



Companies House

CS01 (ef)

Confirmation Statement

Company Name: **SDL PROPERTY SERVICES GROUP LIMITED**

Company Number: **06055271**



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Company Name: **SDL PROPERTY SERVICES GROUP LIMITED**

Company Number: **06055271**

Confirmation **01/11/2017**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	1094079
Currency:	GBP	Aggregate nominal value:	1094079

Prescribed particulars

VOTING – (I) SUBJECT TO ARTICLES 3.5(B)(II), 3.5(C) AND 3.5(D) THE HOLDERS OF THE EQUITY SHARES SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF AND ATTEND AND VOTE AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. SAVE, IN EACH CASE, AS PROVIDED OTHERWISE IN THE CA2006, EACH SUCH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE FOR EACH EQUITY SHARE HELD BY HIM. (II) SUBJECT TO ARTICLES 3.5(C). 3.5(D) AND 18.5, THE VOTING RIGHTS CONFERRED ON THE EQUITY SHARES HELD BY THE HOLDERS OF THE A ORDINARY SHARES PURSUANT TO ARTICLE 3.5(B)(I) SHALL BE RESTRICTED TO THE LOWER OF 40% OF THE VOTING RIGHTS ATTACHING TO ALL SHARES AND THE NUMBER OF VOTES ALLOCATED PURSUANT TO ARTICLE 3.4(A)(I).

DIVIDEND – SUBJECT TO INVESTOR CONSENT, THE BALANCE OF ANY PROFITS OF THE COMPANY RESOLVED TO BE DISTRIBUTED IN ANY FINANCIAL YEAR OR PERIOD SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD. THE HOLDERS OF GROWTH SHARES SHALL NOT BE ENTITLED TO RECEIVE PAYMENT OF ANY DIVIDEND IN RESPECT OF THE GROWTH SHARES OF WHICH THEY ARE THE REGISTERED HOLDER. THE HOLDERS OF DEFERRED ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE PAYMENT OF ANY DIVIDEND IN RESPECT OF THE DEFERRED ORDINARY SHARES OF WHICH THEY ARE THE REGISTERED HOLDER

CAPITAL – (A) IF SUCH SURPLUS ASSETS AND RETAINED PROFITS OR THE PROCEEDS OF THE EXIT ARE EQUAL TO OR LESS THAN THE A ORDINARY THRESHOLD THE B ORDINARY SHARES SHALL BE PAID THE BALANCE OF SURPLUS ASSETS AND RETAINED PROFITS OR PROCEEDS OF EXIT. (B) EXCEPT WHERE (A) APPLIES ON AN EXIT OR A RETURN OF CAPITAL OF THE COMPANY (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THEN, SUBJECT ALWAYS TO THE PROVISIONS OF ARTICLE 10.11: - THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AFTER PAYMENT OF ALL LIABILITIES AND ARREARS AND ACCRUALS OF LONG TERM DIVIDEND AND AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS; OR - THE PROCEEDS OF THE EXIT AFTER PAYMENT OF ALL ARREARS AND ACCRUALS OF LONG TERM

DIVIDEND (IN EITHER CASE "PROCEEDS") THE FOLLOWING WILL BE PAID TO THE A ORDINARY SHARES - IF THE PROCEEDS ARE LESS THAN £50,000,000 THEN THE GROWTH SHARES SHALL NOT BE ENTITLED TO ANY AMOUNT AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS). - IF THE PROCEEDS ARE EQUAL TO OR MORE THAN £50,000,000 BUT LESS THAN £82,670,610 THEN: (A) THE G SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO AN AMOUNT EQUAL TO 2.234% OF THE PROCEEDS THAT ARE ABOVE £50,000,000; AND (B) THE H SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO AN AMOUNT EQUAL TO 2.20% OF THE PROCEEDS THAT ARE ABOVE £50,000,000, AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS). - IF THE PROCEEDS ARE EQUAL TO OR MORE THAN £82,670,610 THEN: (A) THE G SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO £730,000 PLUS AN AMOUNT EQUAL TO 0.883% OF ANY PROCEEDS ABOVE £82,670,610; AND (B) THE H SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO 2.20% OF THE PROCEEDS THAT ARE ABOVE £50,000,000, AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS) REDEEMABLE - THE SHARES ARE NOT LIABLE TO BE REDEEMED.

