

RP04

Second filing of a document previously delivered



Companies House

✓ What this form is for

You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.

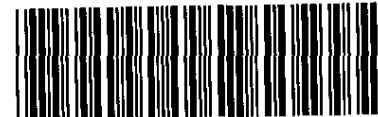
A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register.

✗ What this form is NOT for

You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 or the Companies (No. 1) Order 1986 regarding delivered.

A second filing of a document cannot be filed where information that was properly delivered. used in these circumstances.

For further information, please refer to our guidance at www.gov.uk/companieshouse



A6HDGK28

A16

19/10/2017

#419

COMPANIES HOUSE

THURSDAY

1

Company details

Company number 0 7 4 9 8 7 6 9

Company name in full MIRACL LIMITED

→ Filing in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2

Applicable documents

This form **only** applies to the following forms:

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary
- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details
- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary
- SH01 Return of allotment of shares
- AR01 Annual Return
- CS01 Confirmation statement (Parts 1-4 only)
- PSC01 Notice of individual person with significant control (PSC)
- PSC02 Notice of relevant legal entity (RLE) with significant control
- PSC03 Notice of other registrable person (ORP) with significant control
- PSC04 Change of details of individual person with significant control (PSC)
- PSC05 Change of details of relevant legal entity (RLE) with significant control
- PSC06 Change of details of other registrable person (ORP) with significant control
- PSC07 Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
- PSC08 Notification of PSC statements
- PSC09 Update to PSC statements

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3 Description of the original document

Document type ①

SH01: return of allotment of shares

① Description of the original document

Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day.

Date of registration of the original document

^d0^d5^m0^m6^y2^y0^y1^y7

4 Section 243 or 790ZF Exemption ②

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below:

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE.

② If you are currently in the process of applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01).

RP04

Second filing of a document previously delivered



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 AH.DBN/M-00223540

Company name Shoosmiths LLP

Address 2 Colmore Square

38 Queensway

Post town

County/Region Birmingham

Postcode B 4 6 B J

Country

DX

Telephone 0370 086 4000



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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form.
- ☐ You have enclosed the second filed document(s).
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing.'



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.

Section 243 or 790ZF exemption

If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



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

SH01

Return of allotment of shares



Companies House



Go online to file this information
www.gov.uk/companieshouse

☒ **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
incorporation. You must use form
SH02 for an allotment of shares by an
existing company.

If you are filing this form online, please
use the Companies House website.

COMPANIES HOUSE

1 Company details

Company number

Company name in full

→ **Filling 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
To Date

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.

Currency ²	Class of shares (E.g. Ordinary/Preference etc.)	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
Sterling	B Ordinary Shares	19545456	0.00001	0.11	0
Sterling	B Ordinary Shares	89204542	0.00001	0.088	0
Sterling	Ordinary Shares	6042	0.01	0.48	0

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)

SH01

Return of allotment of shares

4

Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

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
Currency table A				
Sterling	Ordinary Shares	2166988	21669.88	
Sterling	A Ordinary Shares	4981621	498.1621	
Sterling	B Ordinary Shares	108749998	1087.49998	
Totals		115898607	23255.54208	

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
316776339	43343.31528	0

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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

- 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.

SH01

Return of allotment of shares

5**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 share capital tables in Section 4.

❶ 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.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Class of share

See continuation pages.

Prescribed particulars
❶

Class of share

Prescribed particulars
❶

Class of share

Prescribed particulars
❶**6****Signature**

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director ❷, Secretary, Person authorised ❶, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ 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.

❶ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

SH01

Return of allotment of shares



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 AH.DBN/M-00223540

Company name Shoosmiths LLP

Address 2 Colmore Square

38 Queensway

Post town

County/Region Birmingham

Postcode B 4 6 B J

Country

DX

Telephone



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 relevant 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

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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

