

# RP04

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Second filing of a document previously delivered

☒ **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 regardless of when it was delivered

A second filing of a document cannot be filed where it is providing information that was originally properly delivered. Form RP04 cannot be used in these circumstances



\*A3Z00VP4\*

A28 13/01/2015 #72  
COMPANIES HOUSE  
\*A3NLTNBM\*  
A09 27/12/2014 #267  
COMPANIES HOUSE

## 1 Company details

Company number 0 8 2 3 4 4 6 0

Company name in full O G Trading Limited (in the process of changing its name to Love Me Beauty Limited)

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

## 2 Description of the original document

Document type ① SH01

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 09 12 2014

## 3 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

## 4 Section 243 Exemption ②

If you are applying for, or have been granted, exemption under section 243 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 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)

CHFP025

04/11 Version 1.0 Laserform International 4/11

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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 Sofie de Pfeiffer

Company name Mills & Reeve LLP

Address Botanic House

100 Hills Road

Post town Cambridge

County/Region Cambridgeshire

Postcode C B 2 1 P H

Country United Kingdom

DX DX 122891 Cambridge 4

Telephone 01223 364422



### 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 exemption

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



### 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'



### 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)

# 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  
notice on formation of the company  
for an allotment of a new class of  
shares by an unlimited company

COMPANIES HOUSE

### 1 Company details

Company number	0	8	2	3	4	4	6	0
Company name in full	O G Trading Limited (in the process of changing its name to Love Me Beauty Limited)							

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

### 1 Allotment dates ①

From Date	d <sub>1</sub>	d <sub>1</sub>	m <sub>1</sub>	m <sub>1</sub>	y <sub>2</sub>	y <sub>0</sub>	y <sub>1</sub>	y <sub>4</sub>
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		20000	0 001	7.50	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)

SH01

Return of allotment of shares

**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
Ordinary	0 001	0 00	100000	£ 100 00
A Ordinary	7 50	0.00	20000	£ 20 00
				£
				£
<b>Totals</b>			120000	£ 120 00

**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

Total number of shares

Total aggregate  
nominal value ④

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

① Including both the nominal value and any  
share premium

② E.g. Number of shares issued multiplied by  
nominal value of each share

③ Total number of issued shares in this class

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

SH01

Return of allotment of shares

7

**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**

**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

Class of share	Ordinary Shares
----------------	-----------------

Prescribed particulars 1	1 1 The A Ordinary Shares and the Ordinary Shares shall rank equally in all respects save as set out below
-----------------------------	--

1 2 In the event of a return of assets on a liquidation or capital reduction or otherwise, the Liquidation Surplus shall be distributed as follows.

SEE CONTINUATION SHEET

Class of share	A Ordinary Shares
----------------	-------------------

Prescribed particulars 1	1 1 The A Ordinary Shares and the Ordinary Shares shall rank equally in all respects save as set out below
-----------------------------	--

1 2 In the event of a return of assets on a liquidation or capital reduction or otherwise, the Liquidation Surplus shall be distributed as follows.

SEE CONTINUATION SHEET

Class of share	
----------------	--

Prescribed particulars 1	
-----------------------------	--

8

**Signature**

I am signing this form on behalf of the company

Signature

Signature

X  X

This form may be signed by

Director 2, Secretary, Person authorised 3, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

**2 Societas Europaea**

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership

**2 Person authorised**

Under either section 270 or 274 of the Companies Act 2006

CHFP025  
03/11 Version 5.0

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 Zickie Lim

Company name Mills & Reeve LLP

Address Botanic House

100 Hills Road

Post town Cambridge

County/Region Cambridgeshire

Postcode C B 2 1 P H

Country United Kingdom

DX DX 122891 Cambridge 4

Telephone 01223 364422



### 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

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### 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



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SH01 - continuation page  
Return of allotment of shares

