## **Return of Allotment of Shares**

Company Name: LUMINET NETWORKS LIMITED

Company Number: 05613914

Received for filing in Electronic Format on the: 20/05/2019

Shares Allotted (including bonus shares)

Date or period during which From shares are allotted 17/04/2019

Class of Shares: A ORDINARY Number allotted 340915

Currency: GBP Nominal value of each share 0.001

Amount paid: 0.2514

Amount unpaid: 0

No shares allotted other than for cash

Class of Shares: PREFERENCE Number allotted 18029

Currency: GBP Nominal value of each share 1

Amount paid: 1

Amount unpaid: 0

No shares allotted other than for cash

## **Statement of Capital (Share Capital)**

Class of Shares: A Number allotted 11932028

ORDINARY Aggregate nominal value: 11932.03

Currency: GBP

Prescribed particulars

**VOTING RIGHTS: "EQUITY SHARES" (BEING THE A, B, C, D AND E ORDINARY SHARES)** SHALL HAVE EQUAL VOTING RIGHTS BUT IF THE LEGAL TITLE TO ANY B ORDINARY SHARES IS HELD BY A PERSON OTHER THAN A "PERMITTED HOLDER" (BEING A NOMINEE APPROVED BY THE BOARD ACTING WITH THE CONSENT OF THE INVESTOR DIRECTOR). SUCH B ORDINARY SHARES WILL NOT CARRY ANY RIGHT TO VOTE, UNTIL SUCH TIME AS THEY ARE TRANSFERRED TO A "PERMITTED HOLDER". INCOME: THE PROFITS OF THE COMPANY, AFTER PAYMENT OF THE 8% PER ANNUM FIXED NON-CUMULATIVE CASH PREFERENTIAL DIVIDEND PAYABLE IN RESPECT OF EACH PREFERENCE SHARE, SHALL BE FIRSTLY DISTRIBUTED TO THE HOLDERS OF DEFERRED SHARES UP TO A MAXIMUM AGGREGATE OF £1 AND THEREAFTER DISTRIBUTED TO THE HOLDERS OF EQUITY SHARES AS IF THEY WERE ONE AND THE SAME CLASS AND PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD. NO DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND) SHALL BE PAYABLE ON THE EQUITY SHARES IF ANY AMOUNTS OF CAPITAL AND INTEREST ON THE £900,000 INVESTOR LOAN NOTES REMAINS OUTSTANDING. CAPITAL: ON A RETURN OF ASSETS ON A LIQUIDATION OR CAPITAL REDUCTION OR SIMILAR. THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED (A) FIRSTLY, AS TO £1 IN AGGREGATE TO THE HOLDERS OF THE DEFERRED SHARES; AND (B) THEREAFTER, ANY REMAINING ASSETS SHALL BE DISTRIBUTED AS BETWEEN HOLDERS OF THE PREFERENCE SHARES AND THE EQUITY SHARES AS IF THEY