

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



iris
LASERFORM

☒ **What this form is for**
You may use this form to give notice
of consolidation, sub-division,
redemption of shares or
re-conversion of stock into shares

☐ **What this form is NOT for**
You cannot use this form to give
notice of a conversion of shares in
stock

SATURDAY



A17 21/08/2010 256
COMPANIES HOUSE

1 Company details

Company number 4 2 3 9 2 4 0

Company name in full TALK PR LIMITED

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

All fields are mandatory unless
specified or indicated by *

2 Date of resolution

Date of resolution 3 0 8 2 0 1 0

3 Consolidation

Please show the amendments to each class of share

| Class of shares (E g Ordinary/Preference etc) | Previous share structure | | New share structure | |
|---|--------------------------|-----------------------------|-------------------------|-----------------------------|
| | Number of issued shares | Nominal value of each share | Number of issued shares | Nominal value of each share |
| GROWTH A SHARES | 160 | 0 10 | 16 | 1 00 |
| GROWTH B SHARES | 160 | 0 10 | 16 | 1 00 |
| | | | | |

4 Sub-division

Please show the amendments to each class of share

| Class of shares (E g Ordinary/Preference etc) | Previous share structure | | New share structure | |
|---|--------------------------|-----------------------------|-------------------------|-----------------------------|
| | Number of issued shares | Nominal value of each share | Number of issued shares | Nominal value of each share |
| | | | | |
| | | | | |
| | | | | |

5 Redemption

Please show the class number and nominal value of shares that have been redeemed
Only redeemable shares can be redeemed

| Class of shares (E g Ordinary/Preference etc) | Number of issued shares | Nominal value of each share |
|---|-------------------------|-----------------------------|
| | | |
| | | |
| | | |

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6 Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock

| New share structure | | | |
|---------------------|---|-------------------------|-----------------------------|
| Value of stock | Class of shares (E g Ordinary/Preference etc) | Number of issued shares | Nominal value of each share |
| | | | |
| | | | |
| | | | |

Statement of capital

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form

7 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each share classes held in pound sterling
If all your issued capital is in sterling, only complete Section 7 and then go to Section 10

| Class of shares (E g Ordinary/Preference etc) | Amount paid up on each share ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
|---|-----------------------------------|---|--------------------|---------------------------|
| "A" SHARES | 1 00 | 0 00 | 700 | £ 700 00 |
| "B" SHARES | 1 00 | 0 00 | 260 | £ 260 00 |
| GROWTH A SHARES | 1 00 | 0 00 | 16 | £ 16 00 |
| GROWTH B SHARES | 1 00 | 0 00 | 16 | £ 16 00 |
| Totals | | | 992 | £ 992 00 |

8 Statement of capital (Share capital in other currencies)

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

| Currency | | | | |
|---|-----------------------------------|---|--------------------|---------------------------|
| Class of shares (E g Ordinary / Preference etc) | Amount paid up on each share ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
| | | | | |
| | | | | |
| Totals | | | | |

| Currency | | | | |
|---|-----------------------------------|---|--------------------|---------------------------|
| Class of shares (E g Ordinary/Preference etc) | Amount paid up on each share ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
| | | | | |
| | | | | |
| Totals | | | | |

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

Continuation pages
Please use a Statement of Capital continuation page if necessary

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9 Statement of capital (Totals)

| | | |
|--|--|---|
| | Please give the total number of shares and total aggregate nominal value of issued share capital | 1 Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc |
| Total number of shares | | |
| Total aggregate nominal value 1 | | |

10 Statement of capital (Prescribed particulars of rights attached to shares) **2**

| | | |
|------------------------|---|---|
| | 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 7 and Section 8 | 2 Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary |
| Class of share | "A" SHARES | |
| Prescribed particulars | Please see continuation sheet | |
| Class of share | "B" SHARES | |
| Prescribed particulars | Please see continuation sheet | |
| Class of share | GROWTH "A" SHARES AND GROWTH "B" SHARES | |
| Prescribed particulars | Please see continuation sheet | |

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of stock into shares

| | | |
|------------------------|--|---|
| Class of share | | 1 Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary |
| Prescribed particulars | | |
| Class of share | | |
| Prescribed particulars | | |

11

Signature

| | | | |
|---|---|--|--|
| Signature | I am signing this form on behalf of the company | | 2 Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership 3 Person authorised Under either section 270 or 274 of the Companies Act 2006 |
| | Signature | | |
| | X <i>James Jones</i> X | | |
| This form may be signed by Director 2 , Secretary, Person authorised 3 , Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager | | | |

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**Presenter information**

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

Contact name

NICK CROSBIE

Company name

OLSWANG LLP

Address

90 HIGH HOLBORN

Post town

LONDON

County/Region

Postcode

W C 1 V 6 X X

Country

DX 37972

Kingsway

Telephone

020 7067 3000

**Important information**

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

**Where to send**

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

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

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

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

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have entered the date of resolution in Section 2
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6
- ☐ You have completed the statement of capital
- ☐ You have signed the form

