

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

☐ **What this form is for**
You cannot use this form to give
notice of shares allotted following
formation of the company or for an allotment of
shares by an unlimited company

SATURDAY



A22 *A1AQ21A8* 09/06/2012 #361
COMPANIES HOUSE

lease
by uk

1 Company details

Company number 0 6 5 2 7 6 2 8
Company name in full TYRRELLS GROUP HOLDINGS LIMITED
(the "Company")

→ **Filing in this form**
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Allotment dates ①

From Date d 3 d 1 m 0 m 5 y 2 y 0 y 1 y 2
To Date d 3 d 1 m 0 m 5 y 2 y 0 y 1 y 2

① **Allotment date**
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes

3 Shares allotted

Please give details of the shares allotted, including bonus shares
(Please use a continuation page if necessary)

② **Currency**
If currency details are not
completed we will assume currency
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
D ORDINARY SHARES		8000	0.01	10.00	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Continuation page
Please use a continuation page if
necessary

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

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Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

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

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

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
SEE CONTINUATION SHEET				£
				£
				£
				£
Totals			0	£ 0.00

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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				

6

Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ④

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium

② Total number of issued shares in this class

③ E.g. Number of shares issued multiplied by
nominal value of each share

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

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Statement of capital (Prescribed particulars of rights attached to shares)

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 4** and **Section 5**

Class of share A Ordinary, B Ordinary, C Ordinary, D Ordinary & Deferred Shares

Prescribed particulars
1 See continuation pages

Class of share

Prescribed particulars
1

Class of share

Prescribed particulars
1

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

Continuation page

Please use a Statement of Capital continuation page if necessary

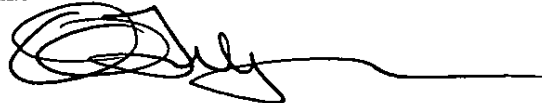
8

Signature

I am signing this form on behalf of the company

Signature

Signature

X  X

This form may be signed by
Director 2, Secretary, Person authorised 3, Administrator, Administrative receiver,
Receiver, Receiver manager, CIC manager

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

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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 Laura Foley (14008292)

Company name Travers Smith LLP

Address 10 Snow Hill

Post town London

County/Region UK

Postcode E C 1 A 2 A L

Country

DX

Telephone 020 7295 3000



Checklist

We may return the 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 shown the date(s) of allotment in section 2
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate sections of the Statement of Capital
- ☐ You have signed the form



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



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

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

£

<p>1 Including both the nominal value and any share premium</p> <p>2 Total number of issued shares in this class</p>	<p>3 E.g. Number of shares issued multiplied by nominal value of each share</p>
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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A Ordinary Shares
Prescribed particulars	<p>a) Voting Rights</p> <p>Every A Ordinary Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative not being himself a member shall have one vote, and on a poll every A Ordinary Shareholder shall have one vote for each A Ordinary Share of which he is the holder</p> <p>b) Dividend Rights</p> <p>A Any profits available for distribution within the meaning of the Companies Act 2006 (the "2006 Act") which the Company may determine to distribute in respect of such financial year shall be applied in paying a dividend to the holders of the A Ordinary Shares of and the B Ordinary Shares, which shall rank parri passu in respect thereof provided that</p> <p>(1) the holders of the Deferred Shares (pro-rata amongst themselves) shall be entitled to receive 0.001% of any remaining profits available for distribution after the holders of the A Ordinary Shares and B Ordinary Shares have between them received £1,000,000 in aggregate. The balance (being 99.999%) of any remaining profits available for distribution shall then be applied in paying a dividend to the holders of the A Ordinary Shares and B Ordinary Shares on the same basis as aforesaid, and</p> <p>(11) once the holders of the A Ordinary Shares and B Ordinary Shares and, only if A (1) above applies, Deferred Shares have received £200,000,000 in aggregate, the holders of the C Ordinary Shares shall next be entitled to receive an amount up to £1,000,000 of any remaining profits available for distribution (which shall be allocated amongst the C Ordinary Shareholders pro rata to their holdings of C Ordinary Shares) before the distribution of the balance of any such remaining profits available for distribution thereafter to the holders of the A Ordinary Shares and B Ordinary Shares and, only if A (1) above applies, Deferred Shares on the basis set out above</p> <p>B Save as otherwise provided, every dividend shall be distributed to the appropriate Shareholders (as defined at the end of the continuation pages) pro-rata according to the amounts paid up or credited as paid up on the Shares held by them respectively, ignoring for these purposes any amount in respect of share premium</p> <p>c) Return of Capital Rights</p> <p>On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after payment of its liabilities (including, without limitation and for the avoidance of doubt, all amounts due in respect of the Loan Notes (as defined at the end of the continuation pages) and the Mezzanine Debt (as defined at the end of the continuation pages)) shall be distributed in the following order of priority</p> <p>A First, in or towards paying to each holder of D Ordinary Shares the D Share Return (as defined at the end of the continuation pages) due on each D Ordinary Share held and so that if there shall be insufficient surplus assets to pay such</p>

