made;

"A" shall meen the number of Ordinary Shares outstanding immediately prior to such issue or deemed issue of Additional Ordinary Shares (treating for this purpose as outstanding all Ordinary Shares issuable upon exercise of Options outstanding immediately prior to such issue).

"B" shall mean the number of Ordinary Shares that would have been issued at a ordermed issued if each Additional Ordinary Shares had been issued at a price par starre equal to 8P₁ (daternained by dividing the appropriate consideration received or receivable by the Company in respect of such issue by 8P₁); and

"O" shall mean the number of such Additional Ordinary Shares actually issued or dearned issued in such transaction.

and the adjusted Convention C2 Ratio shall be X Ordinary Share for every one Preferred Ordinary C2 Share where:

x = 08P

and OSP - the original Subscription Price in respect of such Preferred Ordinary C2 Share

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in accordance with Section 556 of the Comparies Act 2008.

SH01 - continuation page

Return of allotment of shares

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

Class of share

Prescribed particulars 7.6

6 Multiple Closing Dates

If the Company shall issue on more than one date Additional Ordinary Shares that are a part of one transaction or a series of related transactions and that would result in an adjustment to the CR Subscription Price of Pressured Ordinary C2 Shares pursuant to the terms of Peraguiph 7.5, than, upon the tiral such issuance, the CR Subscription Price of such Preferred Ordinary C2 Shares shall be readjusted to give effect to all such issuances as if they occurred on the date of the first such issuance (and without giving effect to any additional adjustments as a result of any such subsequent issuances within such period that are a part of such transaction or series of related transaction)

- 7.7 Perticulars of any rights, as respects capital to participate in a distribution.

 (including on a winding up) are set out in Peragraph 9 of these continuation
- 7.8 The Preferred Ordinary C2 Shares are not redesmable.

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in accordance with Section 566 of the Compartes Act 2008.

	State r	nent of c	apital (Prescribed particulars of rights attached to shares)	1
case of share	FOUN	DER AND	DEVERRED	
Prescribed particulars	8	FOUND	er shares and deferred shares	
	8.1	Voting		
		Founde	Sharea and Deferred Sharea conter on their holdes no rights to	
			speak or wate at general meetings of the Company or to vote on a seculation of the markbors.	
	9-8	Division	ds	
		The Fou	under Shares and Deferred Shares in teaus from time to time confer	
			kolders no right to participate in any Distribution, including any tion declared in respect of Ordinary Shares.	
	8.0	Founds	a Sinusa	
		Any cor	szollázion or subdivision affacting ell isaued Critinary Shares es a	
	1	•	o class of Shares shall automationly and atmultaneously apply to	
			and affect all bessed Founder Shares in the same maximar and the Goard had ensure that this provision is given due effect.	
	8.4	Transfe	Transfer of Deferred Shores	
		8.41	The conversion of my Shares into Deferred Shares pursuant to	
			these Paragraphs shall be deemed to conter as irrevocable	
	l		authority on the Company at any time to appoint any one or more	
			of the directors to execute on behalf of the holden of Deferred	
	ł		Shares a transfer thereof and/or an agreement to transfer the same to the Company for 20.0000000001 per share.	
		8.4 2	On a Share Sale of Listing or in any other circumstance where a	
	1		holder of Daterred Shares transfers or is required to transfer his	
			shares to any person including but not limited to the Company or	
			on a return of capital, each holder of Detarred Stares shall be	
	1		enti to its rat etaperages at 1000000000.03 avisoes at betiline	
			Deferred Shares transferred by or on behalf of him.	
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in accordance with Section 555 of the Companies Act 2006.

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SH01 - continuation page

Return of allotment of shares

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

Class of share

Prescribed particulars 0.

