



Companies House

**CS01** (ef)

**Confirmation Statement**

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

Company Number: **06055271**



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X9605280

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

Company Number: **06055271**

Confirmation **21/05/2020**

Statement date:

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>529159</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>529159</b>
	<b>SHARES</b>		

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
	SHARES		

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:	G	Number allotted	300
	ORDINARY	Aggregate nominal value:	3
	SHARES		

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:	H	Number allotted	530
	ORDINARY	Aggregate nominal value:	5.3
	SHARES		

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.

<b>Class of Shares:</b>	<b>J</b>	<b>Number allotted</b>	<b>500</b>
	<b>ORDINARY</b>	<b>Aggregate nominal value:</b>	<b>5</b>
<b>Currency:</b>	<b>GBP</b>		

Prescribed particulars

**CAPITAL - ON A RETURN OF CAPITAL, NO PAYMENTS SHALL BE MADE IN RESPECT OF THE J ORDINARY SHARES. VOTING - THE HOLDERS OF THE J ORDINARY 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 AT OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR ON ANY WRITTEN RESOLUTION. DISTRIBUTIONS AND DIVIDENDS - THE HOLDERS OF J ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE PAYMENT OF ANY DIVIDEND IN RESPECT OF THE J ORDINARY SHARES OF WHICH HE IS THE REGISTERED HOLDER. REDEMPTION - THE J ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED.**

<b>Class of Shares:</b>	<b>ORDINARY</b>	<b>Number allotted</b>	<b>1094079</b>
	<b>SHARES</b>	<b>Aggregate nominal value:</b>	<b>1094079</b>
<b>Currency:</b>	<b>GBP</b>		

**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.

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**Statement of Capital (Totals)**

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Currency:	<b>GBP</b>	Total number of shares:	<b>1661918</b>
		Total aggregate nominal value:	<b>1660601.3</b>
		Total aggregate amount unpaid:	<b>0</b>

## **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