

**Return of Allotment of Shares**Company Name: **M Capital Investment Partners Limited**Company Number: **08260998**Received for filing in Electronic Format on the: **06/02/2018**

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**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>25/01/2018</b>	<b>25/01/2018</b>

<b>Class of Shares:</b>	<b>PREFERENCE</b>	Number allotted	<b>1000000</b>
<b>Currency:</b>	<b>GBP</b>	Nominal value of each share	<b>1</b>
		Amount paid:	<b>1</b>
		Amount unpaid:	<b>0</b>

Non-cash consideration

**IN CONSIDERATION FOR THE PARTIAL REPAYMENT OF A LOAN BETWEEN THE COMPANY  
AND DIGITALBOX GROUP LTD**

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## Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>2</b>
<b>Currency:</b>	<b>GBP</b>	Aggregate nominal value:	<b>2</b>

Prescribed particulars

**SHARE RIGHTS (INCOME) - THE ORDINARY SHAREHOLDERS ARE ENTITLED TO BE PAID PRO RATA ACCORDING TO THE NUMBER OF ISSUED ORDINARY SHARES HELD BY EACH OF THEM, ANY PROFITS OF THE COMPANY WHICH THE DIRECTORS LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF THE RELEVANT FINANCIAL YEAR. SHARE RIGHTS (CAPITAL) - ON A RETURN OF ASSETS (WHETHER ON LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE), THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS (UNLESS OTHERWISE AGREED IN WRITING BY ALL OF THE ORDINARY SHAREHOLDERS): I) FIRST, IN PAYING TO THE PREFERENCE SHAREHOLDERS AN AMOUNT EQUAL TO THE ISSUE PRICE FOR EACH PREFERENCE SHARE HELD BY THEM AND PAYING TO NAPIER BROWN HOLDINGS LIMITED BY WAY OF REPAYMENT OF CAPITAL OF THE LOAN, ON A PARI PASSU BASIS; II) NEXT, IN PAYING TO THE ORDINARY SHAREHOLDERS A SUM EQUAL TO THE ISSUE PRICE FOR EACH ORDINARY SHARE HELD BY THEM; AND III) FINALLY, THE BALANCE OF THOSE ASSETS SHALL BE DISTRIBUTED AMONGST THE ORDINARY SHAREHOLDERS PARI PASSU AND IN PROPORTION (AS NEARLY AS POSSIBLE) TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY). SHARE RIGHTS (VOTING) - ON A SHOW OF HANDS AT A GENERAL MEETING EVERY ORDINARY SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY ONE OR MORE PROXIES OR (BEING A CORPORATION) IS PRESENT BY ONE OR MORE DULY AUTHORISED REPRESENTATIVES OR PROXIES, SHALL HAVE ONE VOTE; AND ON A VOTE ON: I) A RESOLUTION ON A POLL TAKEN AT A GENERAL MEETING; OR II) A WRITTEN RESOLUTION; EVERY ORDINARY SHAREHOLDER SHALL HAVE ONE VOTE FOR EVERY ORDINARY SHARE HELD. THE ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

<b>Class of Shares:</b>	<b>PREFERENCE</b>	Number allotted	<b>1000000</b>
<b>Currency:</b>	<b>GBP</b>	Aggregate nominal value:	<b>1000000</b>

Prescribed particulars

**SHARE RIGHTS (INCOME) - THE PREFERENCE SHAREHOLDERS ARE NOT ENTITLED TO BE PAID A DIVIDEND. SHARE RIGHTS (CAPITAL) - ON A RETURN OF ASSETS (WHETHER**

ON LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE), THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS (UNLESS OTHERWISE AGREED IN WRITING BY ALL OF THE ORDINARY SHAREHOLDERS):

I) FIRST, IN PAYING TO THE PREFERENCE SHAREHOLDERS AN AMOUNT EQUAL TO THE ISSUE PRICE FOR EACH PREFERENCE SHARE HELD BY THEM AND PAYING TO NAPIER BROWN HOLDINGS LIMITED BY WAY OF REPAYMENT OF CAPITAL OF THE LOAN, ON A PARI PASSU BASIS; II) NEXT, IN PAYING TO THE ORDINARY SHAREHOLDERS A SUM EQUAL TO THE ISSUE PRICE FOR EACH ORDINARY SHARE HELD BY THEM; AND III) FINALLY, THE BALANCE OF THOSE ASSETS SHALL BE DISTRIBUTED AMONGST THE ORDINARY SHAREHOLDERS PARI PASSU AND IN PROPORTION (AS NEARLY AS POSSIBLE) TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY).

SHARE RIGHTS (REDEMPTION) - SUBJECT TO THE PROVISIONS OF THE ACT, THE COMPANY MAY REDEEM ALL OR SOME OF THE PREFERENCE SHARES AT THE DISCRETION OF THE COMPANY. SUBJECT TO THE PROVISIONS OF THE ACT, THE PREFERENCE SHARES SHALL BE REDEEMED AND THE ENTIRETY OF THE CAPITAL OUTSTANDING OF THE LOAN REPAID PARI PASSU IMMEDIATELY PRIOR TO AN EVENT (BUT CONDITIONALLY ON THAT EVENT COMPLETING). UNLESS ALL OF THE PREFERENCE SHAREHOLDERS OTHERWISE RESOLVE, ALL OF THE PREFERENCE SHARES THEN IN ISSUE SHALL BE REDEEMED IMMEDIATELY IF ANY OF THE FOLLOWING EVENTS HAPPEN: I) AN ORDER IS MADE, OR AN EFFECTIVE RESOLUTION PURSUANT TO A CREDITORS VOLUNTARY LIQUIDATION IS PASSED, FOR THE WINDING UP OF ANY GROUP COMPANY; II) A RECEIVER, RECEIVER AND MANAGER, ADMINISTRATIVE RECEIVER OR ADMINISTRATOR IS APPOINTED OR AN ENCUMBRANCER TAKES POSSESSION OF THE WHOLE OR A SUBSTANTIAL PART OF THE PROPERTY OR UNDERTAKING OF ANY GROUP COMPANY; III) A DISTRESS OR EXECUTION IN RESPECT OF A JUDGMENT IS LEVIED AGAINST ANY PART OF THE PROPERTY OR UNDERTAKING OF ANY GROUP COMPANY; OR IV) ANY GROUP COMPANY CEASES TO CARRY ON BUSINESS OR IS DEEMED, FOR THE PURPOSES OF THE INSOLVENCY ACT 1986, TO BE INSOLVENT.

SHARE RIGHTS (VOTING) - THE PREFERENCE SHAREHOLDERS SHALL BE ENTITLED TO RECEIVE NOTICE OF ALL GENERAL MEETINGS BUT SHALL NOT BY REASON OF HOLDING ANY PREFERENCE SHARE BE ENTITLED TO ATTEND OR VOTE AT THOSE MEETINGS.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>1000002</b>
		Total aggregate nominal value:	<b>1000002</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

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