In accordance with Section 555 of the Companies Act 2006.

SH01

Return of allotment of shares

You can use the WebFiling service to file this form online.
Please go to 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 f**
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COMPANIES HOUSE

1 Company details

Company number	0 8 6 7 7 7 4 9
Company name in full	INSPIRING LEARNING GROUP 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 ❷

From Date	d 3 d 0	m 1 m 0	y 2 y 0 y 1 y 5
To Date	d d	m m	y y y y

❷ **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.)

❸ **Currency**
If currency details are not completed we will assume currency is in pound sterling.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ❸	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	£	1000000	0.01	1.00	
C Ordinary	£	1000000	0.01	1.00	
	£				

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
SEE CONTINUATION PAGE				£
				£
				£
				£
		Totals		£

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

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	22,749,041
Total aggregate nominal value ❹	£472,515.49

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

❶ Including both the nominal value and any share premium.

❷ Total number of issued shares in this class.

❸ 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.

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Return of allotment of shares

Statement of capital

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

Currency: GBP

Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share ⓐ	Amount (if any) unpaid on each share ⓑ	Number of shares ⓒ	Aggregate nominal value ⓓ
A ORDINARY	£0.78	0.00	9920920	£99,209.20
A ORDINARY	£1.00	0.00	2924000	£29,240.00
B ORDINARY	£0.78	0.00	2561000	£25,610.00
C ORDINARY	£1.41	0.00	6717700	£67,177.00
C ORDINARY	£1.00	0.00	2924000	£29,240.00
D1 ORDINARY	£1.00	0.00	241655	£60,413.75
D2 ORDINARY	£1.00	0.00	241655	£60,413.75
D3 ORDINARY	£1.00	0.00	52534	£52,534.00
D4 ORDINARY	£1.00	0.00	27804	£27804.00
D5 ORDINARY	£1.00	0.00	68842	£688.42
D6 ORDINARY	£1.00	0.00	19794	£19,794
E ORDINARY	£0.01	0.00	39137	£391.37
		Totals	25739041	472,515.49

ⓐ Including both the nominal value and any share premium.

ⓑ Total number of issued shares in this class.

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

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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**.

Class of share	A Ordinary Shares
Prescribed particulars ❸	SEE CONTINUATION PAGE
Class of share	B Ordinary Shares
Prescribed particulars ❸	SEE CONTINUATION PAGE
Class of share	C Ordinary Shares
Prescribed particulars ❸	SEE CONTINUATION PAGE

❸ **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.

8 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 ❸, 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.

❸ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006.

In accordance with Section 555 of the Companies Act 2006.

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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	(a) holders of A shares shall be entitled to vote at general meetings of the company. The total number of votes attaching to the A shares at any general meeting or on any written resolution of the registered number(s) of shares will represent 80 per cent of the voting rights attached to all of the issued A Shares, B Shares, C Shares and D Shares at any time (and all shares derived from them) ("**Common Equity Shares**") and the total number of votes attaching to the A Shares at any general meeting or any written resolution of the registered member(s) of shares will represent a percentage of the voting rights which is calculated as follows: (Y/Z) x 80 "Y" = the total number of A Shares; and "Z" = the total number of A Shares, B Shares and C Shares (as if one class) and in each case the voting rights in respect of the A shares as calculated shall be divided between the holders of shares of such class pro rata to the percentage of shares of that class held by each such holder. (b) + (c) 4. **SHARE RIGHTS - PAYMENTS** 4.1 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, if the Board (subject to Majority Investor Consent) has recommended payment of the same, then any profits which the Company determines to distribute in respect of any Accounting Period will be applied in accordance with Article 4.2 below (a "Dividend"). 4.2 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, on a Liquidation, a Share Sale, a Listing or a Dividend (together a "Distribution"), any amounts (whether they be the surplus assets and retained profits of the Company, the consideration payable in connection with a Share Sale or a Listing, or any profits which the Company determines to distribute in respect of any Accounting

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

Class of share	A Ordinary
Prescribed particulars	Period (as applicable)) available for distribution among the Members will be applied (less any amounts to be paid pursuant to Article 4.3) in the following order and priority after payment in full of any unpaid Distributions on the Shares: 4.2.1 first, to the holders of the Common Equity Shares pro-rata to the amounts Credited as Paid Up on each Common Equity Share held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Total New Equity Amount; 4.2.2 second, where the amounts specified in Article 4.2.1 have been distributed to the holders of the Common Equity Shares in accordance with Article 4.2.1, 5 per cent of any remaining amounts available for distribution to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.3 third, where the amounts specified in Articles 4.2.1 and 4.2.2 have been distributed to the Members in accordance with Articles 4.2.1 and 4.2.2, to the holders of the Common Equity Shares pro-rata to amounts Credited as Paid up on such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the First Priority Return Amount; 4.2.4 fourth, where the amounts specified in Articles 4.2.1, 4.2.2 and 4.2.3 have been distributed to the Members in accordance with Articles 4.2.1, 4.2.2 and 4.2.3, 23.5 per cent of any remaining amounts to be distributed to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held;

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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	4.2.5 fifth, where the amounts specified in Articles 4.2.1 to 4.2.4 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.4 (inclusive), to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Second Priority Return Amount; 4.2.6 sixth, where the amounts specified in Articles 4.2.1 to 4.2.5 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.5 (inclusive), 15 per cent of any remaining amounts to be distributed to the members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; and 4.2.7 seventh, where the amounts specified in Articles 4.2.1 to 4.2.6 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.6 (inclusive), any remaining amounts for distribution to the Members of the Company shall be paid to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class). 4.3 Subject to Article 4.4, to the extent that any Shares ("New Shares") have been issued by the Company after the Commencement Date and after a Distribution has been made in accordance with Article 4.1, then any subsequent Distributions shall be paid in such order and priority such that the Members shall (to the extent possible) be paid an amount which puts them in the position they would have been in had the New Shares been in issue and participated in the previous Distributions.