Class of Shares:	A	Number allotted	529159
	ORDINARY	Aggregate nominal value:	529159
Currency:	GBP		

Prescribed particulars

VOTING – (I) SUBJECT TO ARTICLES 3.5(B)(II), 3.5(C) AND 3.5(D) THE HOLDERS OF THE EQUITY SHARES SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF AND ATTEND AND VOTE AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. SAVE, IN EACH CASE, AS PROVIDED OTHERWISE IN THE CA2006, EACH SUCH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE FOR EACH EQUITY SHARE HELD BY HIM. (II) SUBJECT TO ARTICLES 3.5(C). 3.5(D) AND 18.5, THE VOTING RIGHTS CONFERRED ON THE EQUITY SHARES HELD BY THE HOLDERS OF THE A ORDINARY SHARES PURSUANT TO ARTICLE 3.5(B)(I) SHALL BE RESTRICTED TO THE LOWER OF 40% OF THE VOTING RIGHTS ATTACHING TO ALL SHARES AND THE NUMBER OF VOTES ALLOCATED PURSUANT TO ARTICLE 3.4(A)(I). DIVIDEND – SUBJECT

TO PAYMENT OF THE PREFERENCE DIVIDEND, THE HOLDERS OF A ORDINARY SHARES AS A CLASS SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF THE ORDINARY SHARES AND B ORDINARY SHARES AND C ORDINARY SHARES IN RESPECT OF EACH FINANCIAL YEAR FROM AND INCLUDING THE FINANCIAL YEAR COMMENCING OR CURRENT ON 31 MARCH 2021, A CUMULATIVE PREFERENTIAL NET CASH DIVIDEND (THE "LONG TERM DIVIDEND") OF A SUM WHICH IS EQUAL TO THE HIGHER OF: (A) THE MINIMUM FIXED RETURN; AND (B) 9.3% OF THE NET PROFITS. CAPITAL – (A) IF SUCH SURPLUS ASSETS AND RETAINED PROFITS OR THE PROCEEDS OF THE EXIT ARE EQUAL TO OR LESS THAN THE A ORDINARY THRESHOLD THE A ORDINARY SHARES SHALL BE PAID AMOUNTS CREDITED AS PAID UP ON ALL ISSUED A ORDINARY SHARES, TOGETHER WITH AN AMOUNT EQUAL TO ALL ARREARS AND ACCRUALS OF LONG TERM DIVIDEND WHETHER EARNED OR DECLARED OR NOT AND ANY OTHER DIVIDEND DECLARED ON THE A ORDINARY SHARES. (B) EXCEPT WHERE (A) APPLIES ON AN EXIT OR A RETURN OF CAPITAL OF THE COMPANY (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THEN, SUBJECT ALWAYS TO THE PROVISIONS OF ARTICLE 10.11: - THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AFTER PAYMENT OF ALL LIABILITIES AND ARREARS AND ACCRUALS OF LONG TERM DIVIDEND AND AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS; OR - THE PROCEEDS OF THE EXIT AFTER PAYMENT OF ALL ARREARS AND ACCRUALS OF LONG TERM DIVIDEND (IN EITHER CASE "PROCEEDS") THE FOLLOWING WILL BE PAID TO THE A ORDINARY SHARES - IF THE PROCEEDS ARE LESS THAN £50,000,000 THEN THE GROWTH SHARES SHALL NOT BE ENTITLED TO ANY AMOUNT AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS). - IF THE PROCEEDS ARE EQUAL TO OR MORE THAN £50,000,000 BUT LESS THAN £82,670,610 THEN: (A) THE G SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO AN AMOUNT EQUAL TO 2.234% OF THE PROCEEDS THAT ARE ABOVE £50,000,000; AND (B) THE H SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO AN AMOUNT EQUAL TO 2.20% OF THE PROCEEDS THAT ARE ABOVE £50,000,000, AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS). - IF THE PROCEEDS ARE EQUAL TO OR MORE THAN £82,670,610 THEN: (A) THE G SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO £730,000 PLUS AN AMOUNT EQUAL TO 0.883% OF ANY PROCEEDS ABOVE £82,670,610; AND (B) THE H SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO 2.20% OF THE PROCEEDS THAT ARE ABOVE £50,000,000, AND THE BALANCE SHALL BE APPLIED TO

THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS). REDEEMABLE – THE SHARES ARE NOT LIABLE TO BE REDEEMED.