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A Ordinary Shares
Prescribed particulars	<p>amounts in full, the amount payable to each D Ordinary Shareholder shall be allocated among the holders of D Ordinary Shares pro rata to the number of D Ordinary Share held by each of them,</p> <p>B Second, in or towards paying to each holder of A Ordinary Shares and each holder of B Ordinary Shares an amount equal to the amount paid up or credited as paid up on each A Ordinary Share and/or each B Ordinary Share multiplied by the number of A Ordinary Shares held by each A Ordinary Shareholder and/or each B Ordinary Shareholder, and so that if there shall be insufficient surplus assets to pay such amounts in full, the amount payable to each A Ordinary Shareholder and/or B Ordinary Shareholder shall be allocated pro rata to the number of A Ordinary Shares and B Ordinary Shares held by each of them,</p> <p>C Third, the balance of the surplus assets then remaining (if any) shall be distributed amongst the holders of A Ordinary Shares and B Ordinary Shares pro rata according to the nominal value of such A Ordinary Shares and B Ordinary Shares (treating the A Ordinary Shares and B Ordinary Shares as a single class for this purpose) held by such A Ordinary Shareholders and B Ordinary Shareholders until</p> <p>(1) the holders of the A Ordinary Shares and B Ordinary Shares have received £200,000,000 in aggregate at which point the holders of the C Ordinary Shares shall be entitled to receive an amount up to £1,000,000 from any surplus assets remaining for distribution before any further distributions are made to the holders of any other class of shares (such amount to be allocated among the C Ordinary Shareholders pro rata to their holdings of C Ordinary Shares) and thereafter any remaining surplus assets available for distribution shall be distributed among the holders of the A Ordinary Shares and B Ordinary Shares on the same basis as aforesaid, and</p> <p>(11) the holders of A Ordinary Shares and B Ordinary Shares have each received the nominal amount paid up on the A Ordinary Shares and B Ordinary Shares held by them respectively and a further £10,000,000 on each Share, at which point (subject to (1) above) the holders of the Deferred Shares shall be entitled to receive payment of the amounts paid up on the Deferred Shares before any further distributions are made to the holders of A Ordinary Shares and B Ordinary Shares</p> <p><u>d) Redemption Rights</u> The A Ordinary Shares are not redeemable</p>