WERE ONE AND THE SAME CLASS AND PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD. THE PROCEEDS OF ANY SALE: SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF SHARES AS FOLLOWS: (1) FIRSTLY, AN AMOUNT EQUAL TO 2 YEARS OF PREFERENCE DIVIDENDS PLUS ANY PREFERENCE DIVIDENDS WHICH HAVE NOT BEEN PAID OR ARE ONLY PARTLY PAID DUE TO LACK OF AVAILABLE PROFITS PLUS £1 FOR EACH PREFERENCE SHARE IN ISSUE; (2) SECONDLY, AN AMOUNT EQUAL TO THE ISSUE PRICE FOR EACH A ORDINARY SHARE IN ISSUE; (3) THIRDLY, AN AGGREGATE AMOUNT EQUAL TO £2,700,000 ("EQUITY RETURN") SHALL BE PAID IN THE FOLLOWING PROPORTIONS: 33% OF THE EQUITY RETURN TO THE HOLDERS OF THE A ORDINARY SHARES: 40% OF THE EQUITY RETURN TO THE HOLDER OF THE B ORDINARY SHARES; AND 27% OF THE EQUITY RETURN TO THE HOLDERS OF THE C ORDINARY SHARE: (4) FOURTHLY. £0.001 SHALL BE PAID TO EACH OF THE HOLDERS OF ANY DEFERRED SHARES; AND (5) FIFTHLY, THE BALANCE OF THE SALE PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (AS IF THEY WERE ONE AND THE SAME CLASS) ACCORDING TO THE NUMBER OF EQUITY SHARES HELD PROVIDED THAT THE "RATCHET" (SEE BELOW) SHALL BE IGNORED FOR THE PURPOSES OF CALCULATING THE AMOUNTS PAYABLE TO THE HOLDERS OF THE C AND E ORDINARY SHARES WHO SHALL RECEIVE SUCH SALE PROCEEDS THEY WOULD HAVE RECEIVED IF THE RATCHET WAS NOT APPLICABLE. RATCHET: IF THE COMPANY FAILS TO ACHIEVES ITS RATCHET EBITDA TARGET FOR THE FINANCIAL YEAR ENDING 31 MARCH 2019. FOR EVERY £100.000 THE COMPANY'S RATCHET EBITDA IS BELOW THE RATCHET EBITDA TARGET, D ORDINARY SHARES CONFERRING 2% OF THE FULLY DILUTED SHARE CAPITAL OF THE COMPANY AS AT THE DATE OF THE ADOPTION OF THE COMPANY'S ARTICLES (ASSUMING ALL EMPLOYEE SHARE OPTIONS GRANTED OVER E ORDINARY SHARES SHALL BE DEEMED TO HAVE BEEN EXERCISED AND E ORDINARY SHARES REPRESENTING 7.5% OF THE COMPANY'S FULLY ISSUED SHARES CAPITAL SHALL BE DEEMED TO BE IN ISSUE), SHALL AUTOMATICALLY CONVERT INTO DEFERRED SHARES SAVE THAT A MAXIMUM NUMBER OF D ORDINARY SHARES REPRESENTING NO MORE THAN 8% OF THE FULLY DILUTED SHARE CAPITAL OF THE COMPANY AS AT THE ADOPTION DATE SHALL CONVERT INTO DEFERRED SHARES UNDER THE OPERATION OF THE RATCHET. REDEMPTION RIGHTS: NONE.