**Further information**

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

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

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Notice of consolidation, sub-division, redemption of shares and re-conversion of stock into shares

| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|---|
| Class of share | "A" SHARES |
| Prescribed particulars | <p>The following words and expressions in this Form SH02 continuation sheet shall have the following meanings</p> <p>"A Sale Right" shall have the meaning set out in article 8 1 of the Company's articles of association,</p> <p>"A Sale Right Consideration" shall have the meaning set out in, and be calculated in accordance with the provisions of, Article 11 1 of the Company's articles of association,</p> <p>"A Sale Right Date" means the date on which the audited accounts of the Company for the financial year ended on 31 December 2010 are published,</p> <p>"B Sale Right" shall have the meaning set out in article 9 1 of the Company's articles of association,</p> <p>"B Sale Right Consideration" shall have the meaning set out in, and be calculated in accordance with the provisions of, Article 11 2 of the Company's articles of association,</p> <p>"B Sale Right Date" means the date on which the audited accounts of the Company for the financial year ended on 31 December 2011 are published,</p> <p>"Capital Return" means a return of capital to Shareholders on a liquidation, redistribution or reduction of capital, share buy back out of capital dissolution or winding up of the Company in each case save to the extent the same arises as a result of any Group Reorganisation or as a result of, or in connection with, any Compulsory Transfer Event but not, for the avoidance of doubt, to include a distribution,</p> <p>"Disposal" a sale of all or substantially all of the assets of the Company to a purchaser, which shall include but not be limited to, for these purposes</p> <p>(a) a sale of all or a majority of the interest(s) of the Company in the capital of each of its subsidiaries, or</p> <p>(b) a sale of all or substantially all of the assets of each of its</p> |

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| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | "A" SHARES |
| Prescribed particulars | <p>subsidiaries,</p> <p>"Flotation" means the effective admission of the whole or at least 50 per cent of the issued ordinary share capital (within the meaning of section 832 of the Income and Corporation Taxes Act 1988 of England and Wales) of the Company to listing on the Official List of the UK Listing Authority and to trading on the London Stock Exchange plc's market for listed securities or to trading on the AIM market of the London Stock Exchange plc or to trading on any other recognised stock exchange as approved by the Directors,</p> <p>"Group Reorganisation" means a transfer of assets (including for the avoidance of doubt shares in any subsidiary) within a group of companies (provided (i) each company is and remains a subsidiary of the Sale Right Buyer and (ii) if such company ceases to be a subsidiary such cessation shall constitute a Disposal) that is undertaken for the purpose of reorganising the group's structure For the avoidance of doubt introducing an intermediary holding company into a group of companies will constitute a Group Reorganisation,</p> <p>"Growth Shares" means together the Growth A Shares and the Growth B Shares;</p> <p>"Ordinary Shares" means together all the issued "A" Shares and all the issued "B" Shares in the capital of the Company from time to time,</p> <p>"Realisation Event" means</p> <ul style="list-style-type: none"> (a) a Capital Return, (b) a Disposal, (c) a Flotation, (d) the Sale Right Buyer ceasing to be admitted to AIM or any other recognised stock exchange For the avoidance of doubt the Sale Right Buyer temporarily ceasing to be admitted to AIM or any other recognised stock exchange (pursuant to |

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| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|---|
| Class of share | "A" SHARES |
| Prescribed particulars | <p>the Sale Right Buyer undertaking a transaction in connection with which there is a cessation of trading and a re-admission to AIM or by virtue of the Sale Right Buyer initiating steps to be admitted to any other recognised stock exchange) shall not be a Realisation Event (a "De-Listing").</p> <p>(e) a change of control of the Sale Right Buyer, and</p> <p>(f) the Sale Right Buyer ceasing to have indirect control of the Company including a Share Sale,</p> <p>"Sale Right Buyer" means M & C Saatchi plc, a company incorporated in England and Wales with registered number 5114893,</p> <p>"Share Sale" means</p> <p>(a) the sale of the issued or to be issued Shares in circumstances where the purchaser or purchasers is or are (or will upon the agreement or agreements for such sale or any offer to purchase becoming unconditional be) entitled to acquire all of those of the issued and to be issued Shares not agreed to be acquired pursuant to such agreement or agreements or offer in accordance with the provisions of the Acts, or</p> <p>(b) the sale of a number of issued Shares to a single purchaser (or to one or more purchasers as part of a single transaction) where as a result of such sale there is a change of control of the Company save to the extent the same arises as a result of a Group Reorganisation</p> <p>1 DIVIDENDS</p> <p>1 2 The holders of Ordinary Shares shall be entitled to participate in the profits of the Company available for distribution by way of dividend in equal proportions, pro-rata to the amounts paid up or credited as paid up on such Ordinary Shares</p> |

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| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | "A" SHARES |
| Prescribed particulars | <p>1 3 No dividends or other distribution shall be paid or payable to the holders of Growth Shares in respect of the Growth Shares held by them</p> <p>2 VOTING</p> <p>2 1 The Ordinary Shareholders, shall be entitled to receive notice of, to attend and to vote at general meetings of the Company, on a show of hands every holder of Ordinary Shares who (being an individual) is present by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote, and on a poll, every holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote for each Ordinary Share of which he is the holder</p> <p>2 2 The holders of the Growth Shares (in respect of only the Growth Shares held by them) shall not be entitled to receive notice of or to attend (either personally or by proxy) any general meeting of the Company or to vote (either personally or by proxy) on any resolution to be proposed thereat</p> <p>3 SHARE SALE</p> <p>3 1 On a Share Sale the proceeds (whether in cash or otherwise and whether payable on completion of the Share Sale or deferred in any way, with any non-cash consideration being valued by the accountants (save to the extent the Growth Shareholders agree otherwise) and the Growth Shareholders being treated equally with the Ordinary Shareholders as regards the allocation of cash and non-cash consideration) of such Share Sale (the "Sale Proceeds") shall be allocated as follows</p> <p>3 2 first, in paying to each of the Ordinary Shareholders, an amount out of the Sale Proceeds equal to the net assets of the Company as derived from the last audited accounts of the Company or, if less the Sale Proceeds, pro-rata in respect of the Ordinary Shares that they</p> |