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	B Ordinary Shares
Prescribed particulars	<p>a) Voting Rights Every B Ordinary Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative not being himself a member shall have one vote, and on a poll every B Ordinary Shareholder shall have one vote for each B Ordinary Share of which he is the holder</p> <p>b) Dividend Rights A Any profits available for distribution within the meaning of the 2006 Act which the Company may determine to distribute in respect of such financial year shall be applied in paying a dividend to the holders of the A Ordinary Shares of and the B Ordinary Shares, which shall rank parri passu in respect thereof provided that</p> <p>(1) the holders of the Deferred Shares (pro-rata amongst themselves) shall be entitled to receive 0.001% of any remaining profits available for distribution after the holders of the A Ordinary Shares and B Ordinary Shares have between them received £1,000,000 in aggregate. The balance (being 99.999%) of any remaining profits available for distribution shall then be applied in paying a dividend to the holders of the A Ordinary Shares and B Ordinary Shares on the same basis as aforesaid, and</p> <p>(11) once the holders of the A Ordinary Shares and B Ordinary Shares and, only if A (1) above applies, Deferred Shares have received £200,000,000 in aggregate, the holders of the C Ordinary Shares shall next be entitled to receive an amount up to £1,000,000 of any remaining profits available for distribution (which shall be allocated amongst the C Ordinary Shareholders pro rata to their holdings of C Ordinary Shares) before the distribution of the balance of any such remaining profits available for distribution thereafter to the holders of the A Ordinary Shares and B Ordinary Shares and, only if A (1) above applies, Deferred Shares on the basis set out above</p> <p>B Save as otherwise provided, every dividend shall be distributed to the appropriate Shareholders pro-rata according to the amounts paid up or credited as paid up on the Shares held by them respectively, ignoring for these purposes any amount in respect of share premium</p> <p>c) Return of Capital Rights On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after payment of its liabilities (including, without limitation and for the avoidance of doubt, all amounts due in respect of the Loan Notes and the Mezzanine Debt) shall be distributed in the following order of priority</p> <p>A First, in or towards paying to each holder of D Ordinary Shares the D Share Return due on each D Ordinary Share held and so that if there shall be insufficient surplus assets to pay</p>

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	B Ordinary Shares	
Prescribed particulars	<p>such amounts in full, the amount payable to each D Ordinary Shareholder shall be allocated among the holders of D Ordinary Shares pro rata to the number of D Ordinary Share held by each of them,</p> <p>B Second, in or towards paying to each holder of A Ordinary Shares and each holder of B Ordinary Shares an amount equal to the amount paid up or credited as paid up on each A Ordinary Share and/or each B Ordinary Share multiplied by the number of A Ordinary Shares held by each A Ordinary Shareholder and/or each B Ordinary Shareholder, and so that if there shall be insufficient surplus assets to pay such amounts in full, the amount payable to each A Ordinary Shareholder and/or B Ordinary Shareholder shall be allocated pro rata to the number of A Ordinary Shares and B Ordinary Shares held by each of them,</p> <p>C Third, the balance of the surplus assets then remaining (if any) shall be distributed amongst the holders of A Ordinary Shares and B Ordinary Shares pro rata according to the nominal value of such A Ordinary Shares and B Ordinary Shares (treating the A Ordinary Shares and B Ordinary Shares as a single class for this purpose) held by such A Ordinary Shareholders and B Ordinary Shareholders until</p> <p>(1) the holders of the A Ordinary Shares and B Ordinary Shares have received £200,000,000 in aggregate at which point the holders of the C Ordinary Shares shall be entitled to receive an amount up to £1,000,000 from any surplus assets remaining for distribution before any further distributions are made to the holders of any other class of shares (such amount to be allocated among the C Ordinary Shareholders pro rata to their holdings of C Ordinary Shares) and thereafter any remaining surplus assets available for distribution shall be distributed among the holders of the A Ordinary Shares and B Ordinary Shares on the same basis as aforesaid, and</p> <p>(11) the holders of A Ordinary Shares and B Ordinary Shares have each received the nominal amount paid up on the A Ordinary Shares and B Ordinary Shares held by them respectively and a further £10,000,000 on each Share, at which point (subject to (1) above) the holders of the Deferred Shares shall be entitled to receive payment of the amounts paid up on the Deferred Shares before any further distributions are made to the holders of A Ordinary Shares and B Ordinary Shares</p> <p>d) Redemption Rights The B Ordinary Shares are not redeemable</p>	