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Return of allotment of shares

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

Class of share	A Ordinary
Prescribed particulars	4.4 If, at any time, a Distribution is made and there are insufficient amounts available for distribution to the Members in accordance with Article 4.2, there shall be no obligation on any Member to repay any amounts received by it to the Company or any other Member in any previous Distribution. For the avoidance of doubt, in calculating any amounts payable to Members in accordance with this Article 4.4, any amounts paid to a previous holder of any Share will be deemed to have been paid to the current holder of such Share. 4.5 Notwithstanding Article 4.1, if the B Investor is the holder of at least one Share, if any part of the PG Amount is paid by Bidco to the Company, an amount equal to such payment shall be applied first to the B Investor in respect of the PG Amount (and such payment shall not be considered a distribution for the purposes of Article 4.1). 4.6 For the avoidance of doubt, if the amount to be distributed to a holder of any D Share is capped pursuant to Article 12.5.1 (a "Capped Holder"), such Capped Holder shall not be entitled to receive any amount in excess of the Capped Amount and any amount that such Capped Holder would have received (if the amount to be distributed in respect of such D Shares were not capped pursuant to Article 12.5.1) in excess of the Capped Amount shall be distributed to the Members (excluding the Capped Holder) in accordance with the proceeds distribution specified in clause 4.1 above. (d) The A Ordinary Shares are not redeemable.

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Return of allotment of shares

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

Class of share	B Ordinary
Prescribed particulars	(a) holders of B shares shall be entitled to vote at general meetings of the company. The total number of votes attaching to the A shares at any general meeting or on any written resolution of the registered number(s) of shares will represent 80 per cent of the voting rights attached to all of the issued A Shares, B Shares, C Shares and D Shares at any time (and all shares derived from them) ("**Common Equity Shares**") and the total number of votes attaching to the A Shares at any general meeting or any written resolution of the registered member(s) of shares will represent a percentage of the voting rights which is calculated as follows: (Y/Z) x 80 "Y" = the total number of B Shares; and "Z" = the total number of A Shares, B Shares and C Shares (as if one class) and in each case the voting rights in respect of the A shares as calculated shall be divided between the holders of shares of such class pro rata to the percentage of shares of that class held by each such holder. (b) + (c) 4. **SHARE RIGHTS - PAYMENTS** 4.1 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, if the Board (subject to Majority Investor Consent) has recommended payment of the same, then any profits which the Company determines to distribute in respect of any Accounting Period will be applied in accordance with Article 4.2 below (a "**Dividend**"). 4.2 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, on a Liquidation, a Share Sale, a Listing or a Dividend (together a "Distribution"), any amounts (whether they be the surplus assets and retained profits of the Company, the consideration payable in connection with a Share Sale or a Listing, or any profits which the Company determines to distribute in respect of any Accounting

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

Class of share	B Ordinary
Prescribed particulars	Period (as applicable)) available for distribution among the Members will be applied (less any amounts to be paid pursuant to Article 4.3) in the following order and priority after payment in full of any unpaid Distributions on the Shares: 4.2.1 first, to the holders of the Common Equity Shares pro-rata to the amounts Credited as Paid Up on each Common Equity Share held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Total New Equity Amount; 4.2.2 second, where the amounts specified in Article 4.2.1 have been distributed to the holders of the Common Equity Shares in accordance with Article 4.2.1, 5 per cent of any remaining amounts available for distribution to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.3 third, where the amounts specified in Articles 4.2.1 and 4.2.2 have been distributed to the Members in accordance with Articles 4.2.1 and 4.2.2, to the holders of the Common Equity Shares pro-rata to amounts Credited as Paid up on such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the First Priority Return Amount; 4.2.4 fourth, where the amounts specified in Articles 4.2.1, 4.2.2 and 4.2.3 have been distributed to the Members in accordance with Articles 4.2.1, 4.2.2 and 4.2.3, 23.5 per cent of any remaining amounts to be distributed to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held;

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

Class of share	B Ordinary
Prescribed particulars	4.2.5 fifth, where the amounts specified in Articles 4.2.1 to 4.2.4 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.4 (inclusive), to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Second Priority Return Amount; 4.2.6 sixth, where the amounts specified in Articles 4.2.1 to 4.2.5 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.5 (inclusive), 15 per cent of any remaining amounts to be distributed to the members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; and 4.2.7 seventh, where the amounts specified in Articles 4.2.1 to 4.2.6 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.6 (inclusive), any remaining amounts for distribution to the Members of the Company shall be paid to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class). 4.3 Subject to Article 4.4, to the extent that any Shares (**"New Shares"**) have been issued by the Company after the Commencement Date and after a Distribution has been made in accordance with Article 4.1, then any subsequent Distributions shall be paid in such order and priority such that the Members shall (to the extent possible) be paid an amount which puts them in the position they would have been in had the New Shares been in issue and participated in the previous Distributions.

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

Class of share	B Ordinary
Prescribed particulars	4.4 If, at any time, a Distribution is made and there are insufficient amounts available for distribution to the Members in accordance with Article 4.2, there shall be no obligation on any Member to repay any amounts received by it to the Company or any other Member in any previous Distribution. For the avoidance of doubt, in calculating any amounts payable to Members in accordance with this Article 4.4, any amounts paid to a previous holder of any Share will be deemed to have been paid to the current holder of such Share. 4.5 Notwithstanding Article 4.1, if the B Investor is the holder of at least one Share, if any part of the PG Amount is paid by Bidco to the Company, an amount equal to such payment shall be applied first to the B Investor in respect of the PG Amount (and such payment shall not be considered a distribution for the purposes of Article 4.1). 4.6 For the avoidance of doubt, if the amount to be distributed to a holder of any D Share is capped pursuant to Article 12.5.1 (a "**Capped Holder**"), such Capped Holder shall not be entitled to receive any amount in excess of the Capped Amount and any amount that such Capped Holder would have received (if the amount to be distributed in respect of such D Shares were not capped pursuant to Article 12.5.1) in excess of the Capped Amount shall be distributed to the Members (excluding the Capped Holder) in accordance with the proceeds distribution specified in clause 4.1 above. (d) The B Ordinary Shares are not redeemable.