LIQUIDATION EVENT, LISTING AND QUALIFYING LISTING

Liquidation Events other than Share Sales

- 8.1 Subject to applicable legislation, as econ as reasonably practicable following an Asset Sale, the Board shall approve and give stact to a return of capital to Shareholders in an amount being the Liquidation Proceeds deriving from the consideration paid or payable (whether present, deterned or confingent) attributable to such Asset Sale, upon receipt of the same by the Company.
- 9.2 Subject to the provisions of this Paragraph 6, on a Liquidation Event other than a Share Sate, all Liquidation Proceeds shall be applied by the Company as follows.
 - (a) If the Maximum Liquidation Processes are equal to oriese than the Priority Amount, in the order of priority set out in Paragraph 9.3:
 - (b) In all either obnounstances, in the order of priority set out in Peregnaph 9 3

The provisions of this Paragraph 9.2 shall apply to all issued Shares, including any Shares which are or will be allotted pursuant to the exercise or conversion of options or rights to subscribe or the convention of securities conventible into Shares that are exercisable upon the occurrence of the Liquidation Event.

8.3 Paying the Limidation Proceeds to the holders of the Preferred Ordinary C
Bhares, the Preferred Ordinary C1 Shares and the Preferred Ordinary C2
Shares pro rata to the eggregate Bubecription Price paid by each holder for each Shares

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in eccordance with Section 655 of the Companies Act 2006.

<u> </u>	000000	t of capital (Prescribed particulars of rights attached to shares)
lass of share		
rescribed particulars	9.4	j
	9.4.1	First, paying the Liquidation Proceeds, pro rate to se liquidation
		preference entitlements of such classes of Shares under this
		Pasagraph 8.4, up to.
		9.4.1.1 an amount equal to \$00% of the appregate Subscription
		Price for all Preferred Ordinary C Shores (the "C
	l	Liquidation Amount') to the holders of the Preferred C
		Ordinary Shares pro rate to that respective holdings of
		Preferred Ordinary C Shares;
		9.4.1.2 fin amount equal to 125% of the apprecase Subscription
		Price for all Preferred Ordinary C1 Shares (the *C1
		Liquidation Amount") to the holders of the Preferred
	ŀ	Occlinary C1 Shares pro rate to their respective holdings of
		Preferred Ordinary C1 Shares; and
		9.41.9 an amount equal to 125% of the appropris Subscription
		Price for all Preferred Ordinary C2 Shape (the "C2
		Liquidation Amount") to the holders of the Preferred
		Ordinary C2 Sharea pro rata to their respective holdings of
		Preterred Ordinary C2 Shares;
	9.4.2	Second, paying from the balance of the Liquidation Proceeds, on a pro
		rate beats, up to the aggregate Bubacription Price for all Preferred
		Ordinary & Shares (the "B Liquidation Amount") to the tolders of the
	1	Preferred Ordinary & Shares pro rate to their respective holdings of
	,	Preferred Ordinary B Shares,
	94.3	Third, paying from the belance of the Uquidation Procesds, on a pro
	1	rata basis, up to the aggregate Subscription Price for all Preferred
		Ordinary A Shares (the "A Liquidation Amount") to the holders of the
	1	Professed Ordinary A Shares pro rate to their respective holdings of
	l	Preferred Ordinary A Shares, and
	}	
	1	

in accordance with Section 565 of the Companies Act 2006. SH01 - continuation page Return of allotment of shares

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

Class of chare

Prescribed particulars

9.4.4 Finally, paying on a pro rate basis (subject to Paragraph 9.15.2):

9.4.4.1 the Ordinary Share Percentage of the Liquidation Proceeds
Romaining Balance (rounded down to the namest pound
Starting), to the holders of Ordinary Shares (naturing any
Ordinary Shares arising on the conversion of Pretarred Ordinary
C Shares and/or Pretarred Ordinary C1 Shares pursuant to
Paragraph 8.3.4 and/or Paragraph 6.3.4 (respectively)) pro rate
to their respective holdings of Ordinary Shares; and

the Founder Share Percentage of the Liquidation Proceeds Flamshing Balance trounded down to the market pound Starting), to the holders of the Founder Shares, prevate to their respective holdings of Founder Shares.