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	C Ordinary Shares
Prescribed particulars	<p>a) Voting Rights</p> <p>A Subject to the provisions of B below, on a show of hands, every C Ordinary Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative not being himself a member shall have one vote, and on a poll every C Ordinary Shareholder shall have one vote for each C Ordinary Share of which he is the holder</p> <p>B If at any time a holder of C Ordinary Shares ceases to be employed or engaged as a consultant or director by the Company or a Group Company (such a person being a "Former Employee Shareholder"), all C Ordinary Shares which such Former Employee Shareholder holds or to which he is entitled and any C Ordinary Shares formerly held by such Former Employee Shareholder which have been transferred either in breach of the articles of association of the Company (the "Articles") or in accordance with article 6.1 of the Articles shall immediately cease to entitle the holder thereof to vote on any written resolution of the Company or any class of shareholders of the Company and to attend and vote (whether on a show of hands or on a poll) at any general meeting of the Company or any class of shareholders of the Company. The suspension of voting rights attached to the relevant C Ordinary Shares pursuant to this section shall continue until such time as such Former Employee Shareholder and their permitted transferees under article 6.1 of the Articles cease to hold such C Ordinary Shares</p> <p>b) Dividend Rights</p> <p>A Any profits available for distribution within the meaning of the 2006 Act which the Company may determine to distribute in respect of such financial year shall be applied in paying a dividend to the holders of the A Ordinary Shares and the B Ordinary Shares, which shall rank parri passu in respect thereof provided that</p> <p>(1) the holders of the Deferred Shares (pro-rata amongst themselves) shall be entitled to receive 0.001% of any remaining profits available for distribution after the holders of the A Ordinary Shares and B Ordinary Shares have between them received £1,000,000 in aggregate. The balance (being 99.999%) of any remaining profits available for distribution shall then be applied in paying a dividend to the holders of the A Ordinary Shares and B Ordinary Shares on the same basis as aforesaid, and</p> <p>(11) once the holders of the A Ordinary Shares and B Ordinary Shares and, only if A (1) above applies, Deferred Shares have received £200,000,000 in aggregate, the holders of the C Ordinary Shares shall next be entitled to receive an amount up to £1,000,000 of any remaining profits available for distribution (which shall be allocated amongst the C Ordinary Shareholders pro rata to their holdings of C Ordinary Shares) before the distribution of the balance of any such remaining profits available for distribution thereafter to the holders of the A Ordinary Shares and B Ordinary Shares and, only if A (1) above applies, Deferred Shares on the basis set out above</p>

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	C Ordinary Shares
Prescribed particulars	<p>B Save as otherwise provided, every dividend shall be distributed to the appropriate Shareholders pro-rata according to the amounts paid up or credited as paid up on the Shares held by them respectively, ignoring for these purposes any amount in respect of share premium</p> <p><u>c) Return of Capital Rights</u></p> <p>On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after payment of its liabilities (including, without limitation and for the avoidance of doubt, all amounts due in respect of the Loan Notes and the Mezzanine Debt) shall be distributed in the following order of priority</p> <p>A First, in or towards paying to each holder of D Ordinary Shares the D Share Return due on each D Ordinary Share held and so that if there shall be insufficient surplus assets to pay such amounts in full, the amount payable to each D Ordinary Shareholder shall be allocated among the holders of D Ordinary Shares pro rata to the number of D Ordinary Share held by each of them,</p> <p>B Second, in or towards paying to each holder of A Ordinary Shares and each holder of B Ordinary Shares an amount equal to the amount paid up or credited as paid up on each A Ordinary Share and/or each B Ordinary Share multiplied by the number of A Ordinary Shares held by each A Ordinary Shareholder and/or each B Ordinary Shareholder, and so that if there shall be insufficient surplus assets to pay such amounts in full, the amount payable to each A Ordinary Shareholder and/or B Ordinary Shareholder shall be allocated pro rata to the number of A Ordinary Shares and B Ordinary Shares held by each of them,</p> <p>C Third, the balance of the surplus assets then remaining (if any) shall be distributed amongst the holders of A Ordinary Shares and B Ordinary Shares pro rata according to the nominal value of such A Ordinary Shares and B Ordinary Shares (treating the A Ordinary Shares and B Ordinary Shares as a single class for this purpose) held by such A Ordinary Shareholders and B Ordinary Shareholders until.</p> <p>(1) the holders of the A Ordinary Shares and B Ordinary Shares have received £200,000,000 in aggregate at which point the holders of the C Ordinary Shares shall be entitled to receive an amount up to £1,000,000 from any surplus assets remaining for distribution before any further distributions are made to the holders of any other class of shares (such amount to be allocated among the C Ordinary Shareholders pro rata to their holdings of C Ordinary Shares) and thereafter any remaining surplus assets available for distribution shall be distributed among the holders of the A Ordinary Shares and B Ordinary Shares on the same basis as aforesaid, and</p>