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

Class of share	C Ordinary
Prescribed particulars	(a) holders of C shares shall be entitled to vote at general meetings of the company. The total number of votes attaching to the A shares at any general meeting or on any written resolution of the registered number(s) of shares will represent 80 per cent of the voting rights attached to all of the issued A Shares, B Shares, C Shares and D Shares at any time (and all shares derived from them) ("**Common Equity Shares**") and the total number of votes attaching to the A Shares at any general meeting or any written resolution of the registered member(s) of shares will represent a percentage of the voting rights which is calculated as follows: (Y/Z) x 80 "Y" = the total number of C Shares; and "Z" = the total number of A Shares, B Shares and C Shares (as if one class) and in each case the voting rights in respect of the A shares as calculated shall be divided between the holders of shares of such class pro rata to the percentage of shares of that class held by each such holder. (b) + (c) **4. SHARE RIGHTS - PAYMENTS** 4.1 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, if the Board (subject to Majority Investor Consent) has recommended payment of the same, then any profits which the Company determines to distribute in respect of any Accounting Period will be applied in accordance with Article 4.2 below (a "**Dividend**"). 4.2 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, on a Liquidation, a Share Sale, a Listing or a Dividend (together a "Distribution"), any amounts (whether they be the surplus assets and retained profits of the Company, the consideration payable in connection with a Share Sale or a Listing, or any profits which the Company determines to distribute in respect of any Accounting

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

Class of share	C Ordinary
Prescribed particulars	Period (as applicable)) available for distribution among the Members will be applied (less any amounts to be paid pursuant to Article 4.3) in the following order and priority after payment in full of any unpaid Distributions on the Shares: 4.2.1 first, to the holders of the Common Equity Shares pro-rata to the amounts Credited as Paid Up on each Common Equity Share held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Total New Equity Amount; 4.2.2 second, where the amounts specified in Article 4.2.1 have been distributed to the holders of the Common Equity Shares in accordance with Article 4.2.1, 5 per cent of any remaining amounts available for distribution to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.3 third, where the amounts specified in Articles 4.2.1 and 4.2.2 have been distributed to the Members in accordance with Articles 4.2.1 and 4.2.2, to the holders of the Common Equity Shares pro-rata to amounts Credited as Paid up on such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the First Priority Return Amount; 4.2.4 fourth, where the amounts specified in Articles 4.2.1, 4.2.2 and 4.2.3 have been distributed to the Members in accordance with Articles 4.2.1, 4.2.2 and 4.2.3, 23.5 per cent of any remaining amounts to be distributed to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held;

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

Class of share	C Ordinary
Prescribed particulars	4.2.5 fifth, where the amounts specified in Articles 4.2.1 to 4.2.4 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.4 (inclusive), to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Second Priority Return Amount; 4.2.6 sixth, where the amounts specified in Articles 4.2.1 to 4.2.5 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.5 (inclusive), 15 per cent of any remaining amounts to be distributed to the members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; and 4.2.7 seventh, where the amounts specified in Articles 4.2.1 to 4.2.6 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.6 (inclusive), any remaining amounts for distribution to the Members of the Company shall be paid to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class). 4.3 Subject to Article 4.4, to the extent that any Shares ("New Shares") have been issued by the Company after the Commencement Date and after a Distribution has been made in accordance with Article 4.1, then any subsequent Distributions shall be paid in such order and priority such that the Members shall (to the extent possible) be paid an amount which puts them in the position they would have been in had the New Shares been in issue and participated in the previous Distributions.

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

Class of share	C Ordinary
Prescribed particulars	4.4 If, at any time, a Distribution is made and there are insufficient amounts available for distribution to the Members in accordance with Article 4.2, there shall be no obligation on any Member to repay any amounts received by it to the Company or any other Member in any previous Distribution. For the avoidance of doubt, in calculating any amounts payable to Members in accordance with this Article 4.4, any amounts paid to a previous holder of any Share will be deemed to have been paid to the current holder of such Share. 4.5 Notwithstanding Article 4.1, if the B Investor is the holder of at least one Share, if any part of the PG Amount is paid by Bidco to the Company, an amount equal to such payment shall be applied first to the B Investor in respect of the PG Amount (and such payment shall not be considered a distribution for the purposes of Article 4.1). 4.6 For the avoidance of doubt, if the amount to be distributed to a holder of any D Share is capped pursuant to Article 12.5.1 (a "**Capped Holder**"), such Capped Holder shall not be entitled to receive any amount in excess of the Capped Amount and any amount that such Capped Holder would have received (if the amount to be distributed in respect of such D Shares were not capped pursuant to Article 12.5.1) in excess of the Capped Amount shall be distributed to the Members (excluding the Capped Holder) in accordance with the proceeds distribution specified in clause 4.1 above. (d) The C Ordinary Shares are not redeemable.