Share Sales

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- Q.S. Prior to complision of a Share Sala, those holders of Shares that are to participate in the Share Sala shall appoint a Shareholdern' Representative in econordance with Paragraph 9.8 who shall receive oil consideration payable under the Share Sala as trustee on their behalf and, subject to the provisions of this Paragraph 9, shall apply them as follows.
 - (a) If the Maximum Liquidation Proceeds are equal to or test than the Share Sets Priority Amount, in the order of priority est out in Paragraph 9.8, and
 - (b) In all other circumstances, in the order of priority set out in Peragraph 9.7.
- Paying to the holders of the Preferred Ordinary C Shares, the Preferred Ordinary Ct Shares and the Preferred Ordinary C2 Shares that participate in the Share Sale the Liquidation Proceeds one rate to the aggregate Subscription Price paid by each such holder for such Shares.

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in accordance with Section 555 of the Compenies Act 2005.

SH01 - continuation page

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F	Statement of capital (Prescribed particulars of rights attached to shares)
Clase of share	
Prescribed particulare	97
	9.7.1 First, paying from the balance of the Liquidation Proceeds, gro sata to the tiquidation preference emittements of such classes of Shares under this
	Persymph 9.7, up to
	9.7.1.1 an amount equal to \$00% of the aggregate Subscitution Price
	for all Preferred Ordinary C Strares (If any) that participate in the
	Share fixe (the "C Share Sale Liquidation Amount") to the
	hotdses of the Prederred C Ordinary Shares that peritolpate in
	the Share Sate are rate to their respective holdings of those Preferred Ordinary C Shares;
	Pressing Criminaly C Crimins;
	9 7 1.2 an amount equal to 125% of the apprepate Subscription Price
	for all Professed Ordinary C1 Shares (if any) that participate in
	the Share Sale (the "C1 Share Sale Liquidation Amount") to
	the holders of the Preferred Ordinary C1 Shares that participate
	in the Share Sade pro rata to their respective holdings of those
	Preferred Circlinary C1 Shares, and
	8.7.1 3 an amount equal to 125% of the appropria Subscription Price
	for all Preferred Ordinary C2 Shares (If any) that participate in
	the Share Sale (the "C2 Share Sale Liquidation Amount") to
	the holders of the Preterred Ordinary C2 Strates that participate
	In the Share Bale pro rata to their respective holdings of those
	Preferred Ordinary C2 Shares;
	9.7.2 Second, paying from the balance of the Liquidation Proceeds, on a pro
	rata basis, up to the aggregate Subscription Price for all Preferred
	Ordinary B Shares (If erry) that participate in the Share Bale (the "B
	Share Sale Liquidation Amount") to the holders of the Preferred
	Ordinary B Sharea that participate in the Share Sele pro rate to their
	respective holdings of those Preferred Ordinary B Shares,
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In eccesionce with Seption 558 of the Companies Act 2006.

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Return of allotment of shares

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

Chass of share

Prescribed particulars

8.7.9 Third, paying from the betance of the Liquidation Proceeds, on a pro rata basis, up to the aggregate Subscription Price for all Pretend Ordinary A Shares (if any) that participate in the Share Sale (the "A Share Sale Liquidation Amount") to the holders of the Pretend Ordinary A Shares that perticipate in the Share Sale pro rata to their respective holdings of those Preterred Ordinary A Shares; and

9.74 Finally, paying on a pro rate basts (subject to Paragraph 9.15.2).

9.7.4.1

the Ordinary Share Percentage of any Liquidadion Proceeds Remaining Balance (rounded down to the nearest whole pound Starling) to the holders of Ordinary Shares (if any) that participate in the Share Sate (including any Ordinary Shares satisfy on the convention of Preterned Ordinary C Shares and/or Preferred Ordinary C1 Shares that participate in the Share Sate pursuant to Paragraph 6.3.4 and/or Paragraph 6.3.4 (respectively)) pro nata to their respective holdings of those Ordinary Shases, and

9.7.4.2

the Founder Share Percentage of any Liquidation Proceeds Remaining Balance to the hotters of those Founder Shares (If any) that participate in the Share Sate, pro-rate to their respective holdings of those Founder Shares.