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| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | "A" SHARES |
| Prescribed particulars | <p>respectively sell pursuant to the Share Sale,</p> <p>3 3 second, in paying to each of the Ordinary Shareholders, an amount equal to "b" percent of the remaining Sale Proceeds that are not distributed in accordance with Article 7 1 of the Company's articles of association above pro-rata in respect of the Ordinary Shares that they respectively sell pursuant to the Share Sale, and</p> <p>3 4 third, in paying to each of the Ordinary Shareholders and Growth Shareholders, those remaining Sale Proceeds that are not distributed in accordance with Articles 7 1 and 7 2 of the Company's articles of association above pro-rata in respect of the Ordinary Shares and the Growth Shares (including the rights afforded to the Growth Shareholders as set out in these Articles, including, for the avoidance of doubt, the A Sale Right and the B Sale Right) that they respectively sell pursuant to the Share Sale,</p> <p>where</p> <p>"b" = a percentage equal to</p> <p>(i) the profit after tax of the Company for the financial year ending on 31 December 2007 as derived from the audited accounts of the Company for that financial year as increased by 8% per annum on a compound basis for each full year prior to the date of completion of the Share Sale and the confirmation of the Sale Proceeds, divided by</p> <p>(ii) the profits after tax of the Company as derived from the last audited accounts of the Company published prior to the date of the Share Sale,</p> <p>multiplied by 100</p> <p>3 5 provided always that</p> <p>3 5 1 in the event the Directors determine in their</p> |

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| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | "A" SHARES |
| Prescribed particulars | <p>absolute discretion that the calculations referred to in article 7 of the Company's articles of association have resulted in an anomalous level of the Sale Proceeds becoming payable to any of the relevant Shareholders the Directors shall, following consultation with the auditors, make such adjustments to the calculations as they may reasonably consider appropriate,</p> <p>3 5 2 the Directors must refuse to register any transfer of Shares on a Share Sale unless the Sale Proceeds are distributed to all Shareholders at the same time in accordance with article 7 of the Company's articles of association (save to the extent that the Growth Shareholders agree otherwise), and</p> <p>3 5 3 article 7 of the Company's articles of association is without prejudice to the Growth Shareholders' right to exercise their A Sale Right and B Sale Right in respect of the balance of their Growth Shares that are not sold pursuant to the Share Sale</p> |

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| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|---|
| Class of share | "B" SHARES |
| Prescribed particulars | <p>1 DIVIDENDS</p> <p>1 1 The holders of Ordinary Shares shall be entitled to participate in the profits of the Company available for distribution by way of dividend in equal proportions, pro-rata to the amounts paid up or credited as paid up on such Ordinary Shares</p> <p>1 2 No dividends or other distribution shall be paid or payable to the holders of Growth Shares in respect of the Growth Shares held by them</p> <p>2 VOTING</p> <p>2 1 The Ordinary Shareholders, shall be entitled to receive notice of, to attend and to vote at general meetings of the Company, on a show of hands every holder of Ordinary Shares who (being an individual) is present by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote, and on a poll, every holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote for each Ordinary Share of which he is the holder</p> <p>2 2 The holders of the Growth Shares (in respect of only the Growth Shares held by them) shall not be entitled to receive notice of or to attend (either personally or by proxy) any general meeting of the Company or to vote (either personally or by proxy) on any resolution to be proposed thereat</p> <p>3 SHARE SALE</p> <p>3 1 On a Share Sale the proceeds (whether in cash or otherwise and whether payable on completion of the Share Sale or deferred in any way, with any non-cash consideration being valued by the accountants (save to the extent the Growth Shareholders agree otherwise) and the Growth Shareholders being treated equally with the Ordinary Shareholders as regards the allocation of</p> |

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| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | "B" SHARES |
| Prescribed particulars | <p>cash and non-cash consideration) of such Share Sale (the "Sale Proceeds") shall be allocated as follows</p> <p>3 2 first, in paying to each of the Ordinary Shareholders, an amount out of the Sale Proceeds equal to the net assets of the Company as derived from the last audited accounts of the Company or, if less the Sale Proceeds, pro-rata in respect of the Ordinary Shares that they respectively sell pursuant to the Share Sale,</p> <p>3 3 second, in paying to each of the Ordinary Shareholders, an amount equal to "b" percent of the remaining Sale Proceeds that are not distributed in accordance with Article 7 1 of the Company's articles of association above pro-rata in respect of the Ordinary Shares that they respectively sell pursuant to the Share Sale, and</p> <p>3 4 third, in paying to each of the Ordinary Shareholders and Growth Shareholders, those remaining Sale Proceeds that are not distributed in accordance with Articles 7 1 and 7 2 of the Company's articles of association above pro-rata in respect of the Ordinary Shares and the Growth Shares (including the rights afforded to the Growth Shareholders as set out in these Articles, including, for the avoidance of doubt, the A Sale Right and the B Sale Right) that they respectively sell pursuant to the Share Sale,</p> <p>where</p> <p>"b" = a percentage equal to</p> <p>(i) the profit after tax of the Company for the financial year ending on 31 December 2007 as derived from the audited accounts of the Company for that financial year as increased by 8% per annum on a compound basis for each full year prior to the date of completion of the Share Sale and the confirmation of the Sale Proceeds, divided by</p> <p>(ii) the profits after tax of the Company as derived</p> |

