


SH19

Statement of capital for reduction supported by solvency statement
or court order

3	Prescribed particulars of rights attached to shares		<p>1 Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> <p>Please use a statement of capital continuation page if necessary.</p>
	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 2 .		
Class of share	Ordinary Shares		
Prescribed particulars 1	Please see continuation sheet.		
Class of share	A Ordinary Shares		
Prescribed particulars 1	Please see continuation sheet.		
Class of share	B Ordinary Shares		
Prescribed particulars 1	Please see continuation sheet.		

4	Signature		<p>2 Societas Europaea. If this 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.</p> <p>3 Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
	I am signing this form on behalf of the company.		
Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div> <div style="flex-grow: 1; text-align: center;">  </div> <div style="margin-left: 10px;">X</div> </div>		
	This form may be signed by: Director 2, Secretary, Person authorised 3, CIC manager.		

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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	LUCY VERNALL
Company name	FUNDING CIRCLE HOLDINGS
	LIMITED
Address	71 QUEEN VICTORIA STREET
Post town	LONDON
County/Region	
Postcode	E C 4 V 4 A Y
Country	UNITED KINGDOM
DX	
Telephone	0203 6672257



Checklist

We may return 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 completed the relevant sections of the statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House.'



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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

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Share capital

Complete the table below to show the issued share capital as reduced by the resolution.

Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
GBP	Ordinary Shares	85851080	85851.08	
GBP	A Ordinary Shares	1439625	14.39625	
GBP	B Ordinary Shares	650000	6.5	
GBP	C Ordinary Shares	5829475	58.29475	
GBP	D Ordinary Shares	1068850	10.6885	
GBP	E Ordinary Shares	6063840	60.6384	
GBP	Series F Preferred Shares	23672990	23672.99	
GBP	Series E Preferred Shares	31432400	31432.4	
GBP	Series D Preferred Shares	25595700	25595.7	
GBP	Series C Preferred Shares	32520500	32520.5	
GBP	Series B Preferred Shares	31492900	31492.9	
GBP	Series A Preferred Shares	27392200	27392.2	
GBP	Deferred Shares	2692586	26.92586	
Totals		275702146	258135.21376	0

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Statement of capital

3	Prescribed particulars of rights attached to shares	
Class of share	Ordinary Shares	
Prescribed particulars 1	<p>Voting Rights: The Ordinary Shares shall be entitled to one vote per share.</p> <p>Dividend Rights: The holders of Ordinary Shares shall be entitled to participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding.</p> <p>Liquidation Preference: On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows: first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share); second, after the amounts payable pursuant to Article 5.1.1.1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article 4.2, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share); third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares; fourth, in paying to the holders of the A, B, C, D and E Ordinary Shares that are not Vested, if any, or where the relevant Threshold Value has not been met, a total of £1.00 for the applicable A, B, C, D and E Ordinary Shares; and thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the applicable A, B, C, D and E Ordinary Shares that are not Vested or where the relevant Threshold Value has not been met) (on a pari passu basis).</p> <p>Redemption Rights: The Ordinary Shares are not redeemable.</p>	

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.

A separate table must be used for each class of share.

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3 Prescribed particulars of rights attached to shares

Class of share	A Ordinary Shares
Prescribed particulars 1	<p>Voting rights: The A Ordinary Shares have no voting rights.</p> <p>Dividend Rights: The A Ordinary Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding (to the extent vested), unless the Board determines that the equity value of the Company is less than the A/B Threshold Value.</p> <p>Liquidation Preference: On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows: first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share); second, after the amounts payable pursuant to Article 5.1.1.1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article 4.2, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share); third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares; fourth, in paying to the holders of the A, B, C, D and E Ordinary Shares that are not Vested, if any, or where the relevant Threshold Value has not been met, a total of £1.00 for the applicable A, B, C, D and E Ordinary Shares; and thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the applicable A, B, C, D and E Ordinary Shares that are not Vested or where the relevant Threshold Value has not been met) (on a pari passu basis).</p> <p>Redemption Rights: The A Ordinary Shares are redeemable at the option of the shareholder within 3 months of the date of their issue.</p>

1 Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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Statement of capital for reduction supported by solvency statement or court order

3	Prescribed particulars of rights attached to shares	
Class of share	B Ordinary Shares	
Prescribed particulars 1	<p>Voting Rights: The B Ordinary Shares have no voting rights.</p> <p>Dividend Rights: The B Ordinary Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding (to the extent Vested) unless the Board determines that the equity value of the Company is less than the A/B Threshold Value.</p> <p>Liquidation Preference: On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows: first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share); second, after the amounts payable pursuant to Article 5.1.1. 1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article 4.2, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share); third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares; fourth, in paying to the holders of the A, B, C, D and E Ordinary Shares that are not Vested, if any, or where the relevant Threshold Value has not been met, a total of £1.00 for the applicable A, B, C, D and E Ordinary Shares; and thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the applicable A, B, C, D and E Ordinary Shares that are not Vested or where the relevant Threshold Value has not been met) (on a pari passu basis).</p> <p>Redemption Rights: The B Ordinary Shares are not redeemable.</p>	