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>(A) FULL VOTING RIGHTS. (B) THE ORDINARY SHARES ARE ENTITLED TO PARTICIPATE IN DISTRIBUTIONS BY WAY OF A DIVIDEND. PROFITS IN RESPECT OF ANY FINANCIAL PERIOD ARE TO BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES, A SHARES, B SHARES AND Z SHARES (THE "SHARES") IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM PARI PASSU AS IF THEY ALL CONSTITUTED ONE CLASS OF SHARE. THIS IS SUBJECT TO A 50% CAP ON CORPORATE SHAREHOLDERS AND THEIR CONNECTED PERSONS. (C) ON A LIQUIDATION OR OTHER RETURN OF CAPITAL EVENT, THE SHARES HAVE CAPITAL DISTRIBUTION RIGHTS OF PRIORITY AS FOLLOWS: STAGE 1 -A SUM EQUAL TO THE AGGREGATE ISSUE PRICE OF ALL B SHARES IN ISSUE AT THE RELEVANT TIME PLUS £100 AND THEN MULTIPLIED BY 0.0001% SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, Z SHARES AND THE A SHARES PRO-RATA AND THE HOLDERS OF THE B SHARES SHALL RECEIVE A SUM EQUAL TO THE ISSUE PRICE OF EACH B SHARE HELD. SHARE (THE HIGHEST SUCH ISSUE PRICE OF A B SHARE BEING THE "HIGHEST B SHARE PRICE") PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, THE REMAINING SURPLUS ASSETS WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES PRO-RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE. STAGE 2 - IN PAYING THE SUM EQUAL TO £Y PLUS £100 (WHERE Y IS THE AMOUNT REQUIRED SO THAT THE HOLDERS OF THE B SHARES WILL PURSUANT TO STAGE 1 AND THIS STAGE 2 (IN AGGREGATE) RECEIVE THE HIGHEST B SHARE PRICE IN RESPECT OF EACH B SHARE HELD TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE ORDINARY, A AND Z SHARES AND TO THE HOLDERS OF THE B SHARES WHICH HAVE ALREADY RECEIVED AT LEAST THE HIGHEST B SHARE PRICE PER B SHARE AND AS TO THE BALANCE SO THAT EACH HOLDER OF B SHARES WILL RECEIVE (IN AGGREGATE) THE HIGHEST B SHARE PRICE IN RESPECT OF EACH B SHARE HELD PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, THE REMAINING SURPLUS ASSETS WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES PRO-RATA (AS ABOVE). THIS STAGE IS REPEATED FOR THE HOLDERS OF THE Z AND A SHARES, BEFORE STAGE 3 AS FOLLOWS. STAGE 3 - IN PAYING A SUM EQUAL TO £V PLUS £100 (WHERE V IS THE AMOUNT REQUIRED SO THAT THE HOLDERS OF THE ORDINARY SHARES WILL PURSUANT TO THE STAGES ABOVE (IN AGGREGATE) RECEIVE THE HIGHEST B SHARE PRICE IN RESPECT OF EACH ORDINARY SHARE HELD) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES	
Prescribed particulars	<p>OF THE A, B AND Z SHARES AND AS TO THE BALANCE SO THAT EACH HOLDER OF ORDINARY SHARES WILL RECEIVE (IN AGGREGATE) THE HIGHEST B SHARE PRICE IN RESPECT OF EACH ORDINARY SHARE HELD PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, THE REMAINING SURPLUS ASSETS WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY, A, B AND Z SHARES PRO-RATA (AS ABOVE). STAGE 6 -ANY REMAINING BALANCE WILL BE SPLIT BETWEEN ALL HOLDERS OF THE SHARES ON A PARI PASSU BASIS PROPORTIONATE TO THE NUMBER OF SHARES THEY HAVE, PROVIDED THAT ONCE THE HOLDERS OF THE SHARES HAVE RECEIVED THE SUM OF £10,000,000 PER SHARE, THE HOLDERS OF THE DEFERRED SHARES SHALL BE ENTITLED TO A PAYMENT OF £1.00 FOR THE ENTIRE CLASS (WHICH PAYMENT SHALL BE SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES) AFTER WHICH THE BALANCE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES ON A PARI PASSU BASIS PROPORTIONATE TO THE NUMBER OF SHARES. (D) NON-REDEEMABLE.</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>(A) FULL VOTING RIGHTS. (B) THE A SHARES ARE ENTITLED TO PARTICIPATE IN DISTRIBUTIONS BY WAY OF A DIVIDEND. PROFITS IN RESPECT OF ANY FINANCIAL PERIOD ARE TO BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES, A SHARES, B SHARES AND Z SHARES (THE "SHARES") IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM PARI PASSU AS IF THEY ALL CONSTITUTED ONE CLASS OF SHARE. THIS IS SUBJECT TO A 50% CAP ON CORPORATE SHAREHOLDERS AND THEIR CONNECTED PERSONS. (C) ON A LIQUIDATION OR OTHER RETURN OF CAPITAL EVENT, THE SHARES HAVE CAPITAL DISTRIBUTION RIGHTS OF PRIORITY AS FOLLOWS: STAGE 1 -A SUM EQUAL TO THE AGGREGATE ISSUE PRICE OF ALL B SHARES IN ISSUE AT THE RELEVANT TIME PLUS £100 AND THEN MULTIPLIED BY 0.0001% SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, Z SHARES AND THE A SHARES PRO-RATA AND THE HOLDERS OF THE B SHARES SHALL RECEIVE A SUM EQUAL TO THE ISSUE PRICE OF EACH B SHARE HELD. SHARE (THE HIGHEST SUCH ISSUE PRICE OF A B SHARE BEING THE "HIGHEST B SHARE PRICE") PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, THE REMAINING SURPLUS ASSETS WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES PRO-RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE. STAGE 2 - IN PAYING THE SUM EQUAL TO EY PLUS £100 (WHERE Y IS THE AMOUNT REQUIRED SO THAT THE HOLDERS OF THE B SHARES WILL PURSUANT TO STAGE 1 AND THIS STAGE 2 (IN AGGREGATE) RECEIVE THE HIGHEST B SHARE PRICE