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

Class of share	Ordinary	
Prescribed particulars	<p>1 2 1 first, each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the nominal value of that Equity Share or, if the Liquidation Surplus is insufficient to enable payment to each Equity Shareholder for all the Equity Shares held by them then such Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them,</p> <p>1.2.2 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the Individual Premium or, if the remaining Liquidation Surplus is insufficient to enable payment of the Individual Premium to be made then such remaining Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the aggregate premium paid in respect of the Equity Shares held by them,</p> <p>1 2 3 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of such amount per Equity Share (if any) as will ensure that after payment pursuant to paragraph 1.2.2 has been made all Equity Shareholders will have received (whether pursuant to this paragraph 1.2 or other distribution) the Maximum Return or, if the remaining Liquidation Surplus is insufficient to enable all Equity Shareholders to have received the Maximum Return then such remaining Liquidation Surplus shall be paid to Equity Shareholders in such proportions as to ensure that as far as possible all Equity Shareholders will have received the Maximum Return after payment has been made pursuant to paragraph 1 2 2; and</p> <p>1 2 4 thereafter any balance shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them</p> <p>1.3 In the event of an Asset Sale, the Company shall thereupon be wound up and the assets available distributed in accordance with paragraph 1.2.</p> <p>---See Continuation Sheet---</p>	

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

Class of share	Ordinary
Prescribed particulars	<p>1 4 In the event of a Sale where the Exit Valuation is lower than or equal to the Issue Price paid by the holders of the A Shares, the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale shall be re-allocated between the sellers of such Shares so as to ensure that the Sale proceeds are distributed as follows</p> <p>1 4 1 first in paying to the holders of the A Shares any Arrears,</p> <p>1 4 2 second in paying to the holders of the A Shares the Issue Price paid for the A Shares; and</p> <p>1 4 3 the balance (if any) of such assets shall be distributed amongst the holders of the Ordinary Shares and the A Shares <i>pari passu</i> as if the same constituted one class of share</p> <p>1 5 Immediately prior to an IPO where the Exit Valuation is lower than the Issue Price paid by the holders of the A Shares, the Company shall (to the extent that it is able to do so), by way of bonus issue, allot to each holder of A Shares by way of capitalisation of reserves such number of Ordinary Shares (disregarding any fraction of a Share) as shall have an aggregate price per share at which such Ordinary Shares in the Company are to be offered for sale, placed or otherwise marketed pursuant to the IPO equal to the Issue Price of the A Shares held (together with any Arrears).</p> <p>1 6 Save with the consent of The Mercia Fund, the Company shall ensure that any and all premium(s) paid into the share premium account of the Company in respect of Shares allotted after the date of adoption of these Articles shall be preserved in order to enable the Company to satisfy its obligations in paragraph 1 5. If the Company is not lawfully permitted to make any bonus issue pursuant to paragraph 1 5, it shall offer the holders of A Shares the right to subscribe for the number of Ordinary Shares referred to in paragraph 1 5 at par</p> <p>---See Continuation Sheet---</p>



SH01 - continuation page  
Return of allotment of shares

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

Class of share	Ordinary
Prescribed particulars	<p><b>Definitions</b></p> <p>"A Shares" means the A ordinary shares of £0.01 each in the capital of the Company;</p> <p>"Arrears" means all arrears, accruals and deficiencies of any dividend or other sums payable in respect of the relevant Share whether or not earned or declared and irrespective of whether or not the Company has had, at any time, sufficient distributable profits to pay such dividend or sums, together with all interest and other amounts payable thereon;</p> <p>"Asset Sale" means the completion of a sale of all or substantially all (as a going concern) of the business and assets of the Company and/or its subsidiaries;</p> <p>"Equity Shareholder" means a holder of Equity Shares;</p> <p>"Equity Shares" means Ordinary Shares and A Shares;</p> <p>"Exit Valuation" means the price per share on a Sale or IPO, as follows:</p> <p>(a) in the case of a Sale, the aggregate amount of consideration received and to be received by the shareholders in respect of Shares the subject of the Sale together with any non cash consideration which might reasonably be considered to form part of the aggregate consideration payable in respect of the Sale divided by the total number of Equity Shares the subject of the Sale;</p> <p>(b) the anticipated listing price per share of the shares on an IPO;</p> <p>"Individual Premium" means in respect of a Equity Share, the premium paid in respect of that Equity Share;</p> <p>"Investment Fund" means a fund, partnership, company, syndicate or other entity whose principal business is to make investments and whose business is managed by an Investment Manager;</p> <p>"Investment Manager" means a person whose principal business is to make, manage or advise upon investments;</p> <p>---See Continuation Sheet---</p>