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| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|---|
| Class of share | "B" SHARES |
| Prescribed particulars | <p>from the last audited accounts of the Company published prior to the date of the Share Sale,</p> <p>multiplied by 100</p> <p>3 5 provided always that</p> <p>3 5.1 in the event the Directors determine in their absolute discretion that the calculations referred to in article 7 of the Company's articles of association have resulted in an anomalous level of the Sale Proceeds becoming payable to any of the relevant Shareholders the Directors shall, following consultation with the auditors, make such adjustments to the calculations as they may reasonably consider appropriate,</p> <p>3 5.2 the Directors must refuse to register any transfer of Shares on a Share Sale unless the Sale Proceeds are distributed to all Shareholders at the same time in accordance with article 7 of the Company's articles of association (save to the extent that the Growth Shareholders agree otherwise), and</p> <p>3 5.3 article 7 of the Company's articles of association is without prejudice to the Growth Shareholders' right to exercise their A Sale Right and B Sale Right in respect of the balance of their Growth Shares that are not sold pursuant to the Share Sale</p> |

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| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|---|
| Class of share | GROWTH A SHARES |
| Prescribed particulars | <p>1 DIVIDENDS</p> <p>1 1 The holders of Ordinary Shares shall be entitled to participate in the profits of the Company available for distribution by way of dividend in equal proportions, pro-rata to the amounts paid up or credited as paid up on such Ordinary Shares</p> <p>1 2 No dividends or other distribution shall be paid or payable to the holders of Growth Shares in respect of the Growth Shares held by them</p> <p>2 VOTING</p> <p>2 1 The Ordinary Shareholders, shall be entitled to receive notice of, to attend and to vote at general meetings of the Company, on a show of hands every holder of Ordinary Shares who (being an individual) is present by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote, and on a poll, every holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote for each Ordinary Share of which he is the holder</p> <p>2 2 The holders of the Growth Shares (in respect of only the Growth Shares held by them) shall not be entitled to receive notice of or to attend (either personally or by proxy) any general meeting of the Company or to vote (either personally or by proxy) on any resolution to be proposed thereat</p> <p>3 SHARE SALE</p> <p>3 1 On a Share Sale the proceeds (whether in cash or otherwise and whether payable on completion of the Share Sale or deferred in any way, with any non-cash consideration being valued by the accountants (save to the extent the Growth Shareholders agree otherwise) and the Growth Shareholders being treated equally with the Ordinary Shareholders as regards the allocation of</p> |

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| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | GROWTH A SHARES |
| Prescribed particulars | <p>cash and non-cash consideration) of such Share Sale (the "Sale Proceeds") shall be allocated as follows</p> <p>3 2 first, in paying to each of the Ordinary Shareholders, an amount out of the Sale Proceeds equal to the net assets of the Company as derived from the last audited accounts of the Company or, if less the Sale Proceeds, pro-rata in respect of the Ordinary Shares that they respectively sell pursuant to the Share Sale,</p> <p>3 3 second, in paying to each of the Ordinary Shareholders, an amount equal to "b" percent of the remaining Sale Proceeds that are not distributed in accordance with Article 7 1 of the Company's articles of association above pro-rata in respect of the Ordinary Shares that they respectively sell pursuant to the Share Sale, and</p> <p>3 4 third, in paying to each of the Ordinary Shareholders and Growth Shareholders, those remaining Sale Proceeds that are not distributed in accordance with Articles 7 1 and 7 2 of the Company's articles of association above pro-rata in respect of the Ordinary Shares and the Growth Shares (including the rights afforded to the Growth Shareholders as set out in these Articles, including, for the avoidance of doubt, the A Sale Right and the B Sale Right) that they respectively sell pursuant to the Share Sale,</p> <p>where</p> <p>"b" = a percentage equal to</p> <p>(i) the profit after tax of the Company for the financial year ending on 31 December 2007 as derived from the audited accounts of the Company for that financial year as increased by 8% per annum on a compound basis for each full year prior to the date of completion of the Share Sale and the confirmation of the Sale Proceeds, divided by</p> <p>(ii) the profits after tax of the Company as derived</p> |

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| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | GROWTH A SHARES |
| Prescribed particulars | <p>from the last audited accounts of the Company published prior to the date of the Share Sale</p> <p>multiplied by 100</p> <p>3 5 provided always that</p> <p>3 5 1 in the event the Directors determine in their absolute discretion that the calculations referred to in article 7 of the Company's articles of association have resulted in an anomalous level of the Sale Proceeds becoming payable to any of the relevant Shareholders the Directors shall, following consultation with the auditors, make such adjustments to the calculations as they may reasonably consider appropriate,</p> <p>3 5 2 the Directors must refuse to register any transfer of Shares on a Share Sale unless the Sale Proceeds are distributed to all Shareholders at the same time in accordance with article 7 of the Company's articles of association (save to the extent that the Growth Shareholders agree otherwise), and</p> <p>3 5 3 article 7 of the Company's articles of association is without prejudice to the Growth Shareholders' right to exercise their A Sale Right and B Sale Right in respect of the balance of their Growth Shares that are not sold pursuant to the Share Sale</p> <p>4 A SALE RIGHT</p> <p>4 1 Each Growth A Shareholder shall have the right to require the Sale Right Buyer, on the exercise of such right, to purchase their Growth A Shares (including the rights afforded to a Growth A Shareholder as set out in the articles of association of the Company, including, for the avoidance of doubt, the A Sale Right) the consideration payable for the Growth A Shares (including</p> |