1 Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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3	Prescribed particulars of rights attached to shares	
Class of share	C Ordinary Shares	
Prescribed particulars ①	<p>Voting Rights: The C Ordinary Shares have no voting rights.</p> <p>Dividend Rights: The C Ordinary Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding (to the extent Vested) unless the Board determines that the equity value of the Company is less than the C/D Threshold Value.</p> <p>Liquidation Preference: On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows: first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share); second, after the amounts payable pursuant to Article 5.1.1. 1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article 4.2, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share); third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares; fourth, in paying to the holders of the A, B, C, D and E Ordinary Shares that are not Vested, if any, or where the relevant Threshold Value has not been met, a total of £1.00 for the applicable A, B, C, D and E Ordinary Shares; and thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the applicable A, B, C, D and E Ordinary Shares that are not Vested or where the relevant Threshold Value has not been met) (on a pari passu basis).</p> <p>Redemption Rights: The C Ordinary Shares are redeemable at the option of the shareholder within 3 months of the date of their issue.</p>	

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.

A separate table must be used for each class of share.

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Prescribed particulars of rights attached to shares

Class of share	D Ordinary Shares	
Prescribed particulars 1	<p>Voting Rights: The D Ordinary Shares have no voting rights.</p> <p>Dividend Rights: The D Ordinary Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding (to the extent Vested) unless the Board determines that the equity value of the Company is less than the C/D Threshold Value.</p> <p>Liquidation Preference: On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows: first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share); second, after the amounts payable pursuant to Article 5.1.1. 1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article 4.2, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share); third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares; fourth, in paying to the holders of the A, B, C, D and E Ordinary Shares that are not Vested, if any, or where the relevant Threshold Value has not been met, a total of £1.00 for the applicable A, B, C, D and E Ordinary Shares; and thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the applicable A, B, C, D and E Ordinary Shares that are not Vested or where the relevant Threshold Value has not been met) (on a pari passu basis).</p> <p>Redemption Rights: The D Ordinary Shares are not redeemable.</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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Prescribed particulars of rights attached to shares

Class of share	E Ordinary Shares	
Prescribed particulars 1	<p>Voting Rights: The E Ordinary Shares have no voting rights.</p> <p>Dividend Rights: The E Ordinary Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding (to the extent Vested) unless the Board determines that the equity value of the Company is less than the E Share Threshold Value.</p> <p>Liquidation Preference: On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows: first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share); second, after the amounts payable pursuant to Article 5.1.1. 1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article 4.2, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share); third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares; fourth, in paying to the holders of the A, B, C, D and E Ordinary Shares that are not Vested, if any, or where the relevant Threshold Value has not been met, a total of £1.00 for the applicable A, B, C, D and E Ordinary Shares; and thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the applicable A, B, C, D and E Ordinary Shares that are not Vested or where the relevant Threshold Value has not been met) (on a pari passu basis).</p> <p>Redemption Rights: The E Ordinary Shares are not redeemable.</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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Statement of capital for reduction supported by solvency statement or court order

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Prescribed particulars of rights attached to shares

Class of share	Series F Preferred Shares	
Prescribed particulars 1	<p>Voting Rights: The Series F Preferred Shares carry the right to one vote per share (on an "as Converted" basis and including any anti-dilution shares to be issued).</p> <p>Dividend Rights: The Series F Preferred Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding.</p> <p>Liquidation Preference: On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows: first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share); second, after the amounts payable pursuant to Article 5.1.1. 1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article 4.2, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share); third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares; fourth, in paying to the holders of the A, B, C, D and E Ordinary Shares that are not Vested, if any, or where the relevant Threshold Value has not been met, a total of £1.00 for the applicable A, B, C, D and E Ordinary Shares; and thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the applicable A, B, C, D and E Ordinary Shares that are not Vested or where the relevant Threshold Value has not been met) (on a pari passu basis).</p> <p>Redemption Rights: The Series F Preferred Shares are not redeemable.</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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3 Prescribed particulars of rights attached to shares

Class of share	Series E Preferred Shares
Prescribed particulars ①	<p>Voting Rights: The Series E Preferred Shares carry the right to one vote per share (on an "as Converted" basis and including any anti-dilution shares to be issued).</p> <p>Dividend Rights: The Series E Preferred Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding.</p> <p>Liquidation Preference: On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows: first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share); second, after the amounts payable pursuant to Article 5.1.1. 1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article 4.2, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share); third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares; fourth, in paying to the holders of the A, B, C, D and E Ordinary Shares that are not Vested, if any, or where the relevant Threshold Value has not been met, a total of £1.00 for the applicable A, B, C, D and E Ordinary Shares; and thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the applicable A, B, C, D and E Ordinary Shares that are not Vested or where the relevant Threshold Value has not been met) (on a pari passu basis).</p> <p>Redemption Rights: The Series E Preferred Shares are not redeemable.</p>