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	C Ordinary Shares	
Prescribed particulars	<p>(11) the holders of A Ordinary Shares and B Ordinary Shares have each received the nominal amount paid up on the A Ordinary Shares and B Ordinary Shares held by them respectively and a further £10,000,000 on each Share, at which point (subject to (1) above) the holders of the Deferred Shares shall be entitled to receive payment of the amounts paid up on the Deferred Shares before any further distributions are made to the holders of A Ordinary Shares and B Ordinary Shares</p> <p><u>d) Redemption Rights</u></p> <p>The C Ordinary Shares are not redeemable</p>	

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Class of share	D Ordinary Shares	
Prescribed particulars	<p><u>a) Voting Rights</u> The D Ordinary Shares shall carry the right to receive notice of general meetings of the Company but shall not carry any right to attend or vote at any general meeting or at any separate class meeting of the Company</p> <p><u>b) Dividend Rights</u> The D Ordinary Shares do not carry any entitlement to receive any dividend</p> <p><u>c) Return of Capital Rights</u> On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after payment of its liabilities (including, without limitation and for the avoidance of doubt, all amounts due in respect of the Loan Notes and the Mezzanine Debt) shall be distributed in the following order of priority</p> <p>A First, in or towards paying to each holder of D Ordinary Shares the D Share Return due on each D Ordinary Share held and so that if there shall be insufficient surplus assets to pay such amounts in full, the amount payable to each D Ordinary Shareholder shall be allocated among the holders of D Ordinary Shares pro rata to the number of D Ordinary Share held by each of them,</p> <p>B Second, in or towards paying to each holder of A Ordinary Shares and each holder of B Ordinary Shares an amount equal to the amount paid up or credited as paid up on each A Ordinary Share and/or each B Ordinary Share multiplied by the number of A Ordinary Shares held by each A Ordinary Shareholder and/or each B Ordinary Shareholder, and so that if there shall be insufficient surplus assets to pay such amounts in full, the amount payable to each A Ordinary Shareholder and/or B Ordinary Shareholder shall be allocated pro rata to the number of A Ordinary Shares and B Ordinary Shares held by each of them,</p> <p>C Third, the balance of the surplus assets then remaining (if any) shall be distributed amongst the holders of A Ordinary Shares and B Ordinary Shares pro rata according to the nominal value of such A Ordinary Shares and B Ordinary Shares (treating the A Ordinary Shares and B Ordinary Shares as a single class for this purpose) held by such A Ordinary Shareholders and B Ordinary Shareholders until</p>	

