

SH01

Return of allotment of shares



Go online to file this information
www.gov.uk/companieshouse

✓ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

✗ **What this form is NOT for**
You cannot use this form to give
notice of shares taken
on formation of the company
for an allotment of a limited
shares by an unlimited



A24 30/11/2016 #342
COMPANIES HOUSE

1 Company details

Company number 0 8 7 8 0 0 7 1

Company name in full CAMELOT TOPCO LIMITED

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

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ①

From Date d1 d4 m1 m0 y2 y0 y1 y6
To Date d d m m y y y y

① **Allotment date**
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

② **Currency**
If currency details are not
completed we will assume currency
is in pound sterling.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	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
£	B4 ORDINARY	1000	1.00	1.00	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if
necessary.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
	SEE CONTINUATION SHEETS			
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			
		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)				

① Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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Statement of capital (prescribed particulars of rights attached to shares)Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share

Prescribed particulars
①

SEE CONTINUATION SHEETS

Class of share

Prescribed particulars
①

Class of share

Prescribed particulars
①**① Prescribed particulars of rights attached to shares**

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

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

② Societas Europaea

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

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

SH01**Return of allotment of shares****Presenter Information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Basra Marjan**

Company name **Travers Smith LLP**

Address **10 Snow Hill**

Post town **London**

County/Region

Postcode

E	C	1	A	2	A	L
---	---	---	---	---	---	---

Country

DX

Telephone

**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 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
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.gov.uk/companieshouse or email 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

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Complete the table below to show the issued share capital. Complete a separate table for each currency.

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

Class of share	A ORDINARY
Prescribed particulars	<p><u>Voting Rights</u></p> <p>The A Ordinary Shares will entitle the holders thereof (other than any Leaver(s)) to receive a copy of any written resolution circulated to eligible members under the Act at the same time as the resolution is so circulated but not to vote on such a resolution; and receive notice of all general meetings and class meetings but not to attend to vote at any such meetings.</p> <p><u>Dividend Rights</u></p> <p>Subject to (i) the Board recommending payment of the same, (ii) Investor Consent and (iii) the remaining provisions of this Article including any prior payment of any Preference Dividend due under Article 5.2 (see later continuation sheet) any Available Profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares pari passu as if the same constituted one class of share according to the number of such Shares held by the relevant Shareholder at the relevant time, until £1,000,000,000 has been returned to the holders of A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares, and thereafter the holders of A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares shall be entitled to receive 99.99 % of Available Profits so distributed and the holders of the B2 Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be entitled to receive 0.01% in aggregate of any distributions of Available Profits to be distributed amongst the holders of the B2 Ordinary Shares, C Ordinary Shares and D Ordinary Shares pari passu as if the same constituted one class of share.</p> <p><u>Capital Rights</u></p> <p>On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all payments to be made in priority (including, for the avoidance of doubt, any debts arising from non-payment of Preference Dividends and all other sums payable in priority) shall be applied in the following order:</p> <p>(cont.)</p>

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

Class of share	A Ordinary (cont.)	
Prescribed particulars	<p>(a) in priority to any payments to be made pursuant to Article 6.2.2 and Article 6.2.3, in paying to each holder of Preference Shares in respect of each Preference Share of which it is the holder, an amount equal to (i) 100% of the Issue Price thereof and (ii) the aggregate amount of any accruals and/or unpaid amounts of Preference Dividend (to be calculated down to and including the date of the return of capital and to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient Available Profits); and</p> <p>(b) in priority to any payments to be made pursuant to Article 6.2.3, the balance of assets (if any) after all payments to be made in priority shall be distributed amongst the holders of the A Ordinary Shares, the B1 Ordinary Shares, the B2 Ordinary Shares, the B3 Ordinary Shares and (subject to paragraph of the Schedule) the B4 Ordinary Shares (pari passu as if the same constituted one class of Shares) according to the number of such Shares held (following the application of Article 9) by the relevant Shareholders at the relevant time until £1,000,000,000 in aggregate has been returned to the holders of A Ordinary Shares, the B1 Ordinary Shares, B2 Ordinary Shares B3 Ordinary Shares and B4 Ordinary Shares.</p> <p><u>Redemption Rights</u></p> <p>None for A Ordinary Shares.</p>	