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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Statement of capital for reduction supported by solvency statement or court order

3	Prescribed particulars of rights attached to shares	
Class of share	Series D Preferred Shares	
Prescribed particulars ①	<p>Voting Rights: The Series D Preferred Shares carry the right to one vote per share (on an "as Converted" basis and including any anti-dilution shares to be issued).</p> <p>Dividend Rights: The Series D Preferred Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding.</p> <p>Liquidation Preference: On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows: first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share); second, after the amounts payable pursuant to Article 5.1.1. 1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article 4.2 (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share); third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares; fourth, in paying to the holders of the A, B, C, D and E Ordinary Shares that are not Vested, if any, or where the relevant Threshold Value has not been met, a total of £1.00 for the applicable A, B, C, D and E Ordinary Shares; and thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the applicable A, B, C, D and E Ordinary Shares that are not Vested or where the relevant Threshold Value has not been met) (on a pari passu basis).</p> <p>Redemption Rights: The Series D Preferred Shares are not redeemable.</p>	

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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Statement of capital for reduction supported by solvency statement or court order

3

Prescribed particulars of rights attached to shares

Class of share	Series C Preferred Shares	
Prescribed particulars ①	<p>Voting Rights: The Series C Preferred Shares carry the right to one vote per share (on an "as Converted" basis and including any anti-dilution shares to be issued).</p> <p>Dividend Rights: The Series C Preferred Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding.</p> <p>Liquidation Preference: On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows: first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share); second, after the amounts payable pursuant to Article 5.1.1. 1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article 4.2, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share); third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares; fourth, in paying to the holders of the A, B, C, D and E Ordinary Shares that are not Vested, if any, or where the relevant Threshold Value has not been met, a total of £1.00 for the applicable A, B, C, D and E Ordinary Shares; and thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the applicable A, B, C, D and E Ordinary Shares that are not Vested or where the relevant Threshold Value has not been met) (on a pari passu basis).</p> <p>Redemption Rights: The Series C Preferred Shares are not redeemable.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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Statement of capital for reduction supported by solvency statement or court order

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Prescribed particulars of rights attached to shares

Class of share	Series B Preferred Shares	
Prescribed particulars ①	<p>Voting Rights: The Series B Preferred Shares carry the right to one vote per share (on an "as Converted" basis and including any anti-dilution shares to be issued).</p> <p>Dividend Rights: The Series B Preferred Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding.</p> <p>Liquidation Preference: On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows: first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share); second, after the amounts payable pursuant to Article 5.1.1. 1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article 4.2, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share); third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares; fourth, in paying to the holders of the A, B, C, D and E Ordinary Shares that are not Vested, if any, or where the relevant Threshold Value has not been met, a total of £1.00 for the applicable A, B, C, D and E Ordinary Shares; and thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the applicable A, B, C, D and E Ordinary Shares that are not Vested or where the relevant Threshold Value has not been met) (on a pari passu basis).</p> <p>Redemption Rights: The Series B Preferred Shares are not redeemable.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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Statement of capital for reduction supported by solvency statement or court order

3	Prescribed particulars of rights attached to shares	
Class of share	Series A Preferred Shares	
Prescribed particulars 1	<p>Voting Rights: The Series A Preferred Shares carry the right to one vote per share (on an "as Converted" basis and including any anti-dilution shares to be issued).</p> <p>Dividend Rights: The Series A Preferred Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding.</p> <p>Liquidation Preference: On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows: first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share); second, after the amounts payable pursuant to Article 5.1.1. 1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article 4.2, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share); third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares; fourth, in paying to the holders of the A, B, C, D and E Ordinary Shares that are not Vested, if any, or where the relevant Threshold Value has not been met, a total of £1.00 for the applicable A, B, C, D and E Ordinary Shares; and thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the applicable A, B, C, D and E Ordinary Shares that are not Vested or where the relevant Threshold Value has not been met) (on a pari passu basis).</p> <p>Redemption Rights: The Series A Preferred Shares are not redeemable.</p>	

● **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.

A separate table must be used for each class of share.

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Statement of capital for reduction supported by solvency statement or court order

3	Prescribed particulars of rights attached to shares	
Class of share	Deferred Shares	
Prescribed particulars	<p>Voting Rights: The Deferred Shares have no voting rights.</p> <p>Dividend Rights: The Deferred Shares are not entitled to participate in any dividends.</p> <p>Liquidation Preference: On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows: first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share); second, after the amounts payable pursuant to Article 5.1.1. 1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article 4.2, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share); third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares; fourth, in paying to the holders of the A, B, C, D and E Ordinary Shares that are not Vested, if any, or where the relevant Threshold Value has not been met, a total of £1.00 for the applicable A, B, C, D and E Ordinary Shares; and thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the applicable A, B, C, D and E Ordinary Shares that are not Vested or where the relevant Threshold Value has not been met) (on a pari passu basis).</p> <p>Redemption Rights: All the Deferred Shares may be redeemed by the Company at any time at its option.</p>	

Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.