Class of Shares: B Number allotted 5834319

ORDINARY Aggregate nominal value: 5834.319

Currency: GBP

Prescribed particulars

VOTING RIGHTS: "EQUITY SHARES" (BEING THE A, B, C, D AND E ORDINARY SHARES) SHALL HAVE EQUAL VOTING RIGHTS BUT IF THE LEGAL TITLE TO ANY B ORDINARY SHARES IS HELD BY A PERSON OTHER THAN A "PERMITTED HOLDER" (BEING A NOMINEE APPROVED BY THE BOARD ACTING WITH THE CONSENT OF THE INVESTOR DIRECTOR), SUCH B ORDINARY SHARES WILL NOT CARRY ANY RIGHT TO VOTE, UNTIL SUCH TIME AS THEY ARE TRANSFERRED TO A "PERMITTED HOLDER". INCOME: THE PROFITS OF THE COMPANY, AFTER PAYMENT OF THE 8% PER ANNUM FIXED NON-CUMULATIVE CASH PREFERENTIAL DIVIDEND PAYABLE IN RESPECT OF EACH PREFERENCE SHARE, SHALL BE FIRSTLY DISTRIBUTED TO THE HOLDERS OF DEFERRED SHARES UP TO

A MAXIMUM AGGREGATE OF £1 AND THEREAFTER DISTRIBUTED TO THE HOLDERS OF EQUITY SHARES AS IF THEY WERE ONE AND THE SAME CLASS AND PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD. NO DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND) SHALL BE PAYABLE ON THE EQUITY SHARES IF ANY AMOUNTS OF CAPITAL AND INTEREST ON THE £900,000 INVESTOR LOAN NOTES REMAINS OUTSTANDING. CAPITAL: ON A RETURN OF ASSETS ON A LIQUIDATION OR CAPITAL REDUCTION OR SIMILAR. THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED (A) FIRSTLY, AS TO £1 IN AGGREGATE TO THE HOLDERS OF THE DEFERRED SHARES: AND (B) THEREAFTER. ANY REMAINING ASSETS SHALL BE DISTRIBUTED AS BETWEEN HOLDERS OF THE PREFERENCE SHARES AND THE EQUITY SHARES AS IF THEY WERE ONE AND THE SAME CLASS AND PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD. THE PROCEEDS OF ANY SALE: SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF SHARES AS FOLLOWS: (1) FIRSTLY, AN AMOUNT EQUAL TO 2 YEARS OF PREFERENCE DIVIDENDS PLUS ANY PREFERENCE DIVIDENDS WHICH HAVE NOT BEEN PAID OR ARE ONLY PARTLY PAID DUE TO LACK OF AVAILABLE PROFITS PLUS £1 FOR EACH PREFERENCE SHARE IN ISSUE; (2) SECONDLY, AN AMOUNT EQUAL TO THE ISSUE PRICE FOR EACH A ORDINARY SHARE IN ISSUE; (3) THIRDLY, AN AGGREGATE AMOUNT EQUAL TO £2,700,000 ("EQUITY RETURN") SHALL BE PAID IN THE FOLLOWING PROPORTIONS: 33% OF THE EQUITY RETURN TO THE HOLDERS OF THE A ORDINARY SHARES: 40% OF THE EQUITY RETURN TO THE HOLDER OF THE B ORDINARY SHARES; AND 27% OF THE EQUITY RETURN TO THE HOLDERS OF THE C ORDINARY SHARE; (4) FOURTHLY, £0.001 SHALL BE PAID TO EACH OF THE HOLDERS OF ANY DEFERRED SHARES; AND (5) FIFTHLY, THE BALANCE OF THE SALE PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (AS IF THEY WERE ONE AND THE SAME CLASS) ACCORDING TO THE NUMBER OF EQUITY SHARES HELD PROVIDED THAT THE "RATCHET" (SEE BELOW) SHALL BE IGNORED FOR THE PURPOSES OF CALCULATING THE AMOUNTS PAYABLE TO THE HOLDERS OF THE C AND E ORDINARY SHARES WHO SHALL RECEIVE SUCH SALE PROCEEDS THEY WOULD HAVE RECEIVED IF THE RATCHET WAS NOT APPLICABLE. RATCHET: IF THE COMPANY FAILS TO ACHIEVES ITS RATCHET EBITDA TARGET FOR THE FINANCIAL YEAR ENDING 31 MARCH 2019, FOR EVERY £100,000 THE COMPANY'S RATCHET EBITDA IS BELOW THE RATCHET EBITDA TARGET. D ORDINARY SHARES CONFERRING 2% OF THE FULLY DILUTED SHARE CAPITAL OF THE COMPANY AS AT THE DATE OF THE ADOPTION OF THE COMPANY'S ARTICLES (ASSUMING ALL EMPLOYEE SHARE OPTIONS GRANTED OVER E ORDINARY SHARES SHALL BE DEEMED TO HAVE BEEN EXERCISED AND E ORDINARY SHARES REPRESENTING 7.5% OF THE COMPANY'S FULLY ISSUED SHARES CAPITAL SHALL BE DEEMED TO BE IN ISSUE), SHALL AUTOMATICALLY CONVERT INTO DEFERRED SHARES SAVE THAT A MAXIMUM NUMBER OF D ORDINARY SHARES REPRESENTING NO MORE THAN 8% OF THE FULLY DILUTED SHARE CAPITAL OF THE COMPANY AS AT THE ADOPTION DATE SHALL CONVERT INTO DEFERRED SHARES UNDER THE OPERATION OF THE RATCHET. REDEMPTION RIGHTS: NONE.

Class of Shares: C Number allotted 3983510

ORDINARY Aggregate nominal value: 3983.51

Currency: GBP

Prescribed particulars

VOTING RIGHTS: "EQUITY SHARES" (BEING THE A. B. C. D AND E ORDINARY SHARES) SHALL HAVE EQUAL VOTING RIGHTS BUT IF THE LEGAL TITLE TO ANY B ORDINARY SHARES IS HELD BY A PERSON OTHER THAN A "PERMITTED HOLDER" (BEING A NOMINEE APPROVED BY THE BOARD ACTING WITH THE CONSENT OF THE INVESTOR DIRECTOR). SUCH B ORDINARY SHARES WILL NOT CARRY ANY RIGHT TO VOTE. UNTIL SUCH TIME AS THEY ARE TRANSFERRED TO A "PERMITTED HOLDER". INCOME: THE PROFITS OF THE COMPANY. AFTER PAYMENT OF THE 8% PER ANNUM FIXED NON-CUMULATIVE CASH PREFERENTIAL DIVIDEND PAYABLE IN RESPECT OF EACH PREFERENCE SHARE, SHALL BE FIRSTLY DISTRIBUTED TO THE HOLDERS OF DEFERRED SHARES UP TO A MAXIMUM AGGREGATE OF £1 AND THEREAFTER DISTRIBUTED TO THE HOLDERS OF EQUITY SHARES AS IF THEY WERE ONE AND THE SAME CLASS AND PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD. NO DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND) SHALL BE PAYABLE ON THE EQUITY SHARES IF ANY AMOUNTS OF CAPITAL AND INTEREST ON THE £900,000 INVESTOR LOAN NOTES REMAINS OUTSTANDING. CAPITAL: ON A RETURN OF ASSETS ON A LIQUIDATION OR CAPITAL REDUCTION OR SIMILAR. THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED (A) FIRSTLY, AS TO £1 IN AGGREGATE TO THE HOLDERS OF THE DEFERRED SHARES; AND (B) THEREAFTER, ANY REMAINING ASSETS SHALL BE DISTRIBUTED AS BETWEEN HOLDERS OF THE PREFERENCE SHARES AND THE EQUITY SHARES AS IF THEY WERE ONE AND THE SAME CLASS AND PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD. THE PROCEEDS OF ANY SALE: SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF SHARES AS FOLLOWS: (1) FIRSTLY. AN AMOUNT EQUAL TO 2 YEARS OF PREFERENCE DIVIDENDS PLUS ANY PREFERENCE DIVIDENDS WHICH HAVE NOT BEEN PAID OR ARE ONLY PARTLY PAID DUE TO LACK OF AVAILABLE PROFITS PLUS £1 FOR EACH PREFERENCE SHARE IN ISSUE; (2) SECONDLY,

AN AMOUNT EQUAL TO THE ISSUE PRICE FOR EACH A ORDINARY SHARE IN ISSUE: (3) THIRDLY. AN AGGREGATE AMOUNT EQUAL TO £2.700,000 ("EQUITY RETURN") SHALL BE PAID IN THE FOLLOWING PROPORTIONS: 33% OF THE EQUITY RETURN TO THE HOLDERS OF THE A ORDINARY SHARES: 40% OF THE EQUITY RETURN TO THE HOLDER OF THE B ORDINARY SHARES: AND 27% OF THE EQUITY RETURN TO THE HOLDERS OF THE C ORDINARY SHARE: (4) FOURTHLY. £0.001 SHALL BE PAID TO EACH OF THE HOLDERS OF ANY DEFERRED SHARES; AND (5) FIFTHLY, THE BALANCE OF THE SALE PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (AS IF THEY WERE ONE AND THE SAME CLASS) ACCORDING TO THE NUMBER OF EQUITY SHARES HELD PROVIDED THAT THE "RATCHET" (SEE BELOW) SHALL BE IGNORED FOR THE PURPOSES OF CALCULATING THE AMOUNTS PAYABLE TO THE HOLDERS OF THE C AND E ORDINARY SHARES WHO SHALL RECEIVE SUCH SALE PROCEEDS THEY WOULD HAVE RECEIVED IF THE RATCHET WAS NOT APPLICABLE. RATCHET: IF THE COMPANY FAILS TO ACHIEVES ITS RATCHET EBITDA TARGET FOR THE FINANCIAL YEAR ENDING 31 MARCH 2019, FOR EVERY £100,000 THE COMPANY'S RATCHET EBITDA IS BELOW THE RATCHET EBITDA TARGET, D ORDINARY SHARES CONFERRING 2% OF THE FULLY DILUTED SHARE CAPITAL OF THE COMPANY AS AT THE DATE OF THE ADOPTION OF THE COMPANY'S ARTICLES (ASSUMING ALL EMPLOYEE SHARE OPTIONS GRANTED OVER E ORDINARY SHARES SHALL BE DEEMED TO HAVE BEEN EXERCISED AND E ORDINARY SHARES REPRESENTING 7.5% OF THE COMPANY'S FULLY ISSUED SHARES CAPITAL SHALL BE DEEMED TO BE IN ISSUE), SHALL AUTOMATICALLY CONVERT INTO DEFERRED SHARES SAVE THAT A MAXIMUM NUMBER OF D ORDINARY SHARES REPRESENTING NO MORE THAN 8% OF THE FULLY DILUTED SHARE CAPITAL OF THE COMPANY AS AT THE ADOPTION DATE SHALL CONVERT INTO DEFERRED SHARES UNDER THE OPERATION OF THE RATCHET. REDEMPTION RIGHTS: NONE.