HOUNDER SHALE

Practional Entitlement

9.8

If the number of Shares hald by any parson would, but for this provision, result in that Shareholder becoming entitled to a fraction of a sound Starling through the operation of Paragraphs 9,1 to 9.7, the emittement shall be rounded down to the nearest whole pound Starling and any resulting remaining betance of Liquidation Proceeds shall be distributed at the absolute discretion of the Sound.

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to accordance with Section 555 of the SH01 - continuation page

Return of allotment of shares

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

Class of share

Prescribed pertioulars

Appointment of Shareholders' Representative

- In the event of a Share Sale, the hobbers of a majority of the Economic Shares perfectpeding in the Share Sale shall appoint a representative (the "Sharestodders" Representative") who shall ext as trustee on behalf of all hobbers of all those Shares participating in the Share Sale and in accombing with the instructions of a majority of the Economic Shares participating in the Share Sale, provided eliverys that the Shareholders' Representative shall observe and act in accordance with the provisions of these Paragraphs (whether or not in force throughout the imm of their appointment), unless agreed otherwise by all holders of Economic Shares participating in the Share Sale.
- 9 10 The holders of those Economic Shares participating in the Share Sale shall indemnify (on a joint and several basis) the Shareholders' Appresentative for all liabilities, losses, cisims costs or expenses incurred enting from or in connection with its (or his) appointment under Paragraph 9.9.

Board or Shareholders' Representative

- 9.11 The Board or the Shareholders' Representative (as applicable) taking such advice lithe deems appropriate (the cost for which shall be deducted from the Liquidation Proceeds prior to the application of Liquidation Proceeds under this Paragraph 9) shall:
 - 9 11.1 use reasonable encleavours to comply with its difigations as soon as reasonably practicable under this Paragraph 9;
 - 9 11.2 Insert the full power and authority to give effect to Paragraph
 9 17 and shall determine and apply the Liquidation Proceeds
 due to each Shareholder on each Tranche Paymest Date under
 this Paragraph 6.

and the Board's or the Shareholders' Representative's determination (as applicable) of such matters shall be final and binding, save in a case of manifest error

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in epocadance with Saction 555 of the Compenies Act 2008.

Statement of capital (Prescribed particulars of rights attached to shares)
Non-Cash Consideration
9.12 For the purposes of estateting the Liquidation Process where the proceeds of a Liquidation Event are other than cash, he tollowing provisions shall apply:
8,12.1 Within 2 Business Days of the Liquidation Event, the consideration shall be valued by the Company (or, in the event of a Stare Sale, by the Shareholders' Representative) at its Market Value on the date of euch Liquidation Event end, if compideing shares, such above shall be valued by applying the same assumptions to valuing the consideration shares as apply to the determination of the Market Value of offered otheres (mutation mutantis) and the Company shall notify the Shareholders (or the Shareholders' Representative shall notify the holders of those Shares that are participating in the Share Sale (if applicable)) of such Market Value in writing;
Within three Business Days of receipt of such notice, my recipient may, by notice in writing to the Company or the Sharsholders' Representative (as applicable), request that the Company or the Sharsholders' Representative (as applicable) obtain an independent valuation of such non-cash consideration as soon as precipable and the Company or Sharsholders' Representative (as applicable) shall appoint an independent Expant of competent skill and knowledge to value such non-cash consideration and, if no such notice is given to the Company or the Sharsholders' Representative (as applicable), the original valuation shall be deemed the agreed, final and bading Market Value for the purposes of calculating and applying the Liquidation Proceeds,
9 12.9 The costs and expanses of any independent Expert shall to the extent possible) be met from the proceeds of sale of sufficient non-cash consideration and, the Company or Shareholders' Representative (as applicable) shall have the requisite power and authority to sell such non-cash consideration in order to realize sufficient hunds to cover such