SH01 - continuation page  
Return of allotment of shares

7

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

Class of share	Ordinary
Prescribed particulars	<p>"IPO" means The listing of the entire share capital or Ordinary Share capital of the company to trading on a public market or stock exchange;</p> <p>"Issue Price" means in relation to any Share, the amount paid up or credited as paid up on it (including the full amount of any premium at which such Share was issued whether or not such premium is applied for any purpose after that),</p> <p>"Liquidation Surplus" means on a return of assets on a liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities;</p> <p>"Maximum Return" means the maximum value of the cumulative amount paid per Equity Share that any one of the Equity Shareholders would have received following payment under paragraphs 1.2.1 and 1.2.2;</p> <p>"Ordinary Shares" means ordinary shares of £0.01 each in the capital of the Company;</p> <p>"Sale" The transfer (whether through a single transaction or a series of transactions) of Shares as a result of which any person (or persons connected with each other, or persons acting in concert with each other (within the meaning given in the City Code on Takeovers and Mergers as in force at the date of the transfer)) would hold or acquire beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 per cent of the voting rights normally exercisable at general meetings of the Company,</p> <p>MERCIA GROWTH NOMINEES 3 LIMITED (company number 08886535) and MERCIA DIGITAL NOMINEES LIMITED (company number 09197595), in each case whose registered office is at Forward House, 17 High Street, Henley-In-Arden, Warwickshire B95 5AA, acting by their manager Mercia Fund Management Limited (company number 06973399) whose registered office is at Forward House, 17 High Street, Henley-In-Arden, Warwickshire B95 5AA and any other Investment Fund which is managed by the Investment Manager of Mercia Growth Nominees 3 Limited or Mercia Digital Nominees Limited and any holding company of Mercia Fund Management Limited or any such other Investment Manager and any wholly owned subsidiary of any such holding company in each case from time to time and which is a holder of Shares.</p>