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	D Ordinary Shares	
Prescribed particulars	<p>(1) the holders of the A Ordinary Shares and B Ordinary Shares have received £200,000,000 in aggregate at which point the holders of the C Ordinary Shares shall be entitled to receive an amount up to £1,000,000 from any surplus assets remaining for distribution before any further distributions are made to the holders of any other class of shares (such amount to be allocated among the C Ordinary Shareholders pro rata to their holdings of C Ordinary Shares) and thereafter any remaining surplus assets available for distribution shall be distributed among the holders of the A Ordinary Shares and B Ordinary Shares on the same basis as aforesaid, and</p> <p>(11) the holders of A Ordinary Shares and B Ordinary Shares have each received the nominal amount paid up on the A Ordinary Shares and B Ordinary Shares held by them respectively and a further £10,000,000 on each Share, at which point (subject to (1) above) the holders of the Deferred Shares shall be entitled to receive payment of the amounts paid up on the Deferred Shares before any further distributions are made to the holders of A Ordinary Shares and B Ordinary Shares</p> <p><u>d) Redemption Rights</u></p> <p>The D Ordinary Shares are not redeemable</p>	

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Deferred Shares	
Prescribed particulars	<p>a) Voting Rights The Deferred Shares do not have the right to receive notice of or to attend and vote at any general meeting of the Company</p> <p>b) Dividend Rights A Any profits available for distribution within the meaning of the 2006 Act which the Company may determine to distribute in respect of such financial year shall be applied in paying a dividend to the holders of the A Ordinary Shares of and the B Ordinary Shares, which shall rank parri passu in respect thereof provided that</p> <p>(1) the holders of the Deferred Shares (pro-rata amongst themselves) shall be entitled to receive 0.001% of any remaining profits available for distribution after the holders of the A Ordinary Shares and B Ordinary Shares have between them received £1,000,000 in aggregate. The balance (being 99.999%) of any remaining profits available for distribution shall then be applied in paying a dividend to the holders of the A Ordinary Shares and B Ordinary Shares on the same basis as aforesaid, and</p> <p>(11) once the holders of the A Ordinary Shares and B Ordinary Shares and, only if A (1) above applies, Deferred Shares have received £200,000,000 in aggregate, the holders of the C Ordinary Shares shall next be entitled to receive an amount up to £1,000,000 of any remaining profits available for distribution (which shall be allocated amongst the C Ordinary Shareholders pro rata to their holdings of C Ordinary Shares) before the distribution of the balance of any such remaining profits available for distribution thereafter to the holders of the A Ordinary Shares and B Ordinary Shares and, only if A (1) above applies, Deferred Shares on the basis set out above</p> <p>B Save as otherwise provided, every dividend shall be distributed to the appropriate Shareholders pro-rata according to the amounts paid up or credited as paid up on the Shares held by them respectively, ignoring for these purposes any amount in respect of share premium</p> <p>c) Return of Capital Rights On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after payment of its liabilities (including, without limitation and for the avoidance of doubt, all amounts due in respect of the Loan Notes and the Mezzanine Debt) shall be distributed in the following order of priority</p> <p>A First, in or towards paying to each holder of D Ordinary Shares the D Share Return due on each D Ordinary Share held and so that if there shall be insufficient surplus assets to pay such amounts in full, the amount payable to each D Ordinary Shareholder shall be allocated among the holders of D Ordinary Shares pro rata to the number of D Ordinary Share held by each of them,</p> <p>B Second, in or towards paying to each holder of A Ordinary Shares and each holder of B Ordinary Shares an amount equal to the amount paid up or credited as paid up on each A</p>	

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Return of allotment of shares