IN RESPECT OF EACH B SHARE HELD TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE ORDINARY, A AND Z SHARES AND TO THE HOLDERS OF THE B SHARES WHICH HAVE ALREADY RECEIVED AT LEAST THE HIGHEST B SHARE PRICE PER B SHARE AND AS TO THE BALANCE SO THAT EACH HOLDER OF B SHARES WILL RECEIVE (IN AGGREGATE) THE HIGHEST B SHARE PRICE IN RESPECT OF EACH B SHARE HELD PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, THE REMAINING SURPLUS ASSETS WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES PRO-RATA (AS ABOVE). STAGE 3 - IN PAYING A SUM EQUAL TO EX PLUS £100 (WHERE X IS THE AMOUNT REQUIRED SO THAT THE HOLDERS OF THE Z SHARES WILL PURSUANT TO STAGES 1, 2 AND 3 (IN AGGREGATE) RECEIVE THE HIGHEST B SHARE PRICE IN RESPECT OF EACH Z SHARE HELD) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE ORDINARY, A, AND B SHARES AND AS TO THE BALANCE SO THAT EACH HOLDER OF Z SHARES WILL RECEIVE (IN</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>AGGREGATE) THE HIGHEST B SHARE PRICE IN RESPECT OF EACH Z SHARE HELD PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, THE REMAINING SURPLUS ASSETS WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES PRO-RATA (AS ABOVE). STAGE 4 - IN PAYING A SUM EQUAL TO LW PLUS £100 (WHERE W IS THE AMOUNT REQUIRED SO THAT THE HOLDERS OF THE A SHARES WILL PURSUANT TO STAGES 1 2 3 AND 4 (IN AGGREGATE) RECEIVE THE HIGHEST B SHARE PRICE IN RESPECT OF EACH A SHARE HELD) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE ORDINARY, B AND Z SHARES AND AS TO THE BALANCE SO THAT EACH HOLDER OF A SHARES WILL RECEIVE (IN AGGREGATE) THE HIGHEST B SHARE PRICE IN RESPECT OF EACH A SHARE HELD PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, THE REMAINING SURPLUS ASSETS WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES PRO-RATA (AS ABOVE). STAGE 5 - ANY REMAINING BALANCE WILL BE SPLIT BETWEEN ALL HOLDERS OF THE SHARES ON A PARI PASSU BASIS PROPORTIONATE TO THE NUMBER OF SHARES THEY HAVE, PROVIDED THAT ONCE THE HOLDERS OF THE SHARES HAVE RECEIVED THE SUM OF £10,000,000 PER SHARE, THE HOLDERS OF THE DEFERRED SHARES SHALL BE ENTITLED TO A PAYMENT OF £1.00 FOR THE ENTIRE CLASS (WHICH PAYMENT SHALL BE SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES) AFTER WHICH THE BALANCE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES ON A PARI PASSU BASIS PROPORTIONATE TO THE NUMBER OF SHARES. (D) NON-REDEEMABLE.</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY SHARES	
Prescribed particulars	<p>(A) FULL VOTING RIGHTS. (B) THE B SHARES ARE ENTITLED TO PARTICIPATE IN DISTRIBUTIONS BY WAY OF A DIVIDEND. PROFITS IN RESPECT OF ANY FINANCIAL PERIOD ARE TO BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES, A SHARES, B SHARES AND Z SHARES (THE "SHARES") IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM PARI PASSU AS IF THEY ALL CONSTITUTED ONE CLASS OF SHARE. THIS IS SUBJECT TO A 50% CAP ON CORPORATE SHAREHOLDERS AND THEIR CONNECTED PERSONS. (C) ON A LIQUIDATION OR OTHER RETURN OF CAPITAL EVENT, THE SHARES HAVE CAPITAL DISTRIBUTION RIGHTS OF PRIORITY AS FOLLOWS: STAGE 1 -A SUM EQUAL TO THE AGGREGATE ISSUE PRICE OF ALL B SHARES IN ISSUE AT THE RELEVANT TIME PLUS £100 AND THEN MULTIPLIED BY 0.0001% SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, Z SHARES AND THE A SHARES PRO-RATA AND THE HOLDERS OF THE B SHARES SHALL RECEIVE A SUM EQUAL TO THE ISSUE PRICE OF EACH B SHARE HELD. SHARE (THE HIGHEST SUCH ISSUE PRICE OF A B SHARE BEING THE "HIGHEST B SHARE PRICE") PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, THE REMAINING SURPLUS ASSETS WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES PRO-RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE. STAGE 2 - IN PAYING THE SUM EQUAL TO EY PLUS £100 (WHERE Y IS THE AMOUNT REQUIRED SO THAT THE HOLDERS OF THE B SHARES WILL PURSUANT TO STAGE 1 AND THIS STAGE 2 (IN AGGREGATE) RECEIVE THE HIGHEST B SHARE PRICE IN RESPECT OF EACH B SHARE HELD TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE ORDINARY, A AND Z SHARES AND TO THE HOLDERS OF THE B SHARES WHICH HAVE ALREADY RECEIVED AT LEAST THE HIGHEST B SHARE PRICE PER B SHARE AND AS TO THE BALANCE SO THAT EACH HOLDER OF B SHARES WILL RECEIVE (IN AGGREGATE) THE HIGHEST B SHARE PRICE IN RESPECT OF EACH B SHARE HELD PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, THE REMAINING SURPLUS ASSETS WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES PRO-RATA (AS ABOVE). STAGE 3 - ANY REMAINING BALANCE WILL BE SPLIT BETWEEN ALL HOLDERS OF THE SHARES ON A PARI PASSU BASIS PROPORTIONATE TO THE NUMBER OF SHARES THEY HAVE, PROVIDED THAT ONCE THE HOLDERS OF THE SHARES HAVE RECEIVED THE SUM OF £10,000,000 PER SHARE, THE HOLDERS OF THE DEFERRED SHARES SHALL BE ENTITLED TO A PAYMENT OF £1.00 FOR THE ENTIRE CLASS (WHICH PAYMENT SHALL BE SATISFIED BY PAYMENT</p>	

SH01 - continuation page

Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	B ORDINARY SHARES	
Prescribed particulars	TO ANY ONE HOLDER OF DEFERRED SHARES) AFTER WHICH THE BALANCE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES ON A PARI PASSU BASIS PROPORTIONATE TO THE NUMBER OF SHARES. (D) NON-REDEEMABLE.	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	DEFERRED SHARES	
Prescribed particulars	<p>(A) ON A LIQUIDATION OR ANY RETURN OF CAPITAL EVENT, IF THERE IS ANY BALANCE AFTER THE DISTRIBUTIONS TO THE OTHER SHARE CLASSES IN ACCORDANCE WITH THE ARTICLES, THE SHARES HAVE A RIGHT TO THE PAYMENT OF £1.00 FOR THE ENTIRE SHARE CLASS ONCE THE HOLDERS OF THE OTHER CLASSES OF SHARES HAVE RECEIVED THE SUM OF £10,000,000 PER SHARE, DISTRIBUTED IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM. (B) WHERE THERE ARE ANY PROFITS IN RESPECT OF ANY FINANCIAL PERIOD, THE SHARES HAVE A RIGHT TO THE PAYMENT OF £1.00 FOR THE ENTIRE SHARE CLASS ONCE THE HOLDERS OF THE OTHER CLASSES OF SHARES HAVE RECEIVED THE SUM OF £10,000,000 PER SHARE, DISTRIBUTED IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM. (C) IN THE EVENT OF A SALE, THE SHARES SHALL BE PAID A TOTAL OF £1.00 WHICH WILL BE SATISFIED BY PAYMENT OF £1.00 TO ANY ONE HOLDER OF THE SHARES. (D) THE SHARES DO NOT CONFER ANY RIGHTS TO RECEIVE NOTICE OF, OR TO ATTEND, TO SPEAK OR VOTE AT ANY GENERAL MEETING. (E) THE SHARES ARE REDEEMABLE.</p>	