

**Return of Allotment of Shares**Company Name: **Racecourse Media Group Limited**Company Number: **06544004**Received for filing in Electronic Format on the: **18/12/2013**

X2NHPK4Y

Shares Alloted (including bonus shares)

| | | |
|--|---------------------------|-------------------------|
| Date or period during which shares are allotted | From 11/10/2013 | To 31/12/9999 |
| | | To |

| | | | |
|-------------------------|-----------------|-----------------------------|--------------|
| Class of Shares: | "B" | Number allotted | 450 |
| | ORDINARY | Nominal value of each share | 100 |
| Currency: | GBP | Amount paid: | 100.0 |
| | | Amount unpaid: | 0.0 |

No shares allotted other than for cash

Statement of Capital (Share Capital)

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|-------------------------|-----------------|--------------------------|-------------|
| Class of Shares: | "A" | Number allotted | 20 |
| | ORDINARY | Aggregate nominal value: | 2000 |
| Currency: | GBP | Amount paid per share | 100 |
| | | Amount unpaid per share | 0 |

Prescribed particulars

A SHARES RANK EQUALLY FOR VOTING PURPOSES. ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE SUCH VOTE PER SHARE HELD AS EQUALS THE RELEVANT VOTING PERCENTAGE AS SPECIFIED IN ARTICLE 4.9.3. DIVIDEND RIGHTS: BEFORE CONVERSION UPON A CONVERSION EVENT, EACH 'A' ORDINARY SHARE SHALL ENTITLE THE HOLDER THEREOF TO A PERCENTAGE OF THE DISTRIBUTABLE PROFITS OF THE COMPANY THAT THE COMPANY DETERMINES TO DISTRIBUTE (OTHER THAN ANY DIVIDEND DECLARED IN RESPECT OF THE 'B' ORDINARY SHARES) EQUAL TO THE RELEVANT INCOME PERCENTAGE ATTRIBUTABLE TO THAT 'A' ORDINARY SHARE AND AFTER CONVERSION UPON A CONVERSION EVENT, ANY PROFITS OF THE COMPANY THAT THE COMPANY DETERMINES TO DISTRIBUTE (OTHER THAN ANY DIVIDEND DECLARED IN RESPECT OF THE 'B' ORDINARY SHARES) SHOULD BE PAID TO THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THE NUMBER OF ANY ORDINARY SHARES HELD BY THEM. REGULATION 104 OF TABLE A SHALL NOT APPLY TO THE EXTENT IT IS INCONSISTENT WITH THIS ARTICLE 4. DISTRIBUTION RIGHTS ON A WINDING UP: ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE OF THE COMPANY (EACH A "CAPITAL EVENT"), THE SURPLUS ASSETS SHALL BE DIVIDED BETWEEN THE HOLDERS OF SHARES AS FOLLOWS: 4.1.1 FIRST, EACH HOLDER OF 'B' ORDINARY SHARES SHALL RECEIVE (I) AN AMOUNT EQUAL TO THE AMOUNT SUBSCRIBED FOR THE 'B' ORDINARY SHARES HELD BY IT AND (II) AN AMOUNT EQUAL TO ANY DECLARED BUT UNPAID DIVIDENDS ON THE 'B' ORDINARY SHARES HELD BY IT; 4.1.2 SECOND, EACH HOLDER OF 'A' ORDINARY SHARES AND ORDINARY SHARES SHALL RECEIVE AN AMOUNT EQUAL TO THE AMOUNT SUBSCRIBED FOR ANY SUCH SHARES HELD BY IT AND AN AMOUNT EQUAL TO ANY DECLARED BUT UNPAID DIVIDENDS ON SUCH SHARES; 4.1.3 THIRD, EACH HOLDER OF DEFERRED SHARES SHALL RECEIVE £1 IN RESPECT OF HIS ENTIRE HOLDING OF DEFERRED SHARES; AND 4.1.4 FOURTH, (I) BEFORE CONVERSION UPON A CONVERSION EVENT, EACH HOLDER OF 'B' ORDINARY SHARES SHALL RECEIVE AN AMOUNT, IF ANY, EQUAL TO THE AGGREGATE B SHARE CAPITAL POOL ENTITLEMENT OF THE 'B' ORDINARY SHARES HELD BY IT, AND EACH HOLDER OF 'A' ORDINARY SHARES SHALL RECEIVE A PERCENTAGE OF THE REMAINING SURPLUS ASSETS EQUAL TO THE AGGREGATE RELEVANT CAPITAL PERCENTAGES IN RESPECT OF THE 'A' ORDINARY SHARES HELD BY IT AND, (II) AFTER A CONVERSION UPON CONVERSION EVENT, EACH HOLDER OF 'B' ORDINARY SHARES SHALL RECEIVE AN AMOUNT, IF ANY, EQUAL TO THE AGGREGATE B SHARE CAPITAL POOL ENTITLEMENT