in excordance with Section 656 of the Companies Act 2006

	Statement of capital (Prescribed particulars of rights attached to shares)
Class of share	
Prescribed perticulars	9.12.4 The decision of any independent Expert as to the Market Value shall be that and binding for the purposes of calculating and applying the Liquidation Proceeds, save in the case of martiest error.
	9.13 Having applied the Liquidation Proceeds deriving from any cash consideration in accordance with this Peragraph 9, the Company or, in the event of a Share Sale, the Sharehotians' Representative stall apply the Liquidation Proceeds deriving from the non-cash consideration in accordance with this Peragraph 9 as if such non-cash consideration were cash, on that basis determined by the value attributed to such non-cash consideration under Paragraph 9 12.
	9.14 To the extent that any amount is required to be paid into the Escrow Account under Peregreph 9.17 and there is insufficient cosh comprised in the Distributable Teanshe to do so, the con-cash comprised in valued in accordance with the terms of Peragraph 9.12 and the Company or Shareholders' Representative (or applicable) shall retain on trust for the Shareholders (or holders of Shares that are participating in the Share Sale (if applicable) and shall use reasonable endeavours to sell editoiral non-cash constitutation for cash as soon as reasonably practicable, before paying the proceeds of sale into the Escrow Account and they shall have the requisite power and authority to effect such a sale
	9 15 Where non-cash consideration has been retained on trust by the Company or Sharsholders' Representative by reason of their not having been able to sell it under Paragraph 9.14:
	9.16.1 on any future Tranche Payment Cate the value attributable to auch non-cash consideration for all purposes (whether under Paragraph 9.17 or otherwise, save as expressly provided for in Paragraph 9.16.2) shall be that value originally attributed to it under Paragraph 9.14, and

in eccordance with Section 665 of the Connectes Act 2008.

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

Class of chare

Prescribed particulars

on the first Transhe Payment Date when such non-cash consideration is applied as part of the Current Liquidization Proceeds Remaining Balance in accordance with Paragraph 8.4 or 9.7 (as appropriate) tollowing the application of Paragraph 9.17.1.1, it shall first be valued in accordance with the terms of Paragraph 9.12 in order to attain the current value of that non-cash consideration and, when applying the Current Liquidiation Proceeds Remaining Balance, the affect of any decrease in value of such non-cash consideration since the Transhe Payment Date on which it was made evaluable for payment to Stransholders, shall be bearne entirely by the holders of the Founder Shares.

Referent Liquidation Amounts

To the extent that the Retevant Liquidation Amount in respect of a particular Share has been paid in part or in full on a previous Liquidation Event, such amount shall be set off against any payment made to a Sisreholder in respect of the Retevant Liquidation Amount pursuent to this Paragraph 9 and the Shareholder shall only receive the balance of the Retevant Liquidation Amount in respect of that Share. Reterences in this Paragraph 9 (and in capitalised terms used in this Paragraph 9) to the C Liquidation Amount, the C1 Liquidation Amount, the C2 Liquidation Amount, the B Liquidation Amount, the C3 Share Liquidation Amount, the C3 Share Liquidation Amount, the B Share Liquidation Amount, the A Share Liquidation Amount and the A Share Liquidation Amount shall be to such amounts as reduced by the amount of any partial payment of the Reduvent Liquidation Amount made on a previous Liquidation Event.

Deferred Consideration and Foundary

9.17 If any part of any Liquidation Proceeds are to be made evallable for payment to Shareholders on deterred terms, upon each Trauche Payment Date the following provisions shall apply:

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In ectordance with Section 555 of the Compenies Act 2008.