Class of Shares: D Number allotted 8262096

ORDINARY Aggregate nominal value: 8262.096

Currency: GBP

Prescribed particulars

VOTING RIGHTS: "EQUITY SHARES" (BEING THE A, B, C, D AND E ORDINARY SHARES) SHALL HAVE EQUAL VOTING RIGHTS BUT IF THE LEGAL TITLE TO ANY B ORDINARY SHARES IS HELD BY A PERSON OTHER THAN A "PERMITTED HOLDER" (BEING A NOMINEE APPROVED BY THE BOARD ACTING WITH THE CONSENT OF THE INVESTOR DIRECTOR), SUCH B ORDINARY SHARES WILL NOT CARRY ANY RIGHT TO VOTE, UNTIL SUCH TIME

AS THEY ARE TRANSFERRED TO A "PERMITTED HOLDER". INCOME: THE PROFITS OF THE COMPANY, AFTER PAYMENT OF THE 8% PER ANNUM FIXED NON-CUMULATIVE CASH PREFERENTIAL DIVIDEND PAYABLE IN RESPECT OF EACH PREFERENCE SHARE. SHALL BE FIRSTLY DISTRIBUTED TO THE HOLDERS OF DEFERRED SHARES UP TO A MAXIMUM AGGREGATE OF £1 AND THEREAFTER DISTRIBUTED TO THE HOLDERS OF EQUITY SHARES AS IF THEY WERE ONE AND THE SAME CLASS AND PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD. NO DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND) SHALL BE PAYABLE ON THE EQUITY SHARES IF ANY AMOUNTS OF CAPITAL AND INTEREST ON THE £900.000 INVESTOR LOAN NOTES REMAINS OUTSTANDING. CAPITAL: ON A RETURN OF ASSETS ON A LIQUIDATION OR CAPITAL REDUCTION OR SIMILAR. THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED (A) FIRSTLY, AS TO £1 IN AGGREGATE TO THE HOLDERS OF THE DEFERRED SHARES; AND (B) THEREAFTER, ANY REMAINING ASSETS SHALL BE DISTRIBUTED AS BETWEEN HOLDERS OF THE PREFERENCE SHARES AND THE EQUITY SHARES AS IF THEY WERE ONE AND THE SAME CLASS AND PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD. THE PROCEEDS OF ANY SALE: SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF SHARES AS FOLLOWS: (1) FIRSTLY. AN AMOUNT EQUAL TO 2 YEARS OF PREFERENCE DIVIDENDS PLUS ANY PREFERENCE DIVIDENDS WHICH HAVE NOT BEEN PAID OR ARE ONLY PARTLY PAID DUE TO LACK OF AVAILABLE PROFITS PLUS £1 FOR EACH PREFERENCE SHARE IN ISSUE; (2) SECONDLY, AN AMOUNT EQUAL TO THE ISSUE PRICE FOR EACH A ORDINARY SHARE IN ISSUE: (3) THIRDLY, AN AGGREGATE AMOUNT EQUAL TO £2,700,000 ("EQUITY RETURN") SHALL BE PAID IN THE FOLLOWING PROPORTIONS: 33% OF THE EQUITY RETURN TO THE HOLDERS OF THE A ORDINARY SHARES: 40% OF THE EQUITY RETURN TO THE HOLDER OF THE B ORDINARY SHARES: AND 27% OF THE EQUITY RETURN TO THE HOLDERS OF THE C ORDINARY SHARE: (4) FOURTHLY. £0.001 SHALL BE PAID TO EACH OF THE HOLDERS OF ANY DEFERRED SHARES; AND (5) FIFTHLY, THE BALANCE OF THE SALE PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (AS IF THEY WERE ONE AND THE SAME CLASS) ACCORDING TO THE NUMBER OF EQUITY SHARES HELD PROVIDED THAT THE "RATCHET" (SEE BELOW) SHALL BE IGNORED FOR THE PURPOSES OF CALCULATING THE AMOUNTS PAYABLE TO THE HOLDERS OF THE C AND E ORDINARY SHARES WHO SHALL RECEIVE SUCH SALE PROCEEDS THEY WOULD HAVE RECEIVED IF THE RATCHET WAS NOT APPLICABLE. RATCHET: IF THE COMPANY FAILS TO ACHIEVES ITS RATCHET EBITDA TARGET FOR THE FINANCIAL YEAR ENDING 31 MARCH 2019, FOR EVERY £100.000 THE COMPANY'S RATCHET EBITDA IS BELOW THE RATCHET EBITDA TARGET, D ORDINARY SHARES CONFERRING 2% OF THE FULLY DILUTED SHARE CAPITAL

OF THE COMPANY AS AT THE DATE OF THE ADOPTION OF THE COMPANY'S ARTICLES (ASSUMING ALL EMPLOYEE SHARE OPTIONS GRANTED OVER E ORDINARY SHARES SHALL BE DEEMED TO HAVE BEEN EXERCISED AND E ORDINARY SHARES REPRESENTING 7.5% OF THE COMPANY'S FULLY ISSUED SHARES CAPITAL SHALL BE DEEMED TO BE IN ISSUE), SHALL AUTOMATICALLY CONVERT INTO DEFERRED SHARES SAVE THAT A MAXIMUM NUMBER OF D ORDINARY SHARES REPRESENTING NO MORE THAN 8% OF THE FULLY DILUTED SHARE CAPITAL OF THE COMPANY AS AT THE ADOPTION DATE SHALL CONVERT INTO DEFERRED SHARES UNDER THE OPERATION OF THE RATCHET. REDEMPTION RIGHTS: NONE.

Class of Shares: E Number allotted 1806789

ORDINARY Aggregate nominal value: 1806.789

Currency: GBP

Prescribed particulars

VOTING RIGHTS: "EQUITY SHARES" (BEING THE A. B. C. D AND E ORDINARY SHARES) SHALL HAVE EQUAL VOTING RIGHTS BUT IF THE LEGAL TITLE TO ANY B ORDINARY SHARES IS HELD BY A PERSON OTHER THAN A "PERMITTED HOLDER" (BEING A NOMINEE APPROVED BY THE BOARD ACTING WITH THE CONSENT OF THE INVESTOR DIRECTOR), SUCH B ORDINARY SHARES WILL NOT CARRY ANY RIGHT TO VOTE, UNTIL SUCH TIME AS THEY ARE TRANSFERRED TO A "PERMITTED HOLDER". INCOME: THE PROFITS OF THE COMPANY, AFTER PAYMENT OF THE 8% PER ANNUM FIXED NON-CUMULATIVE CASH PREFERENTIAL DIVIDEND PAYABLE IN RESPECT OF EACH PREFERENCE SHARE. SHALL BE FIRSTLY DISTRIBUTED TO THE HOLDERS OF DEFERRED SHARES UP TO A MAXIMUM AGGREGATE OF £1 AND THEREAFTER DISTRIBUTED TO THE HOLDERS OF EQUITY SHARES AS IF THEY WERE ONE AND THE SAME CLASS AND PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD. NO DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND) SHALL BE PAYABLE ON THE EQUITY SHARES IF ANY AMOUNTS OF CAPITAL AND INTEREST ON THE £900.000 INVESTOR LOAN NOTES REMAINS OUTSTANDING. CAPITAL: ON A RETURN OF ASSETS ON A LIQUIDATION OR CAPITAL REDUCTION OR SIMILAR. THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED (A) FIRSTLY. AS TO £1 IN AGGREGATE TO THE HOLDERS OF THE DEFERRED SHARES; AND (B) THEREAFTER, ANY REMAINING ASSETS SHALL BE DISTRIBUTED AS BETWEEN HOLDERS OF THE PREFERENCE SHARES AND THE EQUITY SHARES AS IF THEY WERE ONE AND THE SAME CLASS AND PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD. THE PROCEEDS OF ANY SALE:

SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF SHARES AS FOLLOWS: (1) FIRSTLY, AN AMOUNT EQUAL TO 2 YEARS OF PREFERENCE DIVIDENDS PLUS ANY PREFERENCE DIVIDENDS WHICH HAVE NOT BEEN PAID OR ARE ONLY PARTLY PAID DUE TO LACK OF AVAILABLE PROFITS PLUS £1 FOR EACH PREFERENCE SHARE IN ISSUE: (2) SECONDLY. AN AMOUNT EQUAL TO THE ISSUE PRICE FOR EACH A ORDINARY SHARE IN ISSUE: (3) THIRDLY. AN AGGREGATE AMOUNT EQUAL TO £2.700.000 ("EQUITY RETURN") SHALL BE PAID IN THE FOLLOWING PROPORTIONS: 33% OF THE EQUITY RETURN TO THE HOLDERS OF THE A ORDINARY SHARES: 40% OF THE EQUITY RETURN TO THE HOLDER OF THE B ORDINARY SHARES: AND 27% OF THE EQUITY RETURN TO THE HOLDERS OF THE C ORDINARY SHARE: (4) FOURTHLY. £0.001 SHALL BE PAID TO EACH OF THE HOLDERS OF ANY DEFERRED SHARES: AND (5) FIFTHLY, THE BALANCE OF THE SALE PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (AS IF THEY WERE ONE AND THE SAME CLASS) ACCORDING TO THE NUMBER OF EQUITY SHARES HELD PROVIDED THAT THE "RATCHET" (SEE BELOW) SHALL BE IGNORED FOR THE PURPOSES OF CALCULATING THE AMOUNTS PAYABLE TO THE HOLDERS OF THE C AND E ORDINARY SHARES WHO SHALL RECEIVE SUCH SALE PROCEEDS THEY WOULD HAVE RECEIVED IF THE RATCHET WAS NOT APPLICABLE. RATCHET: IF THE COMPANY FAILS TO ACHIEVES ITS RATCHET EBITDA TARGET FOR THE FINANCIAL YEAR ENDING 31 MARCH 2019. FOR EVERY £100,000 THE COMPANY'S RATCHET EBITDA IS BELOW THE RATCHET EBITDA TARGET. D ORDINARY SHARES CONFERRING 2% OF THE FULLY DILUTED SHARE CAPITAL OF THE COMPANY AS AT THE DATE OF THE ADOPTION OF THE COMPANY'S ARTICLES (ASSUMING ALL EMPLOYEE SHARE OPTIONS GRANTED OVER E ORDINARY SHARES SHALL BE DEEMED TO HAVE BEEN EXERCISED AND E ORDINARY SHARES REPRESENTING 7.5% OF THE COMPANY'S FULLY ISSUED SHARES CAPITAL SHALL BE DEEMED TO BE IN ISSUE). SHALL AUTOMATICALLY CONVERT INTO DEFERRED SHARES SAVE THAT A MAXIMUM NUMBER OF D ORDINARY SHARES REPRESENTING NO MORE THAN 8% OF THE FULLY DILUTED SHARE CAPITAL OF THE COMPANY AS AT THE ADOPTION DATE SHALL CONVERT INTO DEFERRED SHARES UNDER THE OPERATION OF THE RATCHET. REDEMPTION RIGHTS: NONE.

