

## Notice of cancellation of shares



Companies House

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

→ **Filling in this form**  
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

|                      |   |   |   |   |   |   |   |   |
|----------------------|---|---|---|---|---|---|---|---|
| Date of cancellation | 0 | 1 | 0 | 7 | 2 | 0 | 2 | 2 |
|----------------------|---|---|---|---|---|---|---|---|

[illegible]

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

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

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

| Currency                                    | Class of shares               | Number of shares | Aggregate nominal value (£, €, \$, etc)             | Total aggregate amount unpaid, if any (£, €, \$, etc)  |
|---|-------------------------------|------------------|---|--|
| Complete a separate table for each currency | E.g. Ordinary/Preference etc. |                  | Number of shares issued multiplied by nominal value | Including both the nominal value and any share premium |

Currency table A

|        |            |             |                 |     |
|--------|------------|-------------|-----------------|-----|
| US\$   | A ORDINARY | 145,993,900 | \$14,599,390    |     |
| US\$   | B ORDINARY | 108,933,059 | \$10,893,312.27 |     |
|        |            |             |                 |     |
| Totals |            | 254,926,959 | \$25,492,702.27 | \$0 |

Currency table B

|        |  |  |  |  |
|--------|--|--|--|--|
|        |  |  |  |  |
|        |  |  |  |  |
|        |  |  |  |  |
| Totals |  |  |  |  |

Currency table C

|        |  |  |  |  |
|--------|--|--|--|--|
|        |  |  |  |  |
|        |  |  |  |  |
|        |  |  |  |  |
| Totals |  |  |  |  |

Total issued share capital table

|   |                        |   |   |
|---|------------------------|---|---|
| Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages. | Total number of shares | Total aggregate nominal value   | Total aggregate amount unpaid ⓘ                                       |
|   |                        | Show different currencies separately. For example: £100 + €100 + \$10 | Show different currencies separately. For example: £100 + €100 + \$10 |
| Grand total   | 254,926,959            | \$25,492,702.27   | \$0   |

ⓘ **Total aggregate amount unpaid**  
Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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5 Statement of capital (prescribed particulars of rights attached to shares)

|                             |   |  |
|-----------------------------|---|--|
|                             | Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in <b>Section 4</b> . | <p><b>❶ Prescribed particulars of rights attached to shares</b><br/>The particulars are:</p> <ul style="list-style-type: none"><li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li><li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li><li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li><li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li></ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation pages</b><br/>Please use a Statement of Capital continuation page if necessary.</p> |
| Class of share              | A ORDINARY  |  |
| Prescribed particulars<br>❶ | PLEASE SEE THE CONTINUATION PAGE.   |  |
| Class of share              | B ORDINARY  |  |
| Prescribed particulars<br>❶ | PLEASE SEE THE CONTINUATION PAGE.   |  |
| Class of share              |   |  |
| Prescribed particulars<br>❶ |   |  |

6 Signature

|           |  |   |
|-----------|--|---|
|           | I am signing this form on behalf of the company.   | <p><b>❷ Societas Europaea</b><br/>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.</p> <p><b>❸ Person authorised</b><br/>Under either section 270 or 274 of the Companies Act 2006.</p> |
| Signature | <div>Signature</div> <div>X<div>DocuSigned by:<br/><i>Stu Fagin</i><br/>F8297A11669449E...</div></div>   |   |
|           | This form may be signed by:<br>Director❷, Secretary, Person authorised❷, Administrator , Administrative receiver, Receiver, Receiver manager, CIC manager. |   |

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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  | Sean McDermott                    |
| Company name  | HERBERT SMITH FREEHILLS LLP       |
| Address       | EXCHANGE HOUSE<br>PRIMROSE STREET |
| Post town     | LONDON                            |
| County/Region |                                   |
| Postcode      | E C 2 A 2 E G                     |
| Country       |                                   |
| DX            |                                   |
| Telephone     |                                   |

**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 have completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

**Please note that all information on this form will appear on the public record.**

**Where to send**

**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

**For companies registered in Northern Ireland:**

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

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Notice of cancellation of shares**5 Statement of capital (prescribed particulars of rights attached to shares) ①**

| Class of share         | A ORDINARY  |   |
|------------------------|---|---|
| Prescribed particulars | <p>1. Any dividend declared by the Company shall be paid on the Class A Ordinary Shares and the Class B Ordinary Shares pari passu as if they were all shares of the same class.</p> <p>2. In the event of the liquidation, dissolution or winding up of the Company, the assets of the Company available for distribution to members shall be distributed amongst all holders of Class A Ordinary Shares and Class B Ordinary Shares in proportion to the number of shares held irrespective of the amount paid or credited as paid on any share.</p> <p>3. Any:</p> <p>(a) consolidation or merger of the Company with or into another entity or entities (whether or not the Company is the surviving entity) as a result of which the holders of the Company's outstanding shares possessing the voting power (under ordinary circumstances) to elect a majority of the Company's board of directors immediately prior to such sale or issue cease to own the Company's outstanding shares possessing the voting power (under ordinary circumstances) to elect a majority of the Company's board of directors;</p> <p>(b) sale or transfer by the Company of all or substantially all of its assets (determined either for the Company alone or together with its subsidiaries on a consolidated basis); or</p> <p>(c) sale, transfer or issuance or series of sales, transfers and/or issues of shares by the Company or the holders thereof, as a result of which the holders of the Company's outstanding shares possessing the voting power (under ordinary circumstances) to elect a majority of the Company's board of directors immediately prior to such sale or issue cease to own the Company's outstanding shares possessing the voting power (under ordinary circumstances) to elect a majority of the Company's board of directors,</p> <p>(d) shall be deemed to be a liquidation, dissolution and winding up of the Company for purposes of paragraph 2 above (unless the directors determine otherwise), and the holders of the Class A Ordinary Shares shall be entitled to receive from the Company the amounts payable with respect to the Class A Ordinary Shares on a liquidation, dissolution or winding up of the Company under paragraph 2 above in cancellation of their Class A Ordinary Shares upon the completion of any such transaction.</p> <p>4. (a) at a general meeting of the Company and at any separate class meeting of the holders of Class A Ordinary Shares, where a holder of Class A Ordinary Shares is entitled to vote, such holder is entitled: (i) on a show of hands, to one vote; and (ii) on a poll, to one vote for each Class A Ordinary Share held.</p> <p>(b) A holder of Class A Ordinary Shares is entitled to receive notice of any general meeting of the Company (and notice of any separate class meeting of the holders of Class A Ordinary Shares) and a copy of every report, accounts, circular or other document sent out by the Company to members.</p> | <p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ol> <p>A separate table must be used for each class of share.</p> |

SH06 - continuation page  
Notice of cancellation of shares**5 Statement of capital (prescribed particulars of rights attached to shares) ①**

|                        |   |   |
|------------------------|---|---|
| Class of share         | B ORDINARY  |   |
| Prescribed particulars | <p>1. Any dividend declared by the Company shall be paid on the Class A Ordinary Shares and the Class B Ordinary Shares pari passu as if they were all shares of the same class.</p> <p>2. In the event of the liquidation, dissolution or winding up of the Company, the assets of the Company available for distribution to members shall be distributed amongst all holders of Class A Ordinary Shares and Class B Ordinary Shares in proportion to the number of shares held irrespective of the amount paid or credited as paid on any share.</p> <p>3. In the event of a transaction which is deemed a liquidation, dissolution or winding up of the Company, the Class B Ordinary Shares shall be entitled to receive from the Company the amounts payable with respect to the Class B Ordinary Shares upon a liquidation, dissolution or winding up of the Company 1 in cancellation of their Class B Ordinary Shares upon the consummation of any such transaction.</p> <p>4. If a Class B Ordinary Shareholder would be deemed (by aggregating that Class B Ordinary Shareholder's voting rights together with the voting rights of its Permitted Class B Ordinary Transferees) to hold more than 49.9999% of the voting rights in the Company, then, unless the directors resolve otherwise:</p> <p>(a) the maximum number of voting rights that may be exercised by the Class B Ordinary Shareholder and its Permitted Class B Ordinary Transferees in aggregate: (i) at any meeting, shall not exceed 49.9999% of the total number of voting rights cast by all persons at that meeting (either in person or by proxy); or (ii) in respect of any other matter requiring their consent shall not exceed 49.9999% of the total number of voting rights exercised by all persons in respect of that matter, (the threshold); and</p> <p>(b) any voting rights purported to be exercised by the Class B Ordinary Shareholder and its Permitted Class B Ordinary Transferees (in aggregate) at any meeting or in respect of any other matter requiring their consent (as the case may be) above the threshold shall be disregarded.</p> <p>5. (a) at a general meeting of the Company and at any separate class meeting of the holders of Class B Ordinary Shares, where a holder of Class B Ordinary Shares is entitled to vote, such holder is entitled: (i) on a show of hands, to one vote; and (ii) on a poll, to ten votes for each Class B Ordinary Share held. (b) A holder of Class B Ordinary Shares is entitled to receive notice of any general meeting of the Company (and notice of any separate class meeting of the holders of Class B Ordinary Shares) and a copy of every report, accounts, circular or other document sent out by the Company to members.</p> | <p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p> |