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Statemen	at of capital (Prescribed particulars of rights attached to shares)	
9.17 1	If the Maximum Liquidation Processis are unascentinable, the Requisite Escrow Balance shall be determined in accordance with Peragraph 9.17.2 and, in all other chromateness, the Requisite Escrow Balance shall be zero and:	
	9.17 1 to the extent that the Escrow Balance (if eny) is in excess of the Requisite Escrow Balance, such excess shall be paid out of the Escrow Account by the Company or the Shareholders' Representative (as applicable) and applied in accordance with Paragraph B.4 or 8 7 (as appropriate) followed by the application of the Distributable Tranche (if eny); or	
	8.17.12 to the extent that the Escrow Satance (I any) is less than the Requisite Escrow Satance, such shortfall shall be deducted from the Distributable Transta (I any) and paid into the Escrow Account by the Coopeny or the Shareholders' Representative (as applicable) before the balance of the Distributable Transha (if any) is applied to accordance with Paragraph 9.4 or 9.7 (as appropriate).	
	and, tollowing any such adjustment, the Requisite Escrew Balance shall be held by the Company or the Shareholders' Representative (as applicable) in the Escrew Account on trust for the Shareholders or the holders of Shares participating in the Share Sale (respectively) unit the read Transhe Payment Date,	
9.172	The Requisite Escrow Batance shall be that amount (or such non-cash consideration valued in accordance with Paragraph 9.12) determined by subtracting the Current Founder Batance from the Maximum Founder Batance.	
B.17 S	For the application of any amounts in abcordance with Paragraph 9.4 or 9.7 to compliance with this Paragraph 9.17, solely for the purposes of determining the Founder Multiplier used to determine the Adjusted Number of Pounder Shares, the Founder Shares Percentage and the Ordinary Share Percentage (for the purposes of Paragraph 9.4.4 and 9.7.4 (as applicable)), the Liquidation Proceeds shall be deemed to be the Current Liquidation Proceeds from time to time.	
	9.171	Requisite Escrow Balance shall be determined in eccordance with Peragraph 8.17.2 and, in all other chromasterioes, the Requisite Escrow Balance shall be zero and: 9.17.1.1 to the extent that the Escrow Balance (if any) is in excess of the Requisite Escrow Balance, such excess shall be paid out of the Escrow Account by the Company or the Shareholders' Representative (as epplication) and applied in eccordance with Paragraph 8.4 or 8.7 (as experipriate) followed by the application of the Distributable Tranche (if any); or 9.17.1.2 to the extent that the Escrow Balance, such shortfall shall be deducted from the Distributable Tranche (if any) and paid into the Escrow Balance, such shortfall shall be deducted from the Distributable Tranche (if any) is less than the Requisite Escrow Balance, such shortfall shall be deducted from the Distributable Tranche (if any) is applied to accordance with Paragraph 9.4 or 9.7 (as appropriate), and, tollowing any such adjustment, the Requisite Escrow Balance shall be held by the Company or the Shareholders' Representative (as applicable) in the Escrow Account on trust for the Shareholders or the holders of Shares participating in the Share Sate (respectively) until the next Tranche Payment Date, 9.17.2 The Requisite Escrow Balance shall be that amount (or such non-ceah consideration valued in accordance with Paragraph 9.12 determined by subtracting the Current Founder Balance from the Maximum Founder Balance. 9.17.5 For the application of any amounts in accordance with Paragraph 9.4 or 9.7 to compliance with this Paragraph 9.17, solely for the purposes of determining the Founder Multiplier used to determine the Adjusted Namber of Founder Shares, the Founder Share Percetage and the Ordinary Share Percentage (for the purposes of Paragraph 9.4 4 and 9.7.4 (as application), the Liquidation Proceeds shall be deemed to be

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In accessionce with Section 655 of the Companion Apri 2008.

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	Statement of capital (Prescribed particulars of rights attached to shares)
Class of share	
Prescribed particulars	Qualitydag Linding
Presoriced paraculars	S.18 The Qualitying IPO Butescription Price shall be adjusted following reorganization of the Company's strare ceptial (whether by wity of eptit, combination or otherwise) or any bornus tases after the date of adoption of these Paragraphs to take account of the reorganization or banus issue as determined by an independent Expert wise shall be required to provide a certificate conditating the adjusted Qualifying IPO Subscription Price which shall, except to the case of mentilest error, be binding on the Company and holders of Shares. The costs of the independent Expert shall be borns by the Company:

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