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

Class of share	D1 Ordinary
Prescribed particulars	(a) Holders of D1 shares shall be entitled to vote at general meetings of the company. The total number of votes attaching to the D1 shares at any general meeting or on any written resolution of the registered members of the shares will represent 5 per cent of the voting rights attaching to all Common Equity Shares. 4. **SHARE RIGHTS - PAYMENTS** 4.1 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, if the Board (subject to Majority Investor Consent) has recommended payment of the same, then any profits which the Company determines to distribute in respect of any Accounting Period will be applied in accordance with Article 4.2 below (a "**Dividend**"). 4.2 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, on a Liquidation, a Share Sale, a Listing or a Dividend (together a "Distribution"), any amounts (whether they be the surplus assets and retained profits of the Company, the consideration payable in connection with a Share Sale or a Listing, or any profits which the Company determines to distribute in respect of any Accounting Period (as applicable)) available for distribution among the Members will be applied (less any amounts to be paid pursuant to Article 4.3) in the following order and priority after payment in full of any unpaid Distributions on the Shares: 4.2.1 first, to the holders of the Common Equity Shares pro-rata to the amounts Credited as Paid Up on each Common Equity Share held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Total New Equity Amount;

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

Class of share	D1 Ordinary
Prescribed particulars	4.2.2 second, where the amounts specified in Article 4.2.1 have been distributed to the holders of the Common Equity Shares in accordance with Article 4.2.1, 5 per cent of any remaining amounts available for distribution to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held;
	4.2.3 third, where the amounts specified in Articles 4.2.1 and 4.2.2 have been distributed to the Members in accordance with Articles 4.2.1 and 4.2.2, to the holders of the Common Equity Shares pro-rata to amounts Credited as Paid up on such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the First Priority Return Amount;
	4.2.4 fourth, where the amounts specified in Articles 4.2.1, 4.2.2 and 4.2.3 have been distributed to the Members in accordance with Articles 4.2.1, 4.2.2 and 4.2.3, 23.5 per cent of any remaining amounts to be distributed to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held;
	4.2.5 fifth, where the amounts specified in Articles 4.2.1 to 4.2.4 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.4 (inclusive), to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Second Priority Return Amount;

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

Class of share	D1 Ordinary
Prescribed particulars	4.2.6 sixth, where the amounts specified in Articles 4.2.1 to 4.2.5 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.5 (inclusive), 15 per cent of any remaining amounts to be distributed to the members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; and 4.2.7 seventh, where the amounts specified in Articles 4.2.1 to 4.2.6 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.6 (inclusive), any remaining amounts for distribution to the Members of the Company shall be paid to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class). 4.3 Subject to Article 4.4, to the extent that any Shares ("New Shares") have been issued by the Company after the Commencement Date and after a Distribution has been made in accordance with Article 4.1, then any subsequent Distributions shall be paid in such order and priority such that the Members shall (to the extent possible) be paid an amount which puts them in the position they would have been in had the New Shares been in issue and participated in the previous Distributions. 4.4 If, at any time, a Distribution is made and there are insufficient amounts available for distribution to the Members in accordance with Article 4.2, there shall be no obligation on any Member to repay any amounts received by it to the Company or any other Member in any previous Distribution. For the avoidance of doubt, in calculating any amounts payable to Members in accordance with this Article 4.4, any amounts paid to a previous holder of any Share will be deemed to have been paid to the current holder of such Share.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D1 Ordinary
Prescribed particulars	4.5 Notwithstanding Article 4.1, if the B Investor is the holder of at least one Share, if any part of the PG Amount is paid by Bidco to the Company, an amount equal to such payment shall be applied first to the B Investor in respect of the PG Amount (and such payment shall not be considered a distribution for the purposes of Article 4.1). 4.6 For the avoidance of doubt, if the amount to be distributed to a holder of any D Share is capped pursuant to Article 12.5.1 (a **"Capped Holder"**), such Capped Holder shall not be entitled to receive any amount in excess of the Capped Amount and any amount that such Capped Holder would have received (if the amount to be distributed in respect of such D Shares were not capped pursuant to Article 12.5.1) in excess of the Capped Amount shall be distributed to the Members (excluding the Capped Holder) in accordance with the proceeds distribution specified in clause 4.1 above. (d) The D1 ordinary shares are not redeemable.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D2 Ordinary
Prescribed particulars	(a) Holders of D2 shares shall be entitled to vote at general meetings of the company. The total number of votes attaching to the D2 shares at any general meeting or on any written resolution of the registered members of the shares will represent 5 per cent of the voting rights attaching to all Common Equity Shares. **4. SHARE RIGHTS - PAYMENTS** 4.1 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, if the Board (subject to Majority Investor Consent) has recommended payment of the same, then any profits which the Company determines to distribute in respect of any Accounting Period will be applied in accordance with Article 4.2 below (a "**Dividend**"). 4.2 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, on a Liquidation, a Share Sale, a Listing or a Dividend (together a "Distribution"), any amounts (whether they be the surplus assets and retained profits of the Company, the consideration payable in connection with a Share Sale or a Listing, or any profits which the Company determines to distribute in respect of any Accounting Period (as applicable)) available for distribution among the Members will be applied (less any amounts to be paid pursuant to Article 4.3) in the following order and priority after payment in full of any unpaid Distributions on the Shares: 4.2.1 first, to the holders of the Common Equity Shares pro-rata to the amounts Credited as Paid Up on each Common Equity Share held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Total New Equity Amount;

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D2 Ordinary
Prescribed particulars	4.2.2 second, where the amounts specified in Article 4.2.1 have been distributed to the holders of the Common Equity Shares in accordance with Article 4.2.1, 5 per cent of any remaining amounts available for distribution to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.3 third, where the amounts specified in Articles 4.2.1 and 4.2.2 have been distributed to the Members in accordance with Articles 4.2.1 and 4.2.2, to the holders of the Common Equity Shares pro-rata to amounts Credited as Paid up on such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the First Priority Return Amount; 4.2.4 fourth, where the amounts specified in Articles 4.2.1, 4.2.2 and 4.2.3 have been distributed to the Members in accordance with Articles 4.2.1, 4.2.2 and 4.2.3, 23.5 per cent of any remaining amounts to be distributed to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.5 fifth, where the amounts specified in Articles 4.2.1 to 4.2.4 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.4 (inclusive), to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Second Priority Return Amount;

