

**Return of Allotment of Shares**Company Name: **Warwick Acoustics Limited**Company Number: **04451674**Received for filing in Electronic Format on the: **16/08/2019**

X8C02ETV

**Shares Allotted (including bonus shares)**

| Date or period during which<br>shares are allotted | From              | To                |
|----------------------------------------------------|-------------------|-------------------|
|                                                    | <b>16/08/2019</b> | <b>16/08/2019</b> |

**Class of Shares: D ORDINARY**Currency: **GBP**Number allotted **200517328**Nominal value of each share **0.0001**Amount paid: **0.006282**Amount unpaid: **0**

No shares allotted other than for cash

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# Statement of Capital (Share Capital)

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|                  |          |                          |            |
|------------------|----------|--------------------------|------------|
| Class of Shares: | C        | Number allotted          | 244443343  |
|                  | ORDINARY | Aggregate nominal value: | 244443.343 |
| Currency:        | GBP      |                          |            |

Prescribed particulars

**4.1 AS REGARDS CAPITAL: FOR THE PURPOSE OF ARTICLE 4: “DISPOSAL’ MEANS A SALE OR OTHER DISPOSAL WHETHER BY ONE TRANSACTION OR A SERIES OF RELATED TRANSACTIONS OF THE WHOLE OR A SUBSTANTIAL PART OF THE UNDERTAKING OF THE COMPANY OR ANY OTHER GROUP UNDERTAKING (OTHER THAN TO A GROUP UNDERTAKING WHICH IS THE COMPANY OR A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY) IN CIRCUMSTANCES WHERE THE PROCEEDS OF SUCH SALE OR DISPOSAL ARE SUBSEQUENTLY DISTRIBUTED TO SHAREHOLDERS (IN WHOLE OR PART); “EXIT” MEANS A SALE OR A DISPOSAL WHICHEVER SHALL FIRST OCCUR; “PROCEEDS” MEANS (A) IN THE CASE OF A SALE, THE AGGREGATE CONSIDERATION EXPRESSED AS A CASH PRICE (WHETHER THAT CONSIDERATION IS TO BE SATISFIED IN CASH, SHARES, LOAN STOCK, OR A COMBINATION THEREOF OR OTHERWISE, ANY NON-CASH CONSIDERATION BEING VALUED BY THE AUDITORS) PAID PURSUANT TO AN AGREEMENT OR AN OFFER; AND (B) IN THE CASE OF A DISPOSAL, AN AMOUNT EQUAL TO THE TOTAL AMOUNT AVAILABLE FOR PAYMENT TO HOLDERS OF SHARES AS A RESULT OF THE DISPOSAL BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR CONSIDERATION PAYABLE IN RESPECT OF SHARES PURCHASED BY THE COMPANY INCLUSIVE OF ANY ASSOCIATED TAX CREDIT.**

**4.2 THE MEMBERS SHALL DO OR PROCURE THE DOING OF ALL NECESSARY ACTS TO ENSURE THAT, IN THE EVENT OF AN EXIT THE PROCEEDS, OR ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (TO THE EXTENT THERE IS ANY SUCH SURPLUS), SHALL, SUBJECT TO ARTICLE 4.3, BE DISTRIBUTED IN THE FOLLOWING ORDER OF PRIORITY: 4.2.1 IN DISTRIBUTING THE RELEVANT AMOUNT AMONGST ALL SHAREHOLDERS (OR, IN THE CASE OF A SALE, TO THOSE WHO HAVE SOLD SHARES PURSUANT TO SUCH SALE) AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE, SAVE THAT FOR THIS PURPOSE 99% OF THE RELEVANT AMOUNT SHALL BE DISTRIBUTED TO THE ‘C’ ORDINARY SHAREHOLDERS (OR, IN THE CASE OF A SALE, TO THOSE WHO SHALL HAVE SOLD ‘C’ ORDINARY SHARES PURSUANT TO SUCH SALE) IN AN AMOUNT, SO FAR AS IS PRACTICABLE AND PERMISSIBLE IN ACCORDANCE WITH ARTICLE 4.3, PRO-RATA TO THE ORIGINAL SUBSCRIPTION AMOUNT PAID FOR THEIR ‘C’ ORDINARY SHARES; AND 1% OF**