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|--|--|
| Class of share | GROWTH A SHARES |
| Prescribed particulars | <p>the rights afforded to a Growth A Shareholder as set out in the articles of association of the Company, including, for the avoidance of doubt, the A Sale Right) held by such Growth A Shareholder being the A Sale Right Consideration in accordance with the provisions of articles 8 2 and 8 3 inclusive and articles 10 and 11 of the articles of association of the Company (the "A Sale Right")</p> <p>4 2 A Growth A Shareholder shall be entitled to exercise the A Sale Right in respect of all (but not part only) of their Growth A Shares</p> <p>4 2 1 within one Month following the A Sale Right Date,</p> <p>4 2 2 within one Month following an anniversary of the A Sale Right Date thereafter,</p> <p>4 2 3 immediately prior to a Realisation Event (other than a Share Sale),</p> <p>4 2 4 as soon as reasonably practicable after a Share Sale,</p> <p>4 2 5 within such reasonable period of time, prior to completion of a Capital Return, Disposal, Flotation, De-Listing or an event where the Sale Right Buyer ceases to have indirect control of the Company as the Sale Right Buyer may determine in contemplation of such event as notified by the directors of the Sale Right Buyer to the Company, or</p> <p>4 2 6 within such period of time, prior to, on or as soon as reasonably practicable after the completion of a change of control of the Sale Right Buyer as the Sale Right Buyer may determine in contemplation or on the occurrence of such event as notified by the directors of the Sale Right Buyer to the</p> |

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Notice of consolidation, sub-division, redemption of shares and re-conversion of stock into shares

| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|---|
| Class of share | GROWTH A SHARES |
| Prescribed particulars | <p>Company,</p> <p>by service on the Company and the Sale Right Buyer by that Growth A Shareholder of a written notice, which notice shall be deemed to be in respect of all of the Growth A Shares then registered in the name of that Growth A Shareholder. Such notice shall be irrevocable.</p> <p>4.3 The A Sale Right Consideration shall be satisfied as follows</p> <p>4.3.1 by the issue or transfer of such number of ordinary shares in the capital of the Sale Right Buyer as is determined in accordance with the formula for calculating the A Sale Right Consideration under article 11.1 of the company's articles of association (rounded up to the nearest whole share), or</p> <p>4.3.2 in any combination of ordinary shares in the capital of the Sale Right Buyer and cash as the Sale Right Buyer shall determine in its absolute discretion provided that the Growth A Shareholder shall be entitled to receive cash in place of ordinary shares in the Sale Right Buyer if and only to the extent that the Sale Right Buyer has insufficient authorised but unissued shares that are not subject to waiver of pre-emption rights to satisfy that part of the A Sale Right Consideration. The aggregate value of the ordinary shares in the capital of the Sale Right Buyer to be issued and the cash to be paid to the Growth A Shareholder shall be equal to the market value of the A Sale Right Consideration as determined in accordance with Section 272 of the Taxation of Chargeable Gains Act 1992 (being, for the avoidance of doubt, the aggregate market value of the ordinary shares in the capital of the Sale Right Buyer determined under article 11.1 of the Company's articles of association).</p> |

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Notice of consolidation, sub-division, redemption of shares and re-conversion of stock into shares

| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | GROWTH A SHARES |
| Prescribed particulars | <p>The Sale Right Buyer and the relevant Growth A Shareholder shall use all reasonable endeavours to agree, within a period of 30 days from the date of the notice served by the relevant Growth A Shareholder in accordance with article 8.2 of the Company's articles of association, the relevant number of ordinary shares in the capital of the Sale Right Buyer to be issued and the amount of cash to be paid to the Growth A Shareholder. In the event that the Sale Right Buyer and the relevant Growth A Shareholder are unable to reach agreement, the Directors shall appoint accountants to determine the same on a reasonable basis, or</p> <p>4.3.3 on completion of the exercise of the A Sale Right the Growth A Shareholder shall be entitled to elect to receive in respect of the Growth A Shares sufficient cash in place of ordinary shares in the Sale Right Buyer, if the Sale Right Buyer is no longer admitted to AIM or any other recognised stock exchange, to pay any tax (payable by the Growth A Shareholder) resulting from such exercise, the acquisition of shares in the Sale Right Buyer and any subsequent sale of shares in the Sale Right Buyer on completion of the Realisation Event. The aggregate value of the cash to be paid to the Growth A Shareholder shall be equal to the market value of the A Sale Right Consideration as determined in accordance with Section 272 of the Taxation of Chargeable Gains Act 1992 (being, for the avoidance of doubt, the aggregate market value of the ordinary shares in the capital of the Sale Right Buyer determined under article 11.1 of the Company's articles of association). The Sale Right Buyer and the relevant Growth A Shareholder shall use all reasonable endeavours to agree, within a period of 30 days from the date of the notice served by the</p> |