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| Class of Shares: | "B" | Number allotted | 10000 |
| | ORDINARY | Aggregate nominal value: | 1000000 |
| Currency: | GBP | Amount paid per share | 200 |
| | | Amount unpaid per share | 0 |

Prescribed particulars

THE 'B' ORDINARY SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF, ATTEND OR VOTE IN GENERAL MEETINGS OF THE COMPANY. DIVIDEND RIGHTS: IN ANY YEAR THAT THE DISTRIBUTABLE PROFITS OF THE COMPANY EXCEED £100,000,000, EACH 'B' ORDINARY SHARE SHALL ENTITLE THE HOLDER THEREOF TO AN AMOUNT EQUAL TO 10% OF SUCH EXCESS DIVIDED BY THE TOTAL NUMBER OF 'B' ORDINARY SHARES IN ISSUE. THE 'B' ORDINARY SHARES SHALL NOT OTHERWISE ENTITLE THE HOLDERS TO ANY SHARE IN THE DISTRIBUTABLE PROFITS OF THE COMPANY. DISTRIBUTION RIGHTS ON A WINDING UP: ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE OF THE COMPANY (EACH A "CAPITAL EVENT"), THE SURPLUS ASSETS SHALL BE DIVIDED BETWEEN THE HOLDERS OF SHARES AS FOLLOWS: 4.1.1 FIRST, EACH HOLDER OF 'B' ORDINARY SHARES SHALL RECEIVE (I) AN AMOUNT EQUAL TO THE AMOUNT SUBSCRIBED FOR THE 'B' ORDINARY SHARES HELD BY IT AND (II) AN AMOUNT EQUAL TO ANY DECLARED BUT UNPAID DIVIDENDS ON THE 'B' ORDINARY SHARES HELD BY IT; 4.1.2 SECOND, EACH HOLDER OF 'A' ORDINARY SHARES AND ORDINARY SHARES SHALL RECEIVE AN AMOUNT EQUAL TO THE AMOUNT SUBSCRIBED FOR ANY SUCH SHARES HELD BY IT AND AN AMOUNT EQUAL TO ANY DECLARED BUT UNPAID DIVIDENDS ON SUCH SHARES; 4.1.3 THIRD, EACH HOLDER OF DEFERRED SHARES SHALL RECEIVE £1 IN RESPECT OF HIS ENTIRE HOLDING OF DEFERRED SHARES; AND 4.1.4 FOURTH, (I) BEFORE CONVERSION UPON A CONVERSION EVENT, EACH HOLDER OF 'B' ORDINARY SHARES SHALL RECEIVE AN AMOUNT, IF ANY, EQUAL TO THE AGGREGATE B SHARE CAPITAL POOL ENTITLEMENT OF THE 'B' ORDINARY SHARES HELD BY IT, AND EACH HOLDER OF 'A' ORDINARY SHARES SHALL RECEIVE A PERCENTAGE OF THE REMAINING SURPLUS ASSETS EQUAL TO THE AGGREGATE RELEVANT CAPITAL PERCENTAGES IN RESPECT OF THE 'A' ORDINARY SHARES HELD BY IT AND, (II) AFTER A CONVERSION UPON CONVERSION EVENT, EACH HOLDER OF 'B' ORDINARY SHARES SHALL RECEIVE AN AMOUNT, IF ANY, EQUAL TO THE AGGREGATE B SHARE CAPITAL POOL ENTITLEMENT OF THE 'B' ORDINARY SHARES HELD BY IT, AND THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES. REDEEMABLE SHARES: THE SHARES ARE NOT REDEEMABLE.