THE RELEVANT AMOUNT SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS (OR, IN THE CASE OF A SALE, TO THOSE WHO SHALL HAVE SOLD ORDINARY SHARES PURSUANT TO SUCH SALE) IN AN AMOUNT, SO FAR AS IS PRACTICABLE AND PERMISSIBLE IN ACCORDANCE WITH ARTICLE 4.3, PRO-RATA TO THE ORIGINAL SUBSCRIPTION AMOUNT PAID FOR THEIR ORDINARY SHARES; AND 4.2.2 SUBJECT THERETO, THE BALANCE OF SUCH PROCEEDS OR ASSETS SHALL BELONG TO AND BE DISTRIBUTED AMONGST THE ORDINARY SHAREHOLDERS AND THE 'C' ORDINARY SHAREHOLDERS (OR, IN THE CASE OF A SALE, AMONGST THOSE WHO SHALL HAVE SOLD ORDINARY SHARES OR 'C' ORDINARY SHARES PURSUANT TO SUCH SALE) PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE, TO THE EXTENT THAT ANY DISTRIBUTION TO ANY INDIVIDUAL SHAREHOLDER COMPLIES WITH ARTICLE 4.3.

|                  |          |                          |            |
|------------------|----------|--------------------------|------------|
| Class of Shares: | D        | Number allotted          | 969600741  |
|                  | ORDINARY | Aggregate nominal value: | 96960.0741 |
| Currency:        | GBP      |                          |            |

Prescribed particulars

**4.1 AS REGARDS CAPITAL: FOR THE PURPOSE OF ARTICLE 4: "DISPOSAL" MEANS A SALE OR OTHER DISPOSAL WHETHER BY ONE TRANSACTION OR A SERIES OF RELATED TRANSACTIONS OF THE WHOLE OR A SUBSTANTIAL PART OF THE UNDERTAKING OF THE COMPANY OR ANY OTHER GROUP UNDERTAKING (OTHER THAN TO A GROUP UNDERTAKING WHICH IS THE COMPANY OR A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY) IN CIRCUMSTANCES WHERE THE PROCEEDS OF SUCH SALE OR DISPOSAL ARE SUBSEQUENTLY DISTRIBUTED TO SHAREHOLDERS (IN WHOLE OR PART); "EXIT" MEANS A SALE OR A DISPOSAL WHICHEVER SHALL FIRST OCCUR; "PROCEEDS" MEANS (A) IN THE CASE OF A SALE, THE AGGREGATE CONSIDERATION EXPRESSED AS A CASH PRICE (WHETHER THAT CONSIDERATION IS TO BE SATISFIED IN CASH, SHARES, LOAN STOCK, OR A COMBINATION THEREOF OR OTHERWISE, ANY NON-CASH CONSIDERATION BEING VALUED BY THE AUDITORS) PAID PURSUANT TO AN AGREEMENT OR AN OFFER; AND (B) IN THE CASE OF A DISPOSAL, AN AMOUNT EQUAL TO THE TOTAL AMOUNT AVAILABLE FOR PAYMENT TO HOLDERS OF SHARES AS A RESULT OF THE DISPOSAL BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR CONSIDERATION PAYABLE IN RESPECT OF SHARES PURCHASED BY THE COMPANY INCLUSIVE OF ANY ASSOCIATED TAX CREDIT.**

**4.2 THE MEMBERS SHALL DO OR PROCURE THE DOING OF ALL NECESSARY ACTS TO ENSURE THAT, IN THE EVENT OF AN EXIT THE PROCEEDS, OR ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING**

AFTER PAYMENT OF ITS LIABILITIES (TO THE EXTENT THERE IS ANY SUCH SURPLUS), SHALL, SUBJECT TO ARTICLE 4.3, BE DISTRIBUTED IN THE FOLLOWING ORDER OF PRIORITY: 4.2.1 IN DISTRIBUTING THE RELEVANT AMOUNT AMONGST ALL SHAREHOLDERS (OR, IN THE CASE OF A SALE, TO THOSE WHO HAVE SOLD SHARES PURSUANT TO SUCH SALE) AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE, SAVE THAT FOR THIS PURPOSE 99% OF THE RELEVANT AMOUNT SHALL BE DISTRIBUTED TO THE 'C' ORDINARY SHAREHOLDERS (OR, IN THE CASE OF A SALE, TO THOSE WHO SHALL HAVE SOLD 'C' ORDINARY SHARES PURSUANT TO SUCH SALE) IN AN AMOUNT, SO FAR AS IS PRACTICABLE AND PERMISSIBLE IN ACCORDANCE WITH ARTICLE 4.3, PRO-RATA TO THE ORIGINAL SUBSCRIPTION AMOUNT PAID FOR THEIR 'C' ORDINARY SHARES; AND 1% OF THE RELEVANT AMOUNT SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS (OR, IN THE CASE OF A SALE, TO THOSE WHO SHALL HAVE SOLD ORDINARY SHARES PURSUANT TO SUCH SALE) IN AN AMOUNT, SO FAR AS IS PRACTICABLE AND PERMISSIBLE IN ACCORDANCE WITH ARTICLE 4.3, PRO-RATA TO THE ORIGINAL SUBSCRIPTION AMOUNT PAID FOR THEIR ORDINARY SHARES; AND 4.2.2 SUBJECT THERETO, THE BALANCE OF SUCH PROCEEDS OR ASSETS SHALL BELONG TO AND BE DISTRIBUTED AMONGST THE ORDINARY SHAREHOLDERS AND THE 'C' ORDINARY SHAREHOLDERS (OR, IN THE CASE OF A SALE, AMONGST THOSE WHO SHALL HAVE SOLD ORDINARY SHARES OR 'C' ORDINARY SHARES PURSUANT TO SUCH SALE) PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE, TO THE EXTENT THAT ANY DISTRIBUTION TO ANY INDIVIDUAL SHAREHOLDER COMPLIES WITH ARTICLE 4.3.

|                  |          |                          |            |
|------------------|----------|--------------------------|------------|
| Class of Shares: | ORDINARY | Number allotted          | 749815288  |
| Currency:        | GBP      | Aggregate nominal value: | 74981.5288 |

Prescribed particulars

4.1 AS REGARDS CAPITAL FOR THE PURPOSE 0' ARTICLE 4 "DISPOSAL\* MEANS A SALE OR OTHER DISPOSAL WHETHER BY ONE TRANSACTOR, OR A SERIES OF RELATED TRANSACTIONS OF THE WHOLE OR SUBSTANTIAL PART OF THE URTDERTAKI NG OF THE COMPANY OR ANY OTHER GROUP UNDERTAKING (OTHER THAN TO A GROUP UNDERTAKING WHICH IS THE COMPANY OR A WHOLLY OWNED SUBSIDIARY OF THE COMPANY) IN CIRCUMSTANCES WHERE THE PROCEEDS IF SUCH SALES OR DISPOSAL ARE SUBSEQUENTLY DISTRIBUTED TO SHAREHOLDERS (IN WHOLE OR IN PART. "EXIT" MEANS A SALE OR DISPOSAL WH\*CHEV ER SHALL FIRST OCCUR. "PROCEEDS' MEANS (A) IN THE CASE OF A SALE, THE AGGREGATE CONSIDERATION EXPRESSED AS A CASH PRICE (WHETHER THAT CONSIDERALION IS TO BE SATISFIOD IN CASH, SHARES. LOBN STOCK.OR