Class of Shares:	B	Number allotted	37350
	ORDINARY	Aggregate nominal value:	37350

Currency: GBP

Prescribed particulars

VOTING – (I) SUBJECT TO ARTICLES 3.5(B)(II), 3.5(C) AND 3.5(D) THE HOLDERS OF THE EQUITY SHARES SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF AND ATTEND AND VOTE AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. SAVE, IN EACH CASE, AS PROVIDED OTHERWISE IN THE CA2006, EACH SUCH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE FOR EACH EQUITY SHARE HELD BY HIM. (II) SUBJECT TO ARTICLES 3.5(C). 3.5(D) AND 18.5, THE VOTING RIGHTS CONFERRED ON THE EQUITY SHARES HELD BY THE HOLDERS OF THE A ORDINARY SHARES PURSUANT TO ARTICLE 3.5(B)(I) SHALL BE RESTRICTED TO THE LOWER OF 40% OF THE VOTING RIGHTS ATTACHING TO ALL SHARES AND THE NUMBER OF VOTES ALLOCATED PURSUANT TO ARTICLE 3.4(A)(I).

DIVIDEND – SUBJECT TO INVESTOR CONSENT, THE BALANCE OF ANY PROFITS OF THE COMPANY RESOLVED TO BE DISTRIBUTED IN ANY FINANCIAL YEAR OR PERIOD SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD. THE HOLDERS OF GROWTH SHARES SHALL NOT BE ENTITLED TO RECEIVE PAYMENT OF ANY DIVIDEND IN RESPECT OF THE GROWTH SHARES OF WHICH THEY ARE THE REGISTERED HOLDER. THE HOLDERS OF DEFERRED ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE PAYMENT OF ANY DIVIDEND IN RESPECT OF THE DEFERRED ORDINARY SHARES OF WHICH THEY ARE THE REGISTERED HOLDER

CAPITAL – (A) IF SUCH SURPLUS ASSETS AND RETAINED PROFITS OR THE PROCEEDS OF THE EXIT ARE EQUAL TO OR LESS THAN THE A ORDINARY THRESHOLD THE B ORDINARY SHARES SHALL BE PAID THE BALANCE OF SURPLUS ASSETS AND RETAINED PROFITS OR PROCEEDS OF EXIT. (B) EXCEPT WHERE (A) APPLIES ON AN EXIT OR A RETURN OF CAPITAL OF THE COMPANY (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THEN, SUBJECT ALWAYS TO THE PROVISIONS OF ARTICLE 10.11: - THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AFTER PAYMENT

OF ALL LIABILITIES AND ARREARS AND ACCRUALS OF LONG TERM DIVIDEND AND AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS; OR - THE PROCEEDS OF THE EXIT AFTER PAYMENT OF ALL ARREARS AND ACCRUALS OF LONG TERM DIVIDEND (IN EITHER CASE "PROCEEDS") THE FOLLOWING WILL BE PAID TO THE B ORDINARY SHARES - IF THE PROCEEDS ARE LESS THAN £50,000,000 THEN THE GROWTH SHARES SHALL NOT BE ENTITLED TO ANY AMOUNT AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS). - IF THE PROCEEDS ARE EQUAL TO OR MORE THAN £50,000,000 BUT LESS THAN £82,670,610 THEN: (A) THE G SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO AN AMOUNT EQUAL TO 2.234% OF THE PROCEEDS THAT ARE ABOVE £50,000,000; AND (B) THE H SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO AN AMOUNT EQUAL TO 2.20% OF THE PROCEEDS THAT ARE ABOVE £50,000,000, AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS). - IF THE PROCEEDS ARE EQUAL TO OR MORE THAN £82,670,610 THEN: (A) THE G SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO £730,000 PLUS AN AMOUNT EQUAL TO 0.883% OF ANY PROCEEDS ABOVE £82,670,610; AND (B) THE H SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO 2.20% OF THE PROCEEDS THAT ARE ABOVE £50,000,000, AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS). REDEEMABLE - THE SHARES ARE NOT LIABLE TO BE REDEEMED.

Class of Shares:	C	Number allotted	7740
	ORDINARY	Aggregate nominal value:	7740

Currency: GBP

Prescribed particulars

VOTING – (I) SUBJECT TO ARTICLES 3.5(B)(II), 3.5(C) AND 3.5(D) THE HOLDERS OF THE EQUITY SHARES SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF AND ATTEND AND VOTE AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. SAVE, IN EACH CASE, AS PROVIDED OTHERWISE IN THE CA2006, EACH SUCH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE FOR EACH EQUITY SHARE HELD BY HIM. (II) SUBJECT TO ARTICLES 3.5(C). 3.5(D) AND 18.5, THE VOTING RIGHTS CONFERRED ON THE EQUITY SHARES HELD BY THE

HOLDERS OF THE A ORDINARY SHARES PURSUANT TO ARTICLE 3.5(B)(I) SHALL BE RESTRICTED TO THE LOWER OF 40% OF THE VOTING RIGHTS ATTACHING TO ALL SHARES AND THE NUMBER OF VOTES ALLOCATED PURSUANT TO ARTICLE 3.4(A)(I).