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Deferred Shares	
Prescribed particulars	<p>Ordinary Share and/or each B Ordinary Share multiplied by the number of A Ordinary Shares held by each A Ordinary Shareholder and/or each B Ordinary Shareholder, and so that if there shall be insufficient surplus assets to pay such amounts in full, the amount payable to each A Ordinary Shareholder and/or B Ordinary Shareholder shall be allocated pro rata to the number of A Ordinary Shares and B Ordinary Shares held by each of them,</p> <p>C Third, the balance of the surplus assets then remaining (if any) shall be distributed amongst the holders of A Ordinary Shares and B Ordinary Shares pro rata according to the nominal value of such A Ordinary Shares and B Ordinary Shares (treating the A Ordinary Shares and B Ordinary Shares as a single class for this purpose) held by such A Ordinary Shareholders and B Ordinary Shareholders until</p> <p>(1) the holders of the A Ordinary Shares and B Ordinary Shares have received £200,000,000 in aggregate at which point the holders of the C Ordinary Shares shall be entitled to receive an amount up to £1,000,000 from any surplus assets remaining for distribution before any further distributions are made to the holders of any other class of shares (such amount to be allocated among the C Ordinary Shareholders pro rata to their holdings of C Ordinary Shares) and thereafter any remaining surplus assets available for distribution shall be distributed among the holders of the A Ordinary Shares and B Ordinary Shares on the same basis as aforesaid, and</p> <p>(ii) the holders of A Ordinary Shares and B Ordinary Shares have each received the nominal amount paid up on the A Ordinary Shares and B Ordinary Shares held by them respectively and a further £10,000,000 on each Share, at which point (subject to (1) above) the holders of the Deferred Shares shall be entitled to receive payment of the amounts paid up on the Deferred Shares before any further distributions are made to the holders of A Ordinary Shares and B Ordinary Shares</p> <p>d) Redemption Rights</p> <p>Following a Sale, Listing or Winding Up (each term defined at the end of the continuation pages), the Company may, at its option, at any time after the conversion of B Ordinary Shares into Deferred Shares, and without any prior notice to the holders thereof redeem all such Deferred Shares then in issue at a price not exceeding £1 for all the Deferred Shares (to be paid to such one of the holders thereof as may be selected by lot)</p>	

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Return of allotment of shares

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	n/a	
Prescribed particulars	<p><u>Definitions</u></p> <p>D Share Return means the return due to the holder of a D Ordinary Share in issue on an Sale, Listing or Winding Up calculated pursuant to the applicable provisions of article 5A (D Share Provisions) of the Articles</p> <p>Mezzanine Debt means mezzanine debt originally loaned to the Company pursuant to a mezzanine credit agreement dated 11 April 2008 as amended and restated pursuant to an amendment and restatement agreement dated 28 May 2010, as amended, varied or restated from time to time</p> <p>Listing means the admission to listing or trading of the whole or any class of Shares (or other securities representing Shares) on the official list of the UK Listing Authority maintained in accordance with s74(5) FSMA or the Alternative Investment Market of the London Stock Exchange</p> <p>Loan Notes means the Primary Loan Notes (15 per cent £21,300,000 unsecured primary loan notes 2018 of the Company), the Subordinated Loan Notes (£3,000,000 unsecured subordinated loan notes of the Company), the Redeemable Loan Notes (15 per cent £150,000 unsecured redeemable loan notes 2018 of the Company), the Priority Loan Notes (20 per cent £2,815,045 unsecured loan notes 2018 of the Company) and the Series B Loan Notes (15 per cent £6,000,000 unsecured series B loan notes 2018 of the Company) and any other loan notes or shareholder debt issued by a Group Company from time to time (whether before or after the date of adoption of the Articles)</p> <p>Sale means the sale (whether through a single transaction or a series of transactions) of Shares for a cash consideration as a result of which any person (or persons connected with each other, or persons acting in concert with each other) would hold or acquire beneficial ownership of or over the whole of the issued Shares including as a result of a sale of Shares pursuant to Clause 11 (Tag Along) or Clause 12 (Drag Along) of the Shareholders Agreement (which means any agreement subsisting from time to time to which either all or a majority of the Shareholders are parties or to which they have become bound which regulates their conduct of the affairs of the Company, as amended, varied or restated from time to time)</p> <p>Shareholder means any person who holds any A Ordinary Shares or B Ordinary Shares or C Ordinary Shares and "A Ordinary Shareholder", "B Ordinary Shareholder", "C Ordinary Shareholder" shall be construed accordingly</p> <p>Winding-Up means a solvent winding up or dissolution of the Company</p>	