Class of Shares: PREFERENCE Number allotted 1800000

Currency: GBP Aggregate nominal value: 1800000

Prescribed particulars

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SHARES IS HELD BY A PERSON OTHER THAN A "PERMITTED HOLDER" (BEING A NOMINEE APPROVED BY THE BOARD ACTING WITH THE CONSENT OF THE INVESTOR DIRECTOR). SUCH B ORDINARY SHARES WILL NOT CARRY ANY RIGHT TO VOTE. UNTIL SUCH TIME AS THEY ARE TRANSFERRED TO A "PERMITTED HOLDER". INCOME: THE PROFITS OF THE COMPANY, AFTER PAYMENT OF THE 8% PER ANNUM FIXED NON-CUMULATIVE CASH PREFERENTIAL DIVIDEND PAYABLE IN RESPECT OF EACH PREFERENCE SHARE. SHALL BE FIRSTLY DISTRIBUTED TO THE HOLDERS OF DEFERRED SHARES UP TO A MAXIMUM AGGREGATE OF £1 AND THEREAFTER DISTRIBUTED TO THE HOLDERS OF EQUITY SHARES AS IF THEY WERE ONE AND THE SAME CLASS AND PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD. NO DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND) SHALL BE PAYABLE ON THE EQUITY SHARES IF ANY AMOUNTS OF CAPITAL AND INTEREST ON THE £900,000 INVESTOR LOAN NOTES REMAINS OUTSTANDING. CAPITAL: ON A RETURN OF ASSETS ON A LIQUIDATION OR CAPITAL REDUCTION OR SIMILAR. THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED (A) FIRSTLY, AS TO £1 IN AGGREGATE TO THE HOLDERS OF THE DEFERRED SHARES: AND (B) THEREAFTER, ANY REMAINING ASSETS SHALL BE DISTRIBUTED AS BETWEEN HOLDERS OF THE PREFERENCE SHARES AND THE EQUITY SHARES AS IF THEY WERE ONE AND THE SAME CLASS AND PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD. THE PROCEEDS OF ANY SALE: SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF SHARES AS FOLLOWS: (1) FIRSTLY, AN AMOUNT EQUAL TO 2 YEARS OF PREFERENCE DIVIDENDS PLUS ANY PREFERENCE DIVIDENDS WHICH HAVE NOT BEEN PAID OR ARE ONLY PARTLY PAID DUE TO LACK OF AVAILABLE PROFITS PLUS £1 FOR EACH PREFERENCE SHARE IN ISSUE: (2) SECONDLY. AN AMOUNT EQUAL TO THE ISSUE PRICE FOR EACH A ORDINARY SHARE IN ISSUE; (3) THIRDLY, AN AGGREGATE AMOUNT EQUAL TO £2,700,000 ("EQUITY RETURN") SHALL BE PAID IN THE FOLLOWING PROPORTIONS: 33% OF THE EQUITY RETURN TO THE HOLDERS OF THE A ORDINARY SHARES: 40% OF THE EQUITY RETURN TO THE HOLDER OF THE B ORDINARY SHARES: AND 27% OF THE EQUITY RETURN TO THE HOLDERS OF THE C ORDINARY SHARE: (4) FOURTHLY, £0,001 SHALL BE PAID TO EACH OF THE HOLDERS OF ANY DEFERRED SHARES; AND (5) FIFTHLY, THE BALANCE OF THE SALE PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (AS IF THEY WERE ONE AND THE SAME CLASS) ACCORDING TO THE NUMBER OF EQUITY SHARES HELD PROVIDED THAT THE "RATCHET" (SEE BELOW) SHALL BE IGNORED FOR THE PURPOSES OF CALCULATING THE AMOUNTS PAYABLE TO THE HOLDERS OF THE C AND E ORDINARY SHARES WHO SHALL RECEIVE SUCH SALE PROCEEDS THEY WOULD HAVE RECEIVED IF THE RATCHET WAS NOT APPLICABLE. RATCHET: IF THE COMPANY FAILS TO ACHIEVES

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# **Statement of Capital (Totals)**

Currency: GBP Total number of shares: 33618742

Total aggregate nominal value: 1831818.744

Total aggregate amount unpaid: 0

## **Authorisation**

### Authenticated

This form was authorised by one of the following:

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