DIVIDEND – SUBJECT TO INVESTOR CONSENT, THE BALANCE OF ANY PROFITS OF THE COMPANY RESOLVED TO BE DISTRIBUTED IN ANY FINANCIAL YEAR OR PERIOD SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD. THE HOLDERS OF GROWTH SHARES SHALL NOT BE ENTITLED TO RECEIVE PAYMENT OF ANY DIVIDEND IN RESPECT OF THE GROWTH SHARES OF WHICH THEY ARE THE REGISTERED HOLDER. THE HOLDERS OF DEFERRED ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE PAYMENT OF ANY DIVIDEND IN RESPECT OF THE DEFERRED ORDINARY SHARES OF WHICH THEY ARE THE REGISTERED HOLDER CAPITAL – (A) IF SUCH SURPLUS ASSETS AND RETAINED PROFITS OR THE PROCEEDS OF THE EXIT ARE EQUAL TO OR LESS THAN THE A ORDINARY THRESHOLD THE B ORDINARY SHARES SHALL BE PAID THE BALANCE OF SURPLUS ASSETS AND RETAINED PROFITS OR PROCEEDS OF EXIT. (B) EXCEPT WHERE (A) APPLIES ON AN EXIT OR A RETURN OF CAPITAL OF THE COMPANY (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THEN, SUBJECT ALWAYS TO THE PROVISIONS OF ARTICLE 10.11: - THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AFTER PAYMENT OF ALL LIABILITIES AND ARREARS AND ACCRUALS OF LONG TERM DIVIDEND AND AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS; OR - THE PROCEEDS OF THE EXIT AFTER PAYMENT OF ALL ARREARS AND ACCRUALS OF LONG TERM DIVIDEND (IN EITHER CASE “PROCEEDS”) THE FOLLOWING WILL BE PAID TO THE A ORDINARY SHARES - IF THE PROCEEDS ARE LESS THAN £50,000,000 THEN THE GROWTH SHARES SHALL NOT BE ENTITLED TO ANY AMOUNT AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS). - IF THE PROCEEDS ARE EQUAL TO OR MORE THAN £50,000,000 BUT LESS THAN £82,670,610 THEN: (A) THE G SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO AN AMOUNT EQUAL TO 2.234% OF THE PROCEEDS THAT ARE ABOVE £50,000,000; AND (B) THE H SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO AN AMOUNT EQUAL TO 2.20% OF THE PROCEEDS THAT ARE ABOVE £50,000,000, AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS). - IF THE PROCEEDS ARE EQUAL TO OR MORE THAN £82,670,610 THEN: (A) THE G SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO £730,000 PLUS AN AMOUNT EQUAL TO 0.883% OF ANY PROCEEDS

ABOVE £82,670,610; AND (B) THE H SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO 2.20% OF THE PROCEEDS THAT ARE ABOVE £50,000,000, AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS) REDEEMABLE - THE SHARES ARE NOT LIABLE TO BE REDEEMED.