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D2 Ordinary
Prescribed particulars	4.2.6 sixth, where the amounts specified in Articles 4.2.1 to 4.2.5 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.5 (inclusive), 15 per cent of any remaining amounts to be distributed to the members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; and 4.2.7 seventh, where the amounts specified in Articles 4.2.1 to 4.2.6 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.6 (inclusive), any remaining amounts for distribution to the Members of the Company shall be paid to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class). 4.3 Subject to Article 4.4, to the extent that any Shares ("**New Shares**") have been issued by the Company after the Commencement Date and after a Distribution has been made in accordance with Article 4.1, then any subsequent Distributions shall be paid in such order and priority such that the Members shall (to the extent possible) be paid an amount which puts them in the position they would have been in had the New Shares been in issue and participated in the previous Distributions. 4.4 If, at any time, a Distribution is made and there are insufficient amounts available for distribution to the Members in accordance with Article 4.2, there shall be no obligation on any Member to repay any amounts received by it to the Company or any other Member in any previous Distribution. For the avoidance of doubt, in calculating any amounts payable to Members in accordance with this Article 4.4, any amounts paid to a previous holder of any Share will be deemed to have been paid to the current holder of such Share.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D2 Ordinary
Prescribed particulars	4.5 Notwithstanding Article 4.1, if the B Investor is the holder of at least one Share, if any part of the PG Amount is paid by Bidco to the Company, an amount equal to such payment shall be applied first to the B Investor in respect of the PG Amount (and such payment shall not be considered a distribution for the purposes of Article 4.1). 4.6 For the avoidance of doubt, if the amount to be distributed to a holder of any D Share is capped pursuant to Article 12.5.1 (a **"Capped Holder"**), such Capped Holder shall not be entitled to receive any amount in excess of the Capped Amount and any amount that such Capped Holder would have received (if the amount to be distributed in respect of such D Shares were not capped pursuant to Article 12.5.1) in excess of the Capped Amount shall be distributed to the Members (excluding the Capped Holder) in accordance with the proceeds distribution specified in clause 4.1 above. (d) The D2 ordinary shares are not redeemable.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D3 Ordinary
Prescribed particulars	(a) Holders of D3 shares shall be entitled to vote at general meetings of the company. The total number of votes attaching to the D2 shares at any general meeting or on any written resolution of the registered members of the shares will represent 5 per cent of the voting rights attaching to all Common Equity Shares. 4. **SHARE RIGHTS - PAYMENTS** 4.1 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, if the Board (subject to Majority Investor Consent) has recommended payment of the same, then any profits which the Company determines to distribute in respect of any Accounting Period will be applied in accordance with Article 4.2 below (a "**Dividend**"). 4.2 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, on a Liquidation, a Share Sale, a Listing or a Dividend (together a "Distribution"), any amounts (whether they be the surplus assets and retained profits of the Company, the consideration payable in connection with a Share Sale or a Listing, or any profits which the Company determines to distribute in respect of any Accounting Period (as applicable)) available for distribution among the Members will be applied (less any amounts to be paid pursuant to Article 4.3) in the following order and priority after payment in full of any unpaid Distributions on the Shares: 4.2.1 first, to the holders of the Common Equity Shares pro-rata to the amounts Credited as Paid Up on each Common Equity Share held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Total New Equity Amount;

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D3 Ordinary	
Prescribed particulars	4.2.2 second, where the amounts specified in Article 4.2.1 have been distributed to the holders of the Common Equity Shares in accordance with Article 4.2.1, 5 per cent of any remaining amounts available for distribution to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held;	
	4.2.3 third, where the amounts specified in Articles 4.2.1 and 4.2.2 have been distributed to the Members in accordance with Articles 4.2.1 and 4.2.2, to the holders of the Common Equity Shares pro-rata to amounts Credited as Paid up on such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the First Priority Return Amount;	
	4.2.4 fourth, where the amounts specified in Articles 4.2.1, 4.2.2 and 4.2.3 have been distributed to the Members in accordance with Articles 4.2.1, 4.2.2 and 4.2.3, 23.5 per cent of any remaining amounts to be distributed to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held;	
	4.2.5 fifth, where the amounts specified in Articles 4.2.1 to 4.2.4 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.4 (inclusive), to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Second Priority Return Amount;	

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

Class of share	D3 Ordinary
Prescribed particulars	4.2.6 sixth, where the amounts specified in Articles 4.2.1 to 4.2.5 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.5 (inclusive), 15 per cent of any remaining amounts to be distributed to the members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; and 4.2.7 seventh, where the amounts specified in Articles 4.2.1 to 4.2.6 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.6 (inclusive), any remaining amounts for distribution to the Members of the Company shall be paid to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class). 4.3 Subject to Article 4.4, to the extent that any Shares ("**New Shares**") have been issued by the Company after the Commencement Date and after a Distribution has been made in accordance with Article 4.1, then any subsequent Distributions shall be paid in such order and priority such that the Members shall (to the extent possible) be paid an amount which puts them in the position they would have been in had the New Shares been in issue and participated in the previous Distributions. 4.4 If, at any time, a Distribution is made and there are insufficient amounts available for distribution to the Members in accordance with Article 4.2, there shall be no obligation on any Member to repay any amounts received by it to the Company or any other Member in any previous Distribution. For the avoidance of doubt, in calculating any amounts payable to Members in accordance with this Article 4.4, any amounts paid to a previous holder of any Share will be deemed to have been paid to the current holder of such Share.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D3 Ordinary
Prescribed particulars	4.5 Notwithstanding Article 4.1, if the B Investor is the holder of at least one Share, if any part of the PG Amount is paid by Bidco to the Company, an amount equal to such payment shall be applied first to the B Investor in respect of the PG Amount (and such payment shall not be considered a distribution for the purposes of Article 4.1). 4.6 For the avoidance of doubt, if the amount to be distributed to a holder of any D Share is capped pursuant to Article 12.5.1 (a "Capped Holder"), such Capped Holder shall not be entitled to receive any amount in excess of the Capped Amount and any amount that such Capped Holder would have received (if the amount to be distributed in respect of such D Shares were not capped pursuant to Article 12.5.1) in excess of the Capped Amount shall be distributed to the Members (excluding the Capped Holder) in accordance with the proceeds distribution specified in clause 4.1 above. (d) The D3 ordinary shares are not redeemable.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D4 Ordinary
Prescribed particulars	(a) Holders of D4 shares shall be entitled to vote at general meetings of the company. The total number of votes attaching to the D2 shares at any general meeting or on any written resolution of the registered members of the shares will represent 5 per cent of the voting rights attaching to all Common Equity Shares. **4. SHARE RIGHTS - PAYMENTS** 4.1 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, if the Board (subject to Majority Investor Consent) has recommended payment of the same, then any profits which the Company determines to distribute in respect of any Accounting Period will be applied in accordance with Article 4.2 below (a **"Dividend"**). 4.2 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, on a Liquidation, a Share Sale, a Listing or a Dividend (together a "Distribution"), any amounts (whether they be the surplus assets and retained profits of the Company, the consideration payable in connection with a Share Sale or a Listing, or any profits which the Company determines to distribute in respect of any Accounting Period (as applicable)) available for distribution among the Members will be applied (less any amounts to be paid pursuant to Article 4.3) in the following order and priority after payment in full of any unpaid Distributions on the Shares: 4.2.1 first, to the holders of the Common Equity Shares pro-rata to the amounts Credited as Paid Up on each Common Equity Share held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Total New Equity Amount;