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Notice of consolidation, sub-division, redemption of shares and re-conversion of stock into shares

| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|---|
| Class of share | GROWTH A SHARES |
| Prescribed particulars | <p>relevant Growth A Shareholder in accordance with article 8 2 of the Company's articles of association, the amount of cash to be paid to the Growth A Shareholder. In the event that the Sale Right Buyer and the relevant Growth A Shareholder are unable to reach agreement, the Directors shall appoint accountants to determine the same on a reasonable basis</p> <p>5 COMPLETION OF THE A SALE RIGHT AND THE B SALE RIGHT</p> <p>5 1 Upon service of a notice by a Growth Shareholder on the Sale Right Buyer pursuant to article 8 2 and/or article 9 2 of the company's articles of association, the relevant Growth Shareholder shall be bound to sell and the Sale Right Buyer shall be bound to purchase the relevant Growth Shares each in accordance with the article 10 of the company's articles of association</p> <p>5 2 Any Growth Shares in respect of which notice of exercise of the Sale Right has been given shall be sold by the relevant Growth Shareholder with full title guarantee, free from all liens, charges and encumbrances and together with all rights attaching to such Growth Shares</p> <p>5 3 <i>Completion of the sale and purchase of the Growth Shares pursuant to the A Sale Right and/or B Sale Right shall take place as soon as reasonably practicable and in any event as follows</i></p> <p>5 3 1 in respect of Growth A Shares, within the period of one month after the date that the Growth A Shareholder's notice is delivered in accordance with article 8 2 of the company's articles of association, whereupon the relevant Growth A Shareholder shall deliver to the Sale Right Buyer or its nominee duly executed transfers of the relevant Growth A Shares in favour of the Sale Right Buyer or its nominee and the relevant share certificates (or an indemnity for lost share certificates) against</p> |

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Notice of consolidation, sub-division, redemption of shares and re-conversion of stock into shares

| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | GROWTH A SHARES |
| Prescribed particulars | <p>payment of the A Sale Right Consideration,</p> <p>5 3 2 in respect of Growth B Shares, within the period of one month after the date that the Growth B Shareholder's notice is delivered in accordance with article 9 2 of the company's articles of association, whereupon the relevant Growth B Shareholder shall deliver to the Sale Right Buyer or its nominee duly executed transfers of the relevant Growth B Shares in favour of the Sale Right Buyer or its nominee and the relevant share certificates (or an indemnity for lost share certificates) against payment of the B Sale Right Consideration,</p> <p>5 3 3 in respect of the Growth A Shares and the Growth B Shares being sold on completion of</p> <p>5 3 3 1 a Capital Return,</p> <p>5 3 3 2 Disposal,</p> <p>5 3 3 3 Flotation,</p> <p>5 3 3 4 De-Listing, or</p> <p>5 3 3 5 an event where the Sale Right Buyer ceases to have indirect control of the Company,</p> <p>before or on completion of such event, or</p> <p>5 3 3 6 in respect of the Growth A Shares and the Growth B Shares being sold on the change of control of the Sale Right Buyer before, on or as soon as reasonably practicable after the completion of that event</p> |

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Notice of consolidation, sub-division, redemption of shares and re-conversion of stock into shares

| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|---|
| Class of share | GROWTH B SHARES |
| Prescribed particulars | <p>1 DIVIDENDS</p> <p>1 1 The holders of Ordinary Shares shall be entitled to participate in the profits of the Company available for distribution by way of dividend in equal proportions, pro-rata to the amounts paid up or credited as paid up on such Ordinary Shares</p> <p>1 2 No dividends or other distribution shall be paid or payable to the holders of Growth Shares in respect of the Growth Shares held by them</p> <p>2 VOTING</p> <p>2 1 The Ordinary Shareholders, shall be entitled to receive notice of, to attend and to vote at general meetings of the Company, on a show of hands every holder of Ordinary Shares who (being an individual) is present by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote, and on a poll, every holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote for each Ordinary Share of which he is the holder</p> <p>2 2 The holders of the Growth Shares (in respect of only the Growth Shares held by them) shall not be entitled to receive notice of or to attend (either personally or by proxy) any general meeting of the Company or to vote (either personally or by proxy) on any resolution to be proposed thereat</p> <p>3 SHARE SALE</p> <p>3 1 On a Share Sale the proceeds (whether in cash or otherwise and whether payable on completion of the Share Sale or deferred in any way, with any non-cash consideration being valued by the accountants (save to the extent the Growth Shareholders agree otherwise) and the Growth Shareholders being treated equally with the Ordinary Shareholders as regards the allocation of</p> |

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Notice of consolidation, sub-division, redemption of shares and re-conversion of stock into shares

| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | GROWTH B SHARES |
| Prescribed particulars | <p>cash and non-cash consideration) of such Share Sale (the "Sale Proceeds") shall be allocated as follows</p> <p>3 2 first, in paying to each of the Ordinary Shareholders, an amount out of the Sale Proceeds equal to the net assets of the Company as derived from the last audited accounts of the Company or, if less the Sale Proceeds, pro-rata in respect of the Ordinary Shares that they respectively sell pursuant to the Share Sale,</p> <p>3 3 second, in paying to each of the Ordinary Shareholders, an amount equal to "b" percent of the remaining Sale Proceeds that are not distributed in accordance with Article 7 1 of the Company's articles of association above pro-rata in respect of the Ordinary Shares that they respectively sell pursuant to the Share Sale, and</p> <p>3 4 third, in paying to each of the Ordinary Shareholders and Growth Shareholders, those remaining Sale Proceeds that are not distributed in accordance with Articles 7 1 and 7 2 of the Company's articles of association above pro-rata in respect of the Ordinary Shares and the Growth Shares (including the rights afforded to the Growth Shareholders as set out in these Articles, including, for the avoidance of doubt, the A Sale Right and the B Sale Right) that they respectively sell pursuant to the Share Sale,</p> <p>where</p> <p>"b" = a percentage equal to</p> <p>(i) the profit after tax of the Company for the financial year ending on 31 December 2007 as derived from the audited accounts of the Company for that financial year as increased by 8% per annum on a compound basis for each full year prior to the date of completion of the Share Sale and the confirmation of the Sale Proceeds, divided by</p> <p>(ii) the profits after tax of the Company as derived</p> |