Class of Shares:	H	Number allotted	730
	ORDINARY	Aggregate nominal value:	730

Currency: GBP

Prescribed particulars

VOTING – THE HOLDERS OF THE GROWTH SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, ATTEND EITHER IN PERSON (OR, BEING A CORPORATION, BY DULY AUTHORISED REPRESENTATIVE) OR BY PROXY, OR SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR ON ANY WRITTEN RESOLUTION. DIVIDENDS - THE HOLDERS OF GROWTH SHARES SHALL NOT BE ENTITLED TO RECEIVE PAYMENT OF ANY DIVIDEND IN RESPECT OF THE GROWTH SHARES OF WHICH THEY ARE THE REGISTERED HOLDER. CAPITAL – (A) IF SUCH SURPLUS ASSETS AND RETAINED PROFITS OR THE PROCEEDS OF THE EXIT ARE EQUAL TO OR LESS THAN THE A ORDINARY THRESHOLD THE B ORDINARY SHARES SHALL BE PAID THE BALANCE OF SURPLUS ASSETS AND RETAINED PROFITS OR PROCEEDS OF EXIT. (B) EXCEPT WHERE (A) APPLIES ON AN EXIT OR A RETURN OF CAPITAL OF THE COMPANY (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THEN, SUBJECT ALWAYS TO THE PROVISIONS OF ARTICLE 10.11: - THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AFTER PAYMENT OF ALL LIABILITIES AND ARREARS AND ACCRUALS OF LONG TERM DIVIDEND AND AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS; OR - THE PROCEEDS OF THE EXIT AFTER PAYMENT OF ALL ARREARS AND ACCRUALS OF LONG TERM DIVIDEND (IN EITHER CASE “PROCEEDS”) THE FOLLOWING WILL BE PAID TO THE A ORDINARY SHARES - IF THE PROCEEDS ARE LESS THAN £50,000,000 THEN THE GROWTH SHARES SHALL NOT BE ENTITLED TO ANY AMOUNT AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS). - IF THE PROCEEDS ARE EQUAL TO OR MORE THAN £50,000,000 BUT LESS THAN £82,670,610 THEN: (A) THE G SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO AN AMOUNT EQUAL TO 2.234% OF THE PROCEEDS THAT ARE ABOVE £50,000,000; AND (B) THE H SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO AN AMOUNT EQUAL TO 2.20% OF THE PROCEEDS THAT ARE ABOVE

£50,000,000, AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS). - IF THE PROCEEDS ARE EQUAL TO OR MORE THAN £82,670,610 THEN: (A) THE G SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO £730,000 PLUS AN AMOUNT EQUAL TO 0.883% OF ANY PROCEEDS ABOVE £82,670,610; AND (B) THE H SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO 2.20% OF THE PROCEEDS THAT ARE ABOVE £50,000,000, AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS) REDEMPTION – THE GROWTH SHARES ARE NOT LIABLE TO BE REDEEMED.

Class of Shares:	G	Number allotted	1100
	ORDINARY	Aggregate nominal value:	1100
Currency:	GBP		

Prescribed particulars

VOTING – THE HOLDERS OF THE GROWTH SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, ATTEND EITHER IN PERSON (OR, BEING A CORPORATION, BY DULY AUTHORISED REPRESENTATIVE) OR BY PROXY, OR SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR ON ANY WRITTEN RESOLUTION. DIVIDENDS - THE HOLDERS OF GROWTH SHARES SHALL NOT BE ENTITLED TO RECEIVE PAYMENT OF ANY DIVIDEND IN RESPECT OF THE GROWTH SHARES OF WHICH THEY ARE THE REGISTERED HOLDER. CAPITAL – (A) IF SUCH SURPLUS ASSETS AND RETAINED PROFITS OR THE PROCEEDS OF THE EXIT ARE EQUAL TO OR LESS THAN THE A ORDINARY THRESHOLD THE B ORDINARY SHARES SHALL BE PAID THE BALANCE OF SURPLUS ASSETS AND RETAINED PROFITS OR PROCEEDS OF EXIT. (B) EXCEPT WHERE (A) APPLIES ON AN EXIT OR A RETURN OF CAPITAL OF THE COMPANY (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THEN, SUBJECT ALWAYS TO THE PROVISIONS OF ARTICLE 10.11: - THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AFTER PAYMENT OF ALL LIABILITIES AND ARREARS AND ACCRUALS OF LONG TERM DIVIDEND AND AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS; OR - THE PROCEEDS OF THE EXIT AFTER PAYMENT OF ALL ARREARS AND ACCRUALS OF LONG TERM DIVIDEND (IN EITHER CASE “PROCEEDS”) THE FOLLOWING WILL BE PAID TO THE A ORDINARY SHARES - IF THE PROCEEDS ARE LESS THAN £50,000,000 THEN THE GROWTH SHARES SHALL NOT BE ENTITLED TO ANY AMOUNT AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE

CLASS). - IF THE PROCEEDS ARE EQUAL TO OR MORE THAN £50,000,000 BUT LESS THAN £82,670,610 THEN: (A) THE G SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO AN AMOUNT EQUAL TO 2.234% OF THE PROCEEDS THAT ARE ABOVE £50,000,000; AND (B) THE H SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO AN AMOUNT EQUAL TO 2.20% OF THE PROCEEDS THAT ARE ABOVE £50,000,000, AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS). - IF THE PROCEEDS ARE EQUAL TO OR MORE THAN £82,670,610 THEN: (A) THE G SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO £730,000 PLUS AN AMOUNT EQUAL TO 0.883% OF ANY PROCEEDS ABOVE £82,670,610; AND (B) THE H SHARES SHALL (SUBJECT TO THE PROVISOS BELOW) BE ENTITLED TO 2.20% OF THE PROCEEDS THAT ARE ABOVE £50,000,000, AND THE BALANCE SHALL BE APPLIED TO THE A ORDINARY SHARES, ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (AS IF ONE CLASS) REDEMPTION – THE GROWTH SHARES ARE NOT LIABLE TO BE REDEEMED.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1670158
		Total aggregate nominal value:	1670158
		Total aggregate amount unpaid:	0