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| Class of Shares: | "B" | Number allotted | 450 |
| | ORDINARY | Aggregate nominal value: | 45000 |
| Currency: | GBP | Amount paid per share | 100 |
| | | Amount unpaid per share | 0 |

Prescribed particulars

THE 'B' ORDINARY SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF, ATTEND OR VOTE IN GENERAL MEETINGS OF THE COMPANY. DIVIDEND RIGHTS: IN ANY YEAR THAT THE DISTRIBUTABLE PROFITS OF THE COMPANY EXCEED £100,000,000, EACH 'B' ORDINARY SHARE SHALL ENTITLE THE HOLDER THEREOF TO AN AMOUNT EQUAL TO 10% OF SUCH EXCESS DIVIDED BY THE TOTAL NUMBER OF 'B' ORDINARY SHARES IN ISSUE. THE 'B' ORDINARY SHARES SHALL NOT OTHERWISE ENTITLE THE HOLDERS TO ANY SHARE IN THE DISTRIBUTABLE PROFITS OF THE COMPANY. DISTRIBUTION RIGHTS ON A WINDING UP: ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE OF THE COMPANY (EACH A "CAPITAL EVENT"), THE SURPLUS ASSETS SHALL BE DIVIDED BETWEEN THE HOLDERS OF SHARES AS FOLLOWS: 4.1.1 FIRST, EACH HOLDER OF 'B' ORDINARY SHARES SHALL RECEIVE (I) AN AMOUNT EQUAL TO THE AMOUNT SUBSCRIBED FOR THE 'B' ORDINARY SHARES HELD BY IT AND (II) AN AMOUNT EQUAL TO ANY DECLARED BUT UNPAID DIVIDENDS ON THE 'B' ORDINARY SHARES HELD BY IT; 4.1.2 SECOND, EACH HOLDER OF 'A' ORDINARY SHARES AND ORDINARY SHARES SHALL RECEIVE AN AMOUNT EQUAL TO THE AMOUNT SUBSCRIBED FOR ANY SUCH SHARES HELD BY IT AND AN AMOUNT EQUAL TO ANY DECLARED BUT UNPAID DIVIDENDS ON SUCH SHARES; 4.1.3 THIRD, EACH HOLDER OF DEFERRED SHARES SHALL RECEIVE £1 IN RESPECT OF HIS ENTIRE HOLDING OF DEFERRED SHARES; AND 4.1.4 FOURTH, (I) BEFORE CONVERSION UPON A CONVERSION EVENT, EACH HOLDER OF 'B' ORDINARY SHARES SHALL RECEIVE AN AMOUNT, IF ANY, EQUAL TO THE AGGREGATE B SHARE CAPITAL POOL ENTITLEMENT OF THE 'B' ORDINARY SHARES HELD BY IT, AND EACH HOLDER OF 'A' ORDINARY SHARES SHALL RECEIVE A PERCENTAGE OF THE REMAINING SURPLUS ASSETS EQUAL TO THE AGGREGATE RELEVANT CAPITAL PERCENTAGES IN RESPECT OF THE 'A' ORDINARY SHARES HELD BY IT AND, (II) AFTER A CONVERSION UPON CONVERSION EVENT, EACH HOLDER OF 'B' ORDINARY SHARES SHALL RECEIVE AN AMOUNT, IF ANY, EQUAL TO THE AGGREGATE B SHARE CAPITAL POOL ENTITLEMENT OF THE 'B' ORDINARY SHARES HELD BY IT, AND THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES. REDEEMABLE SHARES: THE SHARES ARE NOT REDEEMABLE.

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| Class of Shares: | DEFERRED | Number allotted | 1000 |
| Currency: | GBP | Aggregate nominal value: | 1 |
| | | Amount paid per share | 0.001 |
| | | Amount unpaid per share | 0 |

Prescribed particulars

THE DEFERRED SHARES DO NOT CONFER ON THE HOLDER THEREOF ANY ENTITLEMENT TO RECEIVE NOTICE OF AND ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY; DIVIDEND RIGHTS: THE DEFERRED SHARES DO NOT CONFER ON THE HOLDER ANY RIGHT TO A DIVIDEND; DISTRIBUTION RIGHTS: ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE OF THE COMPANY EACH HOLDER OF DEFERRED SHARES SHALL RECEIVE £1 IN RESPECT OF HIS ENTIRE HOLDING OF DEFERRED SHARES; REDEEMABLE SHARES: THE DEFERRED SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

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|-----------|------------|--------------------------------|----------------|
| Currency: | GBP | Total number of shares: | 11470 |
| | | Total aggregate nominal value: | 1047001 |

Authorisation

Authenticated

This form was authorised by one of the following:

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