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Notice of consolidation, sub-division, redemption of shares and re-conversion of stock into shares

| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|---|
| Class of share | GROWTH B SHARES |
| Prescribed particulars | <p>from the last audited accounts of the Company published prior to the date of the Share Sale.</p> <p>multiplied by 100</p> <p>3 5 provided always that</p> <p>3 5 1 in the event the Directors determine in their absolute discretion that the calculations referred to in article 7 of the Company's articles of association have resulted in an anomalous level of the Sale Proceeds becoming payable to any of the relevant Shareholders the Directors shall, following consultation with the auditors, make such adjustments to the calculations as they may reasonably consider appropriate,</p> <p>3 5 2 the Directors must refuse to register any transfer of Shares on a Share Sale unless the Sale Proceeds are distributed to all Shareholders at the same time in accordance with article 7 of the Company's articles of association (save to the extent that the Growth Shareholders agree otherwise), and</p> <p>3 5 3 article 7 of the Company's articles of association is without prejudice to the Growth Shareholders' right to exercise their A Sale Right and B Sale Right in respect of the balance of their Growth Shares that are not sold pursuant to the Share Sale</p> <p>4 B SALE RIGHT</p> <p>4 1 Each Growth B Shareholder shall have the right to require the Sale Right Buyer, on the exercise of such right, to purchase their Growth B Shares (including the rights afforded to a Growth B Shareholder as set out in these Articles, including, for the avoidance of doubt, the B Sale Right) the consideration payable for the Growth B Shares (including the rights afforded to a Growth B</p> |

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Notice of consolidation, sub-division, redemption of shares and re-conversion of stock into shares

| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | GROWTH B SHARES |
| Prescribed particulars | <p>Shareholder as set out in these Articles, including, for the avoidance of doubt, the B Sale Right) held by such Growth B Shareholder being the B Sale Right Consideration in accordance with the provisions of articles 9 2 to 9 3 inclusive and articles 10 and 11 of the Company's articles of association (the "B Sale Right")</p> <p>4 2 A Growth B Shareholder shall be entitled to exercise the B Sale Right in respect of all (but not part only) of their Growth B Shares</p> <p>4 2 1 within one Month following the B Sale Right Date, or</p> <p>4 2 2 within one Month following an anniversary of the B Sale Right Date thereafter,</p> <p>4 2 3 immediately prior to a Realisation Event (other than a Share Sale),</p> <p>4 2 4 as soon as reasonably practicable after a Share Sale,</p> <p>4 2 5 within such reasonable period of time, prior to completion of a Capital Return, Disposal, Flotation, De-Listing or an event where the Sale Right Buyer ceases to have indirect control of the Company as the Sale Right Buyer may determine in contemplation of such event as notified by the directors of the Sale Right Buyer to the Company, or</p> <p>4 2 6 within such period of time, prior to, on or as soon as reasonably practicable after the completion of a change of control of the Sale Right Buyer as the Sale Right Buyer may determine in contemplation or on the occurrence of such event as notified by the directors of the Sale Right Buyer to the Company,</p> <p>provided that any purchase pursuant to the B Sale Right</p> |

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Notice of consolidation, sub-division, redemption of shares and re-conversion of stock into shares

| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | GROWTH B SHARES |
| Prescribed particulars | <p>exercised pursuant to articles 9 2 1 or 9 2 2 of the Company's articles of association cannot complete until the Growth B Shareholder has exercised his/her A Sale Right and provided that any purchase pursuant to the B Sale Right must complete at least 12 months after the A Sale Right is completed. The B Sale Right, exercised pursuant to articles 9 2 1, 9 2 2, 9 2 3, 9 2 4, 9 2 5 and 9 2 3 of the Company's articles of association shall be exercised by service on the Company and the Sale Right Buyer by that Growth B Shareholder of a written notice, which notice shall be deemed to be in respect of all of the Growth B Shares then registered in the name of that Growth B Shareholder. Such notice shall be irrevocable.</p> <p>4 3 The B Sale Right Consideration shall be satisfied as follows</p> <p>4 3 1 by the issue or transfer of such number of ordinary shares in the capital of the Sale Right Buyer as is determined in accordance with the formula for calculating the B Sale Right Consideration under article 11 2 the Company's articles of association (rounded up to the nearest whole share), or</p> <p>4 3 2 in any combination of ordinary shares in the capital of the Sale Right Buyer and cash as the Sale Right Buyer shall determine in its absolute discretion provided that the Growth B Shareholder shall be entitled to receive cash in place of ordinary shares in the Sale Right Buyer if and only to the extent that the Sale Right Buyer has insufficient authorised but unissued shares that are not subject to waiver of pre-emption rights to satisfy that part of the B Sale Right Consideration. The aggregate value of the ordinary shares in the capital of the Sale Right Buyer to be issued and cash to be paid to the Growth B Shareholder shall be equal to the market value of the B Sale Right Consideration as determined in accordance</p> |