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

Class of share	A Ordinary	
Prescribed particulars	<p>1 2 1 first, each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the nominal value of that Equity Share or, if the Liquidation Surplus is insufficient to enable payment to each Equity Shareholder for all the Equity Shares held by them then such Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them;</p> <p>1.2 2 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the Individual Premium or, if the remaining Liquidation Surplus is insufficient to enable payment of the Individual Premium to be made then such remaining Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the aggregate premium paid in respect of the Equity Shares held by them,</p> <p>1.2 3 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of such amount per Equity Share (if any) as will ensure that after payment pursuant to paragraph 1.2 2 has been made all Equity Shareholders will have received (whether pursuant to this paragraph 1.2 or other distribution) the Maximum Return or, if the remaining Liquidation Surplus is insufficient to enable all Equity Shareholders to have received the Maximum Return then such remaining Liquidation Surplus shall be paid to Equity Shareholders in such proportions as to ensure that as far as possible all Equity Shareholders will have received the Maximum Return after payment has been made pursuant to paragraph 1.2 2; and</p> <p>1 2 4 thereafter any balance shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them</p> <p>---See Continuation Sheet---</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
Prescribed particulars	<p>1 3 In the event of an Asset Sale, the Company shall thereupon be wound up and the assets available distributed in accordance with paragraph 1 2</p> <p>1 4 In the event of a Sale where the Exit Valuation is lower than or equal to the Issue Price paid by the holders of the A Shares, the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale shall be re-allocated between the sellers of such Shares so as to ensure that the Sale proceeds are distributed as follows:</p> <p>1.4 1 first in paying to the holders of the A Shares any Arrears;</p> <p>1 4 2 second in paying to the holders of the A Shares the Issue Price paid for the A Shares, and</p> <p>1.4 3 the balance (if any) of such assets shall be distributed amongst the holders of the Ordinary Shares and the A Shares <i>pari passu</i> as if the same constituted one class of share.</p> <p>1 5 Immediately prior to an IPO where the Exit Valuation is lower than the Issue Price paid by the holders of the A Shares, the Company shall (to the extent that it is able to do so), by way of bonus issue, allot to each holder of A Shares by way of capitalisation of reserves such number of Ordinary Shares (disregarding any fraction of a Share) as shall have an aggregate price per share at which such Ordinary Shares in the Company are to be offered for sale, placed or otherwise marketed pursuant to the IPO equal to the Issue Price of the A Shares held (together with any Arrears)</p> <p>1 6 Save with the consent of The Marcia Fund, the Company shall ensure that any and all premium(s) paid into the share premium account of the Company in respect of Shares allotted after the date of adoption of these Articles shall be preserved in order to enable the Company to satisfy its obligations in paragraph 1 5 If the Company is not lawfully permitted to make any bonus issue pursuant to paragraph 1.5, it shall offer the holders of A Shares the right to subscribe for the number of Ordinary Shares referred to in paragraph 1.5 at par</p> <p>---See Continuation Sheet---</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
Prescribed particulars	<p><b>Definitions</b></p> <p>"A Shares" means the A ordinary shares of £0.01 each in the capital of the Company;</p> <p>"Arrears" means all arrears, accruals and deficiencies of any dividend or other sums payable in respect of the relevant Share whether or not earned or declared and irrespective of whether or not the Company has had, at any time, sufficient distributable profits to pay such dividend or sums, together with all interest and other amounts payable thereon;</p> <p>"Asset Sale" means the completion of a sale of all or substantially all (as a going concern) of the business and assets of the Company and/or its subsidiaries;</p> <p>"Equity Shareholder" means a holder of Equity Shares;</p> <p>"Equity Shares" means Ordinary Shares and A Shares;</p> <p>"Exit Valuation" means the price per share on a Sale or IPO, as follows.</p> <p>(a) in the case of a Sale, the aggregate amount of consideration received and to be received by the shareholders in respect of Shares the subject of the Sale together with any non cash consideration which might reasonably be considered to form part of the aggregate consideration payable in respect of the Sale divided by the total number of Equity Shares the subject of the Sale;</p> <p>(b) the anticipated listing price per share of the shares on an IPO,</p> <p>"Individual Premium" means in respect of a Equity Share, the premium paid in respect of that Equity Share;</p> <p>"Investment Fund" means a fund, partnership, company, syndicate or other entity whose principal business is to make investments and whose business is managed by an Investment Manager;</p> <p>"Investment Manager" means a person whose principal business is to make, manage or advise upon investments,</p> <p>---See Continuation Sheet---</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
Prescribed particulars	<p>"IPO" means The listing of the entire share capital or Ordinary Share capital of the company to trading on a public market or stock exchange;</p> <p>"Issue Price" means in relation to any Share, the amount paid up or credited as paid up on it (including the full amount of any premium at which such Share was issued whether or not such premium is applied for any purpose after that);</p> <p>"Liquidation Surplus" means on a return of assets on a liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities;</p> <p>"Maximum Return" means the maximum value of the cumulative amount paid per Equity Share that any one of the Equity Shareholders would have received following payment under paragraphs 1.2.1 and 1.2.2;</p> <p>"Ordinary Shares" means ordinary shares of £0.01 each in the capital of the Company;</p> <p>"Sale" The transfer (whether through a single transaction or a series of transactions) of Shares as a result of which any person (or persons connected with each other, or persons acting in concert with each other (within the meaning given in the City Code on Takeovers and Mergers as in force at the date of the transfer)) would hold or acquire beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 per cent of the voting rights normally exercisable at general meetings of the Company;</p> <p>MERCIA GROWTH NOMINEES 3 LIMITED (company number 08886535) and MERCIA DIGITAL NOMINEES LIMITED (company number 09197595), in each case whose registered office is at Forward House, 17 High Street, Henley-In-Arden, Warwickshire B95 5AA, acting by their manager Mercia Fund Management Limited (company number 06973399) whose registered office is at Forward House, 17 High Street, Henley-In-Arden, Warwickshire B95 5AA and any other Investment Fund which is managed by the Investment Manager of Mercia Growth Nominees 3 Limited or Mercia Digital Nominees Limited and any holding company of Mercia Fund Management Limited or any such other Investment Manager and any wholly owned subsidiary of any such holding company in each case from time to time and which is a holder of Shares</p>