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D4 Ordinary
Prescribed particulars	4.2.2 second, where the amounts specified in Article 4.2.1 have been distributed to the holders of the Common Equity Shares in accordance with Article 4.2.1, 5 per cent of any remaining amounts available for distribution to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.3 third, where the amounts specified in Articles 4.2.1 and 4.2.2 have been distributed to the Members in accordance with Articles 4.2.1 and 4.2.2, to the holders of the Common Equity Shares pro-rata to amounts Credited as Paid up on such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the First Priority Return Amount; 4.2.4 fourth, where the amounts specified in Articles 4.2.1, 4.2.2 and 4.2.3 have been distributed to the Members in accordance with Articles 4.2.1, 4.2.2 and 4.2.3, 23.5 per cent of any remaining amounts to be distributed to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.5 fifth, where the amounts specified in Articles 4.2.1 to 4.2.4 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.4 (inclusive), to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Second Priority Return Amount;

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D4 Ordinary
Prescribed particulars	4.2.6 sixth, where the amounts specified in Articles 4.2.1 to 4.2.5 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.5 (inclusive), 15 per cent of any remaining amounts to be distributed to the members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; and 4.2.7 seventh, where the amounts specified in Articles 4.2.1 to 4.2.6 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.6 (inclusive), any remaining amounts for distribution to the Members of the Company shall be paid to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class). 4.3 Subject to Article 4.4, to the extent that any Shares ("**New Shares**") have been issued by the Company after the Commencement Date and after a Distribution has been made in accordance with Article 4.1, then any subsequent Distributions shall be paid in such order and priority such that the Members shall (to the extent possible) be paid an amount which puts them in the position they would have been in had the New Shares been in issue and participated in the previous Distributions. 4.4 If, at any time, a Distribution is made and there are insufficient amounts available for distribution to the Members in accordance with Article 4.2, there shall be no obligation on any Member to repay any amounts received by it to the Company or any other Member in any previous Distribution. For the avoidance of doubt, in calculating any amounts payable to Members in accordance with this Article 4.4, any amounts paid to a previous holder of any Share will be deemed to have been paid to the current holder of such Share.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D4 Ordinary
Prescribed particulars	4.5 Notwithstanding Article 4.1, if the B Investor is the holder of at least one Share, if any part of the PG Amount is paid by Bidco to the Company, an amount equal to such payment shall be applied first to the B Investor in respect of the PG Amount (and such payment shall not be considered a distribution for the purposes of Article 4.1). 4.6 For the avoidance of doubt, if the amount to be distributed to a holder of any D Share is capped pursuant to Article 12.5.1 (a "Capped Holder"), such Capped Holder shall not be entitled to receive any amount in excess of the Capped Amount and any amount that such Capped Holder would have received (if the amount to be distributed in respect of such D Shares were not capped pursuant to Article 12.5.1) in excess of the Capped Amount shall be distributed to the Members (excluding the Capped Holder) in accordance with the proceeds distribution specified in clause 4.1 above. (d) The D4 ordinary shares are not redeemable.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D5 Ordinary
Prescribed particulars	(a) Holders of the D5 shares have no right to vote at general meetings of the company except in relation to any matter relating to the variation or abrogation of any rights attached to the D5 shares in accordance with the articles. **4. SHARE RIGHTS - PAYMENTS** 4.1 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, if the Board (subject to Majority Investor Consent) has recommended payment of the same, then any profits which the Company determines to distribute in respect of any Accounting Period will be applied in accordance with Article 4.2 below (a "**Dividend**"). 4.2 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, on a Liquidation, a Share Sale, a Listing or a Dividend (together a "Distribution"), any amounts (whether they be the surplus assets and retained profits of the Company, the consideration payable in connection with a Share Sale or a Listing, or any profits which the Company determines to distribute in respect of any Accounting Period (as applicable)) available for distribution among the Members will be applied (less any amounts to be paid pursuant to Article 4.3) in the following order and priority after payment in full of any unpaid Distributions on the Shares: 4.2.1 first, to the holders of the Common Equity Shares pro-rata to the amounts Credited as Paid Up on each Common Equity Share held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Total New Equity Amount;