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1:	0 PREFERENCE shares held as at the date of this confirmation statement
Name:	JULIA HICKLING
Shareholding 2:	394582 ORDINARY shares held as at the date of this confirmation statement
Name:	J&E NOMINEES LIMITED
Shareholding 3:	166065 ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL GRATTON
Shareholding 4:	163718 ORDINARY shares held as at the date of this confirmation statement
Name:	CHRISTOPHER HICKLING
Shareholding 5:	83033 ORDINARY shares held as at the date of this confirmation statement
Name:	ELIZABETH GRATTON
Shareholding 6:	101239 ORDINARY shares held as at the date of this confirmation statement
Name:	JULIA HICKLING
Shareholding 7:	69080 ORDINARY shares held as at the date of this confirmation statement
Name:	ROBERT CLIFFORD
Shareholding 8:	59241 ORDINARY shares held as at the date of this confirmation statement
Name:	SIMON JACKSON
Shareholding 9:	7026 ORDINARY shares held as at the date of this confirmation statement
Name:	ALCHEMY LIMITED
Shareholding 10:	1757 ORDINARY shares held as at the date of this confirmation statement
Name:	JONATHAN BLOOMER
Shareholding 11:	1756 ORDINARY shares held as at the date of this confirmation statement
Name:	NIGEL TAMPLIN

Shareholding 12:	529159 A ORDINARY shares held as at the date of this confirmation statement
Name:	BUSINESS GROWTH FUND PLC (A/C BGF INVESTMENTS LP)
Shareholding 13:	21887 B ORDINARY shares held as at the date of this confirmation statement
Name:	J&E NOMINEES LIMITED
Shareholding 14:	9212 B ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL GRATTON
Shareholding 15:	1161 B ORDINARY shares held as at the date of this confirmation statement
Name:	ROB CLIFFORD
Shareholding 16:	387 B ORDINARY shares held as at the date of this confirmation statement
Name:	JONATHAN BLOOMER
Shareholding 17:	4606 B ORDINARY shares held as at the date of this confirmation statement
Name:	ELIZABETH GRATTON
Shareholding 18:	97 B ORDINARY shares held as at the date of this confirmation statement
Name:	NIGEL TAMPLIN
Shareholding 19:	28311 ORDINARY shares held as at the date of this confirmation statement
Name:	RORY DALY
Shareholding 20:	12580 ORDINARY shares held as at the date of this confirmation statement
Name:	R SIMONDS
Shareholding 21:	5691 ORDINARY shares held as at the date of this confirmation statement
Name:	ANDY PARKER
Shareholding 22:	7740 C ORDINARY shares held as at the date of this confirmation statement
Name:	NICK FAULKNER
Shareholding 23:	250 H ORDINARY shares held as at the date of this confirmation statement
Name:	RORY DALY

Shareholding 24:	100 H ORDINARY shares held as at the date of this confirmation statement
Name:	TONY ATHERTON
Shareholding 25:	50 H ORDINARY shares held as at the date of this confirmation statement
Name:	MARTYN FRANKLIN
Shareholding 26:	180 H ORDINARY shares held as at the date of this confirmation statement
Name:	IAN SMALLMAN
Shareholding 27:	100 H ORDINARY shares held as at the date of this confirmation statement
Name:	ANDY PARKER
Shareholding 28:	50 H ORDINARY shares held as at the date of this confirmation statement
Name:	CHARLOTTE ARMSTRONG
Shareholding 29:	510 G ORDINARY shares held as at the date of this confirmation statement
Name:	NICK FAULKNER
Shareholding 30:	500 G ORDINARY shares held as at the date of this confirmation statement
Name:	ANDY DELLER
Shareholding 31:	30 G ORDINARY shares held as at the date of this confirmation statement
Name:	SANDRA THOMAS
Shareholding 32:	30 G ORDINARY shares held as at the date of this confirmation statement
Name:	SARAH METHERELL
Shareholding 33:	30 G ORDINARY shares held as at the date of this confirmation statement
Name:	HELEN MACRAE

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor