

# SH01

## Return of allotment of shares



You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://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 NOT for**  
You cannot use this form to give  
notice of shares taken by sub  
on formation of the company  
for an allotment of a new class  
shares by an unlimited company

WEDNESDAY



A16 19/10/2011 294  
COMPANIES HOUSE

### 1 Company details

Company number 0 7 7 8 8 7 3 5

Company name in full HAWK NEWCO LIMITED

→ **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 d 1 d 3 m 1 m 0 y 2 y 0 y 1 y 1  
To Date d d m m y y y y

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
A ORDINARY		1565163	0 01	1 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

**4 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
A ORDINARY	1 00		1565163	£ 15,651 63
B ORDINARY	0 01		100	£ 1 00
				£
				£
<b>Totals</b>			1565263	£ 15,652 63

**5 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
<b>Totals</b>				

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
<b>Totals</b>				

**6 Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital	<b>④ Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc.
Total number of shares		
Total aggregate nominal value ④		

① Including both the nominal value and any share premium

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

② Total number of issued shares in this class

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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

Prescribed particulars

1

1 1 1

Except as expressly provided otherwise in these Articles, the A Ordinary Shares and the B Ordinary Shares shall rank pari passu in all respects

(Please see continuation page)

Class of share

B ORDINARY

Prescribed particulars

1

1 1 1

Except as expressly provided otherwise in these Articles, the A Ordinary Shares and the B Ordinary Shares shall rank pari passu in all respects

(Please see continuation page)

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

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**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 Calum Thom (24587414)

Company name Pinsent Masons LLP

Address 30 Crown Place

Post town London

County/Region

Postcode EC2A 4ES

Country

DX 157620 Broadgate 3

Telephone 020 7418 7050



### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	2 1 <b>Income</b>	
	The income rights attaching to the Equity Shares (being A Ordinary and B Ordinary) shall be set out in this Article -	
	2 1 1 subject to (i) the Board recommending payment of the same, (ii) the Subordination Agreement and (iii) Investor Consent, any profits of the Company available for distribution which the Company may determine to distribute in respect of any financial year shall be distributed amongst holders of the Equity Shares and the C Ordinary Shares pro rata to the nominal values of the Shares held,	
	2 1 2 the Company shall procure (so far as it is able) that each of its subsidiaries and each of its subsidiary undertakings which has profits available for distribution shall from time to time declare and pay to the Company (or, as the case may be, the relevant Group Company that is its immediate holding company or parent undertaking) such dividends as are necessary to permit lawful payment by the Company of any dividend, and	
	2 1 3 the rights set out in this paragraph are subject to paragraph 7	
	3 1 <b>Capital</b>	
	3 1 1 On a return of capital on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after the payment of its liabilities (including the Loan Notes issued by the Company unless otherwise agreed by the Investors) and, subject to the terms of the Subordination Agreement, shall be applied in the following order	
	3 1 1 1 first, in paying to each holder of Equity Shares and the C Ordinary Shares (pari passu as if they constituted one class of Share) any dividends thereon which have been declared but are unpaid,	

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

Class of share	A ORDINARY	
Prescribed particulars	<p>3 1 1 2 second in paying to the holders of the Equity Shares and the C Ordinary Shares a sum equal to £X plus £100 (where X is an amount equal to the sum of the C Share Price of all C Ordinary Shares in issue at the date of the return of assets) to be distributed as to 0 0001% to the holders of the Equity Shares pro rata according to the number of Equity Shares held by them respectively and as to the balance to the holders of the C Ordinary Shares pro rata according to the number of C Ordinary Shares held by them respectively, and</p> <p>3 1 1 3 then, the balance of such assets shall be distributed amongst the holders of Equity Shares in proportion to the nominal values of such Equity Shares</p> <p>3 1 2 The rights in this paragraph are subject to the limits in paragraph 7 below</p> <p>4 1 <b>Share Sale</b></p> <p>In the event of a Share Sale then, notwithstanding anything to the contrary in the terms and conditions governing such Share Sale the selling Shareholders or the Company (as appropriate) shall procure that the consideration (whenever received) shall (after the settlement of the debt obligations of the Company (including but not limited to those under the Finance Documents and the Loan Notes) be paid into a designated trustee account and shall be distributed amongst such selling holders in the following order of priority</p> <p>4 1 1 first, in paying to each holder of Equity Shares and C Ordinary Shares any dividends thereon which have been declared but are unpaid,</p> <p>4 1 2 second, in paying to the holders of the C Ordinary Shares the C Share Price of each such Share, and</p> <p>4 1 3 then, the balance of such consideration shall be distributed amongst the holders of Equity Shares pro rata according to the number of Equity Shares held by them respectively</p>	

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>5 1     <b>Voting</b></p> <p>5 1 1     The C Ordinary Shares shall not confer any rights on the holders thereof to receive notice of, attend, speak or vote at general meetings of the Company</p> <p>5 1 2     Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with these Articles, on a show of hands every Shareholder holding Equity Shares who</p> <p>5 1 2 1     (being an individual) is present in person or by proxy, or</p> <p>5 1 2 2     (being a corporation) is present by a representative not being himself a Shareholder or by a proxy,</p> <p>shall have one vote, and on a poll every Shareholder who is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall (except as hereinafter provided) have one vote for every Equity Share of which he is the holder</p> <p>5 1 3     If a Material Default has occurred and an Investor Majority delivers a notice (a "<b>voting adjustment notice</b>") to that effect to the Company then the voting rights attaching to the A Ordinary Shares shall be amended with effect from the date of the voting adjustment notice to the effect that on a poll each holder of A Ordinary Shares present in person or by proxy or (being a corporation) which is present by a representative or by proxy shall have one hundred thousand votes for every A Ordinary Share in the capital of the Company of which he is the holder until the earlier of -</p>	

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## Return of allotment of shares

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

Class of share	A ORDINARY	
Prescribed particulars	5 1 3 1	the date that the Material Default has been rectified, and
	5 1 3 2	the date that an Investor Majority gives notice in writing to the Company cancelling the voting adjustment notice
	<p>5 1 4 The provisions of this paragraph shall apply at any time after any occurrence of a Material Default or a notice is given in writing by the Lender that an occurrence which would constitute a Material Default of the kind referred to in paragraph (c) of that definition is imminent, which the Lender has indicated in writing to the Company that it will not waive without additional capital support being provided to the Company and/or any other member of the Group</p>	
	5 1 4 1	the Investors shall be entitled to convene a general meeting of the Company for the purpose of considering a resolution or resolutions to approve the terms of any additional capital support for the Company, and for this purpose to consider a resolution or resolutions to appoint additional directors and any and all resolutions required by the terms of the additional capital support including, without limitation, a resolution or resolutions constituting and issuing new classes of shares in the capital of the Company,
	<p>5 1 42 2at any meeting called pursuant to this paragraph the quorum shall be the holders of not less than 75% in nominal value of the A Ordinary Shares</p>	
	<p>5 1 5 At any meeting called pursuant to paragraph only the holders of A Ordinary Shares may vote on any resolution relating to its adjournment</p>	
	<p>5 1 6 The Investors shall have the right to determine the terms and timing of the additional capital support referred to in paragraph at their discretion</p>	



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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>5 1 7 Notwithstanding any other provisions of these Articles, the provisions of sections 561 and 562 of the Act shall not apply to the Company in relation to any allotment or issue of Shares pursuant to paragraph 5 1 4</p> <p>5 1 8 The voting and other rights conferred upon the holders of A Ordinary Shares by paragraphs 5 1 4 to 5 1 6 shall cease to apply upon the first to occur of -</p> <p>5 1 8 1 the date on which the Material Default which triggered such rights or to which the notice given by the Lender pursuant to Article 4 6 4 relates, is remedied or rectified,</p> <p>5 1 8 2 an Investor Majority giving notice to the Company that such rights shall no longer accrue to the holders of such Shares and cancelling the voting adjustment notice</p> <p>5 1 9 This paragraph is subject to the limits in paragraph 7</p> <p><b>6 50% cap on Corporate Shareholders and their Connected Persons</b></p> <p>6 1 The limitations in this paragraph shall apply to</p> <p style="padding-left: 40px;">6 1 1 1 any Shareholder that is a "company" for the purpose of the independence requirement in section 185(2) of ITA 2007 (a "Corporate Shareholder"), and</p> <p style="padding-left: 40px;">6 1 1 2 any Shareholder that is a Connected Person in relation to that Corporate Shareholder (a "Relevant Connected Person")</p> <p>6 1 2 At any time, on a liquidation or other return of capital event (including the redemption or repurchase of Shares) the aggregate amount payable to any Corporate Shareholder and all of its Relevant Connected Persons shall not exceed 50 per cent of the assets of the Company available for distribution amongst the participators (as defined in section 454 of CTA 2010) of the Company at that time</p> <p>6 1 3 At any time, on a distribution of any profits of the Company by way of dividend or otherwise (including on the redemption or repurchase of Shares) no distribution shall be made to any Corporate Shareholder and all of its Relevant Connected Persons if, and to the extent that, the aggregate amount that would (but for this paragraph) be payable to that Corporate Shareholder and its Relevant Connected Persons would exceed 50% of the total amount of the profits of the Company available for distribution at that time</p>	

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

Class of share	A ORDINARY	
Prescribed particulars	6 1 4	At any time the aggregate number of votes attaching to all the Shares held by any Corporate Shareholder and all of its Relevant Connected Shares shall be restricted to the lower of
	6 1 1 1	49 99% of the votes attaching to all Shares, and
	6 1 1 2	the total number of votes that would have been conferred on such Shareholders if this paragraph did not apply
	6 1 5	For the avoidance of doubt, these provisions shall not apply to any Third Party Buyer who acquires Shares as a result of a Share Sale
	7	<b>CLASS RIGHTS</b>
	7 1	Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated with the consent in writing of the holders of at least 75% in nominal value of the issued shares of that class
	7 2	The variation, modification, abrogation or cancellation of this paragraph or of any provision of these Articles which contains or affects any class rights shall (save as expressly provided herein) require the consent as set out in paragraph 7 1 of the holders of Shares of the class or classes concerned to be effective
	7 3	Without prejudice to the generality of Article 5 2, the special rights attached to the A Ordinary Shares shall be deemed to be varied by -
	7 3 1	any variation in the share capital of the Company, or
	7 3 2	the creation or grant of any option or other right over or to subscribe for shares or by the creation, issue or grant of any security convertible into any shares in the capital of the Company, or

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

Class of share	A ORDINARY	
Prescribed particulars	<p>7 3 3 any alteration or variation of any of the rights attached to any of the shares for the time being in the capital of the Company, or</p> <p>7 3 4 the application by way of capitalisation of any sum in or towards paying up any share or loan capital of the Company, or</p> <p>7 3 5 the redemption of any of the Company's shares (otherwise than pursuant to these Articles) or by the entering into of a contract by the Company to purchase any of its shares, or</p> <p>7 3 6 the appointment or removal of any director of the Company (other than pursuant to and in accordance with Article 19 1), or</p> <p>7 3 7 the appointment or removal of auditors to the Company, or</p> <p>7 3 8 any alteration of the accounting reference date of the Company, or</p> <p>7 3 9 any resolution to change the classification or status of the Company, or</p> <p>7 3 10 any alteration to these articles of association of the Company, or</p> <p>7 3 11 any resolution to wind up the Company, or</p> <p>7 3 12 any sale, transfer or other disposal by the Company of the whole or part of its undertaking, business or assets, or</p> <p>7 3 13 the transfer by the Company of any profits to reserves or the taking of any other action (excluding the lawful payment of dividends) which will or may reduce the amount of its profits available for distribution, or</p> <p>7 3 14 any suspension or relaxation by the Company of any provision of its Articles of association which prohibits a director from voting at a meeting of the directors or of a committee of the directors in certain circumstances, or</p> <p>7 3 15 any sale, transfer or other disposal by the Company of all or any part of, or any interest in, the shares of any subsidiary by the Company, or</p> <p>7 3 16 the giving, variation, revocation or renewal of an authority for allotment under section 551 of the Act, or</p> <p>7 3 17 the calling of a meeting of the Company to effect or approve any matter which would by virtue of this Article be a variation of the class rights of the A Ordinary Shares or B Ordinary Shares (as the case may be), or</p> <p>7 3 18 the disapplication of the provisions of sections 561(1) and 562(1) of the Act in relation to any allotment or issue of Shares by the Company</p>	

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

Class of share	B ORDINARY	
Prescribed particulars	<p><b>2 1 Income</b></p> <p>The income rights attaching to the Equity Shares (being A Ordinary and B Ordinary) shall be set out in this Article -</p> <p>2 1 1 subject to (i) the Board recommending payment of the same, (ii) the Subordination Agreement and (iii) Investor Consent, any profits of the Company available for distribution which the Company may determine to distribute in respect of any financial year shall be distributed amongst holders of the Equity Shares and the C Ordinary Shares pro rata to the nominal values of the Shares held,</p> <p>2 1 2 the Company shall procure (so far as it is able) that each of its subsidiaries and each of its subsidiary undertakings which has profits available for distribution shall from time to time declare and pay to the Company (or, as the case may be, the relevant Group Company that is its immediate holding company or parent undertaking) such dividends as are necessary to permit lawful payment by the Company of any dividend, and</p> <p>2 1 3 the rights set out in this paragraph are subject to paragraph 7</p> <p><b>3 1 Capital</b></p> <p>3 1 1 On a return of capital on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after the payment of its liabilities (including the Loan Notes issued by the Company unless otherwise agreed by the Investors) and, subject to the terms of the Subordination Agreement, shall be applied in the following order</p> <p>3 1 1 1 first, in paying to each holder of Equity Shares and the C Ordinary Shares (pari passu as if they constituted one class of Share) any dividends thereon which have been declared but are unpaid,</p>	

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

Class of share	B ORDINARY	
Prescribed particulars	3 1 1 2	second in paying to the holders of the Equity Shares and the C Ordinary Shares a sum equal to £X plus £100 (where X is an amount equal to the sum of the C Share Price of all C Ordinary Shares in issue at the date of the return of assets) to be distributed as to 0 0001% to the holders of the Equity Shares pro rata according to the number of Equity Shares held by them respectively and as to the balance to the holders of the C Ordinary Shares pro rata according to the number of C Ordinary Shares held by them respectively, and
	3 1 1 3	then, the balance of such assets shall be distributed amongst the holders of Equity Shares in proportion to the nominal values of such Equity Shares
	3 1 2 The rights in this paragraph are subject to the limits in paragraph 7 below	
	4 1 Share Sale	
	In the event of a Share Sale then, notwithstanding anything to the contrary in the terms and conditions governing such Share Sale the selling Shareholders or the Company (as appropriate) shall procure that the consideration (whenever received) shall (after the settlement of the debt obligations of the Company (including but not limited to those under the Finance Documents and the Loan Notes) be paid into a designated trustee account and shall be distributed amongst such selling holders in the following order of priority	
	4 1 1	first, in paying to each holder of Equity Shares and C Ordinary Shares any dividends thereon which have been declared but are unpaid,
	4 1 2	second, in paying to the holders of the C Ordinary Shares the C Share Price of each such Share, and
	4 1 3 then, the balance of such consideration shall be distributed amongst the holders of Equity Shares pro rata according to the number of Equity Shares held by them respectively	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY	
Prescribed particulars	<p>5 1     <b>Voting</b></p> <p>5 1 1     The C Ordinary Shares shall not confer any rights on the holders thereof to receive notice of, attend, speak or vote at general meetings of the Company</p> <p>5 1 2     Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with these Articles, on a show of hands every Shareholder holding Equity Shares who</p> <p>5 1 2 1     (being an individual) is present in person or by proxy, or</p> <p>5 1 2 2     (being a corporation) is present by a representative not being himself a Shareholder or by a proxy,</p> <p>shall have one vote, and on a poll every Shareholder who is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall (except as hereinafter provided) have one vote for every Equity Share of which he is the holder</p> <p>5 1 3     If a Material Default has occurred and an Investor Majority delivers a notice (a "<b>voting adjustment notice</b>") to that effect to the Company then the voting rights attaching to the A Ordinary Shares shall be amended with effect from the date of the voting adjustment notice to the effect that on a poll each holder of A Ordinary Shares present in person or by proxy or (being a corporation) which is present by a representative or by proxy shall have one hundred thousand votes for every A Ordinary Share in the capital of the Company of which he is the holder until the earlier of -</p>	

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

Class of share	B ORDINARY	
Prescribed particulars	<p>5 1 3 1 the date that the Material Default has been rectified, and</p> <p>5 1 3 2 the date that an Investor Majority gives notice in writing to the Company cancelling the voting adjustment notice</p> <p>5 1 4 The provisions of this paragraph shall apply at any time after any occurrence of a Material Default or a notice is given in writing by the Lender that an occurrence which would constitute a Material Default of the kind referred to in paragraph (c) of that definition is imminent, which the Lender has indicated in writing to the Company that it will not waive without additional capital support being provided to the Company and/or any other member of the Group</p> <p>5 1 4 1 the Investors shall be entitled to convene a general meeting of the Company for the purpose of considering a resolution or resolutions to approve the terms of any additional capital support for the Company, and for this purpose to consider a resolution or resolutions to appoint additional directors and any and all resolutions required by the terms of the additional capital support including, without limitation, a resolution or resolutions constituting and issuing new classes of shares in the capital of the Company,</p> <p>5 1 4 2 2at any meeting called pursuant to this paragraph the quorum shall be the holders of not less than 75% in nominal value of the A Ordinary Shares</p> <p>5 1 5 At any meeting called pursuant to paragraph only the holders of A Ordinary Shares may vote on any resolution relating to its adjournment</p> <p>5 1 6 The Investors shall have the right to determine the terms and timing of the additional capital support referred to in paragraph at their discretion</p>	

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

Class of share	B ORDINARY	
Prescribed particulars	<p>5 1 7 Notwithstanding any other provisions of these Articles, the provisions of sections 561 and 562 of the Act shall not apply to the Company in relation to any allotment or issue of Shares pursuant to paragraph 5 1 4</p> <p>5 1 8 The voting and other rights conferred upon the holders of A Ordinary Shares by paragraphs 5 1 4 to 5 1 6 shall cease to apply upon the first to occur of -</p> <p>5 1 8 1 the date on which the Material Default which triggered such rights or to which the notice given by the Lender pursuant to Article 4 6 4 relates, is remedied or rectified,</p> <p>5 1 8 2 an Investor Majority giving notice to the Company that such rights shall no longer accrue to the holders of such Shares and cancelling the voting adjustment notice</p> <p>5 1 9 This paragraph is subject to the limits in paragraph 7</p> <p><b>6 50% cap on Corporate Shareholders and their Connected Persons</b></p> <p>6 1 The limitations in this paragraph shall apply to</p> <p style="padding-left: 40px;">6 1 1 1 any Shareholder that is a "company" for the purpose of the independence requirement in section 185(2) of ITA 2007 (a "Corporate Shareholder"), and</p> <p style="padding-left: 40px;">6 1 1 2 any Shareholder that is a Connected Person in relation to that Corporate Shareholder (a "Relevant Connected Person")</p> <p style="padding-left: 40px;">6 1 2 At any time, on a liquidation or other return of capital event (including the redemption or repurchase of Shares) the aggregate amount payable to any Corporate Shareholder and all of its Relevant Connected Persons shall not exceed 50 per cent of the assets of the Company available for distribution amongst the participators (as defined in section 454 of CTA 2010) of the Company at that time</p> <p>6 1 3 At any time, on a distribution of any profits of the Company by way of dividend or otherwise (including on the redemption or repurchase of Shares) no distribution shall be made to any Corporate Shareholder and all of its Relevant Connected Persons if, and to the extent that, the aggregate amount that would (but for this paragraph) be payable to that Corporate Shareholder and its Relevant Connected Persons would exceed 50% of the total amount of the profits of the Company available for distribution at that time</p>	



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

Class of share	B ORDINARY	
Prescribed particulars	6 1 4	At any time the aggregate number of votes attaching to all the Shares held by any Corporate Shareholder and all of its Relevant Connected Shares shall be restricted to the lower of
	6 1 1 1	49 99% of the votes attaching to all Shares, and
	6 1 1 2	the total number of votes that would have been conferred on such Shareholders if this paragraph did not apply
	6 1 5	For the avoidance of doubt, these provisions shall not apply to any Third Party Buyer who acquires Shares as a result of a Share Sale
	7	<b>CLASS RIGHTS</b>
	7 1	Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated with the consent in writing of the holders of at least 75% in nominal value of the issued shares of that class
	7 2	The variation, modification, abrogation or cancellation of this paragraph or of any provision of these Articles which contains or affects any class rights shall (save as expressly provided herein) require the consent as set out in paragraph 7 1 of the holders of Shares of the class or classes concerned to be effective