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D5 Ordinary
Prescribed particulars	4.2.2 second, where the amounts specified in Article 4.2.1 have been distributed to the holders of the Common Equity Shares in accordance with Article 4.2.1, 5 per cent of any remaining amounts available for distribution to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.3 third, where the amounts specified in Articles 4.2.1 and 4.2.2 have been distributed to the Members in accordance with Articles 4.2.1 and 4.2.2, to the holders of the Common Equity Shares pro-rata to amounts Credited as Paid up on such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the First Priority Return Amount; 4.2.4 fourth, where the amounts specified in Articles 4.2.1, 4.2.2 and 4.2.3 have been distributed to the Members in accordance with Articles 4.2.1, 4.2.2 and 4.2.3, 23.5 per cent of any remaining amounts to be distributed to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.5 fifth, where the amounts specified in Articles 4.2.1 to 4.2.4 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.4 (inclusive), to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Second Priority Return Amount;

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D5 Ordinary
Prescribed particulars	4.2.6 sixth, where the amounts specified in Articles 4.2.1 to 4.2.5 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.5 (inclusive), 15 per cent of any remaining amounts to be distributed to the members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; and 4.2.7 seventh, where the amounts specified in Articles 4.2.1 to 4.2.6 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.6 (inclusive), any remaining amounts for distribution to the Members of the Company shall be paid to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class). 4.3 Subject to Article 4.4, to the extent that any Shares ("New Shares") have been issued by the Company after the Commencement Date and after a Distribution has been made in accordance with Article 4.1, then any subsequent Distributions shall be paid in such order and priority such that the Members shall (to the extent possible) be paid an amount which puts them in the position they would have been in had the New Shares been in issue and participated in the previous Distributions. 4.4 If, at any time, a Distribution is made and there are insufficient amounts available for distribution to the Members in accordance with Article 4.2, there shall be no obligation on any Member to repay any amounts received by it to the Company or any other Member in any previous Distribution. For the avoidance of doubt, in calculating any amounts payable to Members in accordance with this Article 4.4, any amounts paid to a previous holder of any Share will be deemed to have been paid to the current holder of such Share.

In accordance with Section 555 of the Companies Act 2006

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Return of allotment of shares

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

Class of share	D5 Ordinary
Prescribed particulars	4.5 Notwithstanding Article 4.1, if the B Investor is the holder of at least one Share, if any part of the PG Amount is paid by Bidco to the Company, an amount equal to such payment shall be applied first to the B Investor in respect of the PG Amount (and such payment shall not be considered a distribution for the purposes of Article 4.1). 4.6 For the avoidance of doubt, if the amount to be distributed to a holder of any D Share is capped pursuant to Article 12.5.1 (a "Capped Holder"), such Capped Holder shall not be entitled to receive any amount in excess of the Capped Amount and any amount that such Capped Holder would have received (if the amount to be distributed in respect of such D Shares were not capped pursuant to Article 12.5.1) in excess of the Capped Amount shall be distributed to the Members (excluding the Capped Holder) in accordance with the proceeds distribution specified in clause 4.1 above. (d) The D5 ordinary shares are not redeemable.

In accordance with Section 555 of the Companies Act 2005.

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Return of allotment of shares

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

Class of share	D6 Ordinary
Prescribed particulars	(a) Holders of the D6 shares have no right to vote at general meetings of the company except in relation to any matter relating to the variation or abrogation of any rights attached to the D6 shares in accordance with the articles. 4. **SHARE RIGHTS - PAYMENTS** 4.1 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, if the Board (subject to Majority Investor Consent) has recommended payment of the same, then any profits which the Company determines to distribute in respect of any Accounting Period will be applied in accordance with Article 4.2 below (a "Dividend"). 4.2 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, on a Liquidation, a Share Sale, a Listing or a Dividend (together a "Distribution"), any amounts (whether they be the surplus assets and retained profits of the Company, the consideration payable in connection with a Share Sale or a Listing, or any profits which the Company determines to distribute in respect of any Accounting Period (as applicable)) available for distribution among the Members will be applied (less any amounts to be paid pursuant to Article 4.3) in the following order and priority after payment in full of any unpaid Distributions on the Shares: 4.2.1 first, to the holders of the Common Equity Shares pro-rata to the amounts Credited as Paid Up on each Common Equity Share held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Total New Equity Amount;

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	D6 Ordinary
Prescribed particulars	4.2.2 second, where the amounts specified in Article 4.2.1 have been distributed to the holders of the Common Equity Shares in accordance with Article 4.2.1, 5 per cent of any remaining amounts available for distribution to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.3 third, where the amounts specified in Articles 4.2.1 and 4.2.2 have been distributed to the Members in accordance with Articles 4.2.1 and 4.2.2, to the holders of the Common Equity Shares pro-rata to amounts Credited as Paid up on such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the First Priority Return Amount; 4.2.4 fourth, where the amounts specified in Articles 4.2.1, 4.2.2 and 4.2.3 have been distributed to the Members in accordance with Articles 4.2.1, 4.2.2 and 4.2.3, 23.5 per cent of any remaining amounts to be distributed to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.5 fifth, where the amounts specified in Articles 4.2.1 to 4.2.4 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.4 (inclusive), to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Second Priority

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

Class of share	D6 Ordinary
Prescribed particulars	4.2.6 sixth, where the amounts specified in Articles 4.2.1 to 4.2.5 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.5 (inclusive), 15 per cent of any remaining amounts to be distributed to the members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; and 4.2.7 seventh, where the amounts specified in Articles 4.2.1 to 4.2.6 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.6 (inclusive), any remaining amounts for distribution to the Members of the Company shall be paid to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class). 4.3 Subject to Article 4.4, to the extent that any Shares ("New Shares") have been issued by the Company after the Commencement Date and after a Distribution has been made in accordance with Article 4.1, then any subsequent Distributions shall be paid in such order and priority such that the Members shall (to the extent possible) be paid an amount which puts them in the position they would have been in had the New Shares been in issue and participated in the previous Distributions. 4.4 If, at any time, a Distribution is made and there are insufficient amounts available for distribution to the Members in accordance with Article 4.2, there shall be no obligation on any Member to repay any amounts received by it to the Company or any other Member in any previous Distribution. For the avoidance of doubt, in calculating any amounts payable to Members in accordance with this Article 4.4, any amounts paid to a previous holder of any Share will be deemed to have been paid to the current holder of such Share.