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Notice of consolidation, sub-division, redemption of shares and re-conversion of stock into shares

| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | GROWTH B SHARES |
| Prescribed particulars | <p>with Section 272 of the Taxation of Chargeable Gains Act 1992 (being, for the avoidance of doubt, the aggregate market value of the ordinary shares in the capital of the Sale Right Buyer determined under article 11.2 of the Company's articles of association) The Sale Right Buyer and the relevant Growth B Shareholder shall use all reasonable endeavours to agree, within a period of 30 days from the date of the notice served by the relevant Growth B Shareholder in accordance with article 9.2 of the Company's articles of association, the relevant number of ordinary shares in the capital of the Sale Right Buyer to be issued and the amount of cash to be paid to the Growth B Shareholder. In the event that the Sale Right Buyer and the relevant Growth B Shareholder are unable to reach agreement, the Directors shall appoint accountants to determine the same on a reasonable basis, or</p> <p>4.3.3 on completion of the exercise of the B Sale Right the Growth B Shareholder shall be entitled to elect to receive in respect of the Growth B Shares sufficient cash in place of ordinary shares in the Sale Right Buyer, if the Sale Right Buyer is no longer admitted to AIM or any other recognised stock exchange, to pay any tax (payable by the Growth B Shareholder) resulting from such exercise, the acquisition of shares in the Sale Right Buyer and any subsequent sale of shares in the Sale Right Buyer on completion of the Realisation Event. The aggregate value of the cash to be paid to the Growth B Shareholder shall be equal to the market value of the B Sale Right Consideration as determined in accordance with Section 272 of the Taxation of Chargeable Gains Act 1992 (being, for the avoidance of doubt, the aggregate market value of the ordinary shares in the capital of the Sale Right</p> |

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Notice of consolidation, sub-division, redemption of shares and re-conversion of stock into shares

| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|---|
| Class of share | GROWTH B SHARES |
| Prescribed particulars | <p>Buyer determined under article 11 2 of the company's articles of association) The Sale Right Buyer and the relevant Growth B Shareholder shall use all reasonable endeavours to agree, within a period of 30 days from the date of the notice served by the relevant Growth B Shareholder in accordance with article 9 2 of the company's articles of association the amount of cash to be paid to the Growth B Shareholder In the event that the Sale Right Buyer and the relevant Growth B Shareholder are unable to reach agreement, the Directors shall appoint accountants to determine the same on a reasonable basis</p> <p>5 COMPLETION OF THE A SALE RIGHT AND THE B SALE RIGHT</p> <p>5 1 Upon service of a notice by a Growth Shareholder on the Sale Right Buyer pursuant to article 8 2 and/or article 9 2 of the Company's articles of association, the relevant Growth Shareholder shall be bound to sell and the Sale Right Buyer shall be bound to purchase the relevant Growth Shares each in accordance with Article 10 of the Company's articles of association</p> <p>5 2 Any Growth Shares in respect of which notice of exercise of the Sale Right has been given shall be sold by the relevant Growth Shareholder with full title guarantee, free from all liens, charges and encumbrances and together with all rights attaching to such Growth Shares</p> <p>5 3 Completion of the sale and purchase of the Growth Shares pursuant to the A Sale Right and/or B Sale Right shall take place as soon as reasonably practicable and in any event as follows</p> <p>5 3 1 in respect of Growth A Shares, within the period of one month after the date that the Growth A Shareholder's notice is delivered in accordance with article 8 2 of the Company's articles of association, whereupon the relevant</p> |

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Notice of consolidation, sub-division, redemption of shares and re-conversion of stock into shares

| Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|--|
| Class of share | GROWTH B SHARES |
| Prescribed particulars | <p>Growth A Shareholder shall deliver to the Sale Right Buyer or its nominee duly executed transfers of the relevant Growth A Shares in favour of the Sale Right Buyer or its nominee and the relevant share certificates (or an indemnity for lost share certificates) against payment of the A Sale Right Consideration,</p> <p>5 3 2 in respect of Growth B Shares, within the period of one month after the date that the Growth B Shareholder's notice is delivered in accordance with article 9 2 of the Company's articles of association, whereupon the relevant Growth B Shareholder shall deliver to the Sale Right Buyer or its nominee duly executed transfers of the relevant Growth B Shares in favour of the Sale Right Buyer or its nominee and the relevant share certificates (or an indemnity for lost share certificates) against payment of the B Sale Right Consideration,</p> <p>5 3 3 in respect of the Growth A Shares and the Growth B Shares being sold on completion of</p> <p>5 3 3 1 a Capital Return;</p> <p>5 3 3 2 Disposal,</p> <p>5 3 3 3 Flotation,</p> <p>5 3 3 4 De-Listing, or</p> <p>5 3 3 5 an event where the Sale Right Buyer ceases to have indirect control of the Company,</p> <p>before or on completion of such event, or</p> <p>5 3 3 6 in respect of the Growth A Shares and the Growth B Shares being sold on the change of control of the Sale Right Buyer before, on or</p> |

in accordance with
Sections 619 621 and
689 of the Companies
Act 2006

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Notice of consolidation, sub-division, redemption of shares and re-conversion of stock into shares

| Statement of capital (Prescribed particulars of rights attached to shares) | | |
|--|---|--|
| Class of share | GROWTH B SHARES | |
| Prescribed particulars | as soon as reasonably practicable after the completion of that event | |