A COMBINATION THEREOF OR OTHERWISE, ANY NON-CASH CONSIDERATION BEING VALUED BY THE AUDITORS) PAID PURSUANT TO AN AGREEMENT OR AN OFFER, AND (B) IN THE CASE OF A DISPOSAL, AN AMOUNT EQUAL TO THE TOTAL AMOUNT AVAILABLE FOR PAYMENT TO HOLDERS : OF SHARES AS A RESULT OF THE DISPOSAL BY WAY OF A DIVIDEND, DIVIDEND ON LIQUIDATION OR CONSIDERATION PAYABLE IN RESPECT OF SHARES PURCHASED BY THE COMPANY INCLUSIVE OF ANY ASSOCIATED TAX CREDIT.

4.2 THE MEMBERS SHALL DO OR PROCURE THE DOING OF ALL NECESSARY ACTS TO ENSURE THAT IN THE EVENT OF AN EXIT THE PROCEEDS, OR ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (TO THE EXTENT THERE IS ANY SUCH SURPLUS), SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY

4.2.1 FIRSTLY, IN PAYING TO THE 'B' ORDINARY SHAREHOLDERS (AS A CLASS) (OR, IN THE CASE OF A SALE, TO THOSE 'B' ORDINARY SHAREHOLDERS WHO SHALL HAVE SOLD 'B' ORDINARY SHARES PURSUANT TO SUCH SALE) AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE (INCLUSIVE OF PREMIUM) PAID FOR SUCH 'B' ORDINARY SHARES.

4.2.2 SECONDLY, IN PAYING TO THE 'A' ORDINARY SHAREHOLDERS (AS A CLASS) (OR, IN THE CASE OF A SALE, TO THOSE 'A' ORDINARY SHAREHOLDERS WHO SHALL HAVE SOLD 'A' ORDINARY SHARES PURSUANT TO SUCH SALE) AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE (INCLUSIVE OF ANY PREMIUMS) PAID FOR SUCH 'A' ORDINARY SHARES.

4.2.3 SUBJECT THERETO, THE BALANCE OF SUCH PROCEEDS OR ASSETS SHALL BELONG TO AND BE DISTRIBUTED AMONGST THE ORDINARY SHAREHOLDERS, THE 'A' ORDINARY SHAREHOLDERS, AND THE 'B' ORDINARY SHAREHOLDERS (OR, IN THE CASE OF A SALE, TO THOSE WHO SHALL HAVE SOLD ORDINARY SHARES, 'A' ORDINARY SHARES OR 'B' ORDINARY SHARES PURSUANT TO SUCH SALE) PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE.

4.3 AS REGARDS VOTING

4.3.1 THE HOLDERS OF THE 'B' ORDINARY SHARES, THE HOLDERS OF THE 'A' ORDINARY SHARES AND THE HOLDERS OF THE ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY AND ON A SHOW OF HANDS SHALL HAVE ONE VOTE EACH, AND ON A POLL SHALL HAVE ONE VOTE FOR EACH 'B' ORDINARY SHARE. 'A' ORDINARY SHARE OR ORDINARY SHARE OF WHICH THEY ARE THE HOLDER PROVIDED ALWAYS THAT AT ANY TIME THE AGGREGATE VOTING RIGHTS EXERCISABLE BY THE MERCIA FUND AND ANY OTHER SHAREHOLDER THAT IS CONNECTED (AS DEFINED IN SECTION 1122 OF THE CORPORATION TAX ACT 2010) TO ANY OR ALL OF THE MERCIA FUND AND MERCIA FUND GENERAL PARTNERS SHALL NOT EXCEED 49.99% OF THE TOTAL VOTING RIGHTS IN THE COMPANY.



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## Statement of Capital (Totals)

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|-----------|------------|--------------------------------|--------------------|
| Currency: | <b>GBP</b> | Total number of shares:        | <b>1963859372</b>  |
|           |            | Total aggregate nominal value: | <b>416384.9459</b> |
|           |            | Total aggregate amount unpaid: | <b>0</b>           |

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### Authorisation

Authenticated

This form was authorised by one of the following:

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