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

Class of share	D6 Ordinary
Prescribed particulars	4.5 Notwithstanding Article 4.1, if the B Investor is the holder of at least one Share, if any part of the PG Amount is paid by Bidco to the Company, an amount equal to such payment shall be applied first to the B Investor in respect of the PG Amount (and such payment shall not be considered a distribution for the purposes of Article 4.1). 4.6 For the avoidance of doubt, if the amount to be distributed to a holder of any D Share is capped pursuant to Article 12.5.1 (a "**Capped Holder**"), such Capped Holder shall not be entitled to receive any amount in excess of the Capped Amount and any amount that such Capped Holder would have received (if the amount to be distributed in respect of such D Shares were not capped pursuant to Article 12.5.1) in excess of the Capped Amount shall be distributed to the Members (excluding the Capped Holder) in accordance with the proceeds distribution specified in clause 4.1 above. (d) The D6 ordinary shares are not redeemable.

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

Class of share	E Ordinary
Prescribed particulars	(a) Holders of E shares have no right to vote at general meeetings of the company except in relation to any matter relating to the variation or abrogation of any rights attached to the E shares in accordance with the articles. **4. SHARE RIGHTS - PAYMENTS** 4.1 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, if the Board (subject to Majority Investor Consent) has recommended payment of the same, then any profits which the Company determines to distribute in respect of any Accounting Period will be applied in accordance with Article 4.2 below (a "Dividend"). 4.2 Subject to Articles 4.3 to 4.6 (inclusive) and 12.5.1, on a Liquidation, a Share Sale, a Listing or a Dividend (together a "Distribution"), any amounts (whether they be the surplus assets and retained profits of the Company, the consideration payable in connection with a Share Sale or a Listing, or any profits which the Company determines to distribute in respect of any Accounting Period (as applicable)) available for distribution among the Members will be applied (less any amounts to be paid pursuant to Article 4.3) in the following order and priority after payment in full of any unpaid Distributions on the Shares: 4.2.1 first, to the holders of the Common Equity Shares pro-rata to the amounts Credited as Paid Up on each Common Equity Share held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Total New Equity Amount;

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	E Ordinary
Prescribed particulars	4.2.2 second, where the amounts specified in Article 4.2.1 have been distributed to the holders of the Common Equity Shares in accordance with Article 4.2.1, 5 per cent of any remaining amounts available for distribution to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.3 third, where the amounts specified in Articles 4.2.1 and 4.2.2 have been distributed to the Members in accordance with Articles 4.2.1 and 4.2.2, to the holders of the Common Equity Shares pro-rata to amounts Credited as Paid up on such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the First Priority Return Amount; 4.2.4 fourth, where the amounts specified in Articles 4.2.1, 4.2.2 and 4.2.3 have been distributed to the Members in accordance with Articles 4.2.1, 4.2.2 and 4.2.3, 23.5 per cent of any remaining amounts to be distributed to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.5 fifth, where the amounts specified in Articles 4.2.1 to 4.2.4 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.4 (inclusive), to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Second Priority Return Amount;

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	E Ordinary
Prescribed particulars	4.2.2 second, where the amounts specified in Article 4.2.1 have been distributed to the holders of the Common Equity Shares in accordance with Article 4.2.1, 5 per cent of any remaining amounts available for distribution to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.3 third, where the amounts specified in Articles 4.2.1 and 4.2.2 have been distributed to the Members in accordance with Articles 4.2.1 and 4.2.2, to the holders of the Common Equity Shares pro-rata to amounts Credited as Paid up on such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the First Priority Return Amount; 4.2.4 fourth, where the amounts specified in Articles 4.2.1, 4.2.2 and 4.2.3 have been distributed to the Members in accordance with Articles 4.2.1, 4.2.2 and 4.2.3, 23.5 per cent of any remaining amounts to be distributed to the Members shall be paid to the holders of the E Shares pro-rata to the number of E Shares held; 4.2.5 fifth, where the amounts specified in Articles 4.2.1 to 4.2.4 (inclusive) have been distributed to the Members in accordance with Articles 4.2.1 to 4.2.4 (inclusive), to the holders of the Common Equity Shares pro-rata to the number of such Common Equity Shares held (as if one class) until the aggregate Distributions paid in respect of the Common Equity Shares are equal to the Second Priority Return Amount;

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

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

Class of share	E Ordinary
Prescribed particulars	4.5 Notwithstanding Article 4.1, if the B Investor is the holder of at least one Share, if any part of the PG Amount is paid by Bidco to the Company, an amount equal to such payment shall be applied first to the B Investor in respect of the PG Amount (and such payment shall not be considered a distribution for the purposes of Article 4.1). 4.6 For the avoidance of doubt, if the amount to be distributed to a holder of any D Share is capped pursuant to Article 12.5.1 (a **"Capped Holder"**), such Capped Holder shall not be entitled to receive any amount in excess of the Capped Amount and any amount that such Capped Holder would have received (if the amount to be distributed in respect of such D Shares were not capped pursuant to Article 12.5.1) in excess of the Capped Amount shall be distributed to the Members (excluding the Capped Holder) in accordance with the proceeds distribution specified in clause 4.1 above. (d) The E ordinary shares are not redeemable.

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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 Saya Sharma

Company name DLA Piper UK LLP

Address 3 Noble Street

London

Post town

County/Region

Postcode E C 2 V 7 E E

Country

DX DX: 33866 Finsbury Square

Telephone 08700 111 111

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 or email 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