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

Class of share	B1, B2 and B3 Ordinary
Prescribed particulars	<p><u>Voting Rights</u></p> <p>The B Ordinary Shares will entitle the holders thereof (other than any Leaver(s)) to receive a copy of any written resolution circulated to eligible members under the Act at the same time as the resolution is so circulated but not to vote on such a resolution; and receive notice of all general meetings and class meetings but not to attend to vote at any such meetings.</p> <p><u>Dividend Rights</u></p> <p>Subject to (i) the Board recommending payment of the same, (ii) Investor Consent and (iii) the remaining provisions of this Article including any prior payment of any Preference Dividend due under Article 5.2 (see later continuation sheet) any Available Profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares pari passu as if the same constituted one class of share according to the number of such Shares held by the relevant Shareholder at the relevant time, until £1,000,000,000 has been returned to the holders of A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares, and thereafter the holders of A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares shall be entitled to receive 99.99 % of Available Profits so distributed and the holders of the B2 Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be entitled to receive 0.01% in aggregate of any distributions of Available Profits to be distributed amongst the holders of the B2 Ordinary Shares, C Ordinary Shares and D Ordinary Shares pari passu as if the same constituted one class of share.</p> <p><u>Capital Rights</u></p> <p>On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all payments to be made in priority (including, for the avoidance of doubt, any debts arising from non-payment of Preference Dividends and all other sums payable in priority) shall be applied in the following order:</p> <p>(cont.)</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B1, B2 Ordinary and B3 Ordinary (cont.)	
Prescribed particulars	<p>(a) in priority to any payments to be made pursuant to Article 6.2.2 and Article 6.2.3, in paying to each holder of Preference Shares in respect of each Preference Share of which it is the holder, an amount equal to (i) 100% of the Issue Price thereof and (ii) the aggregate amount of any accruals and/or unpaid amounts of Preference Dividend (to be calculated down to and including the date of the return of capital and to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient Available Profits); and</p> <p>(b) in priority to any payments to be made pursuant to Article 6.2.3, the balance of assets (if any) after all payments to be made in priority shall be distributed amongst the holders of the A Ordinary Shares, the B1 Ordinary Shares, the B2 Ordinary Shares, the B3 Ordinary Shares and (subject to paragraph of the Schedule) the B4 Ordinary Shares (pari passu as if the same constituted one class of Shares) according to the number of such Shares held (following the application of Article 9) by the relevant Shareholders at the relevant time until £1,000,000,000 in aggregate has been returned to the holders of A Ordinary Shares, the B1 Ordinary Shares, B2 Ordinary Shares B3 Ordinary Shares and B4 Ordinary Shares.</p> <p><u>Redemption Rights</u></p> <p>None for B1, B2 or B3 Ordinary Shares</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C Ordinary	
Prescribed particulars	<u>Voting Rights</u>	
	<p>7.1 The voting rights attached to each class of Shares shall be as set out in this Article:</p>	
	<p>7.1.1 On a written resolution, every Shareholder holding one or more C Ordinary Shares or B4 Ordinary Shares on the date on which the resolution is circulated as required by the Act shall, subject to sections 289 and 290 of the Act and these Articles, have one vote for each C Ordinary Share and 0.001 votes for each B4 Ordinary Share held by him;</p>	
	<p>7.1.2 on a resolution to be passed at a general meeting of the Company on a show of hands, every qualifying person (as defined in section 318(3) of the Act) present who holds one or more C Ordinary Shares or B4 Ordinary Shares shall, subject to section 323(4) of the Act, have one vote for each C Ordinary Share and 0.001 votes for each B4 Ordinary Share held by him, save that, subject always to the provisions of Article 7.2 and Article 7.3, a member, as defined in section 318(3)(a) of the Act, who only holds A Ordinary Shares, B B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, D Ordinary Shares, Preference Shares and/or Deferred Shares shall not count as a qualifying person for the purposes of this Article 7.1.2; and</p>	
	<p>7.1.3 on a resolution to be passed at a general meeting of the Company on a poll, every Shareholder holding one or more C Ordinary Shares or B4 Ordinary Shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each C Ordinary Share and 0.001 votes for each B4 Ordinary Share of which he is the holder.</p>	
	<p>7.2 The provisions of Article 7.3 shall apply (unless the Investors by an Investor Direction direct otherwise) if at any time:</p>	
	<p>7.2.1 any Shareholder (other than an Investor) is in material breach of the provisions of these Articles (without prejudice to the provisions of Article 13.3) and/or the Investment Agreement</p>	
	<p>7.2.2 any Group Company is entitled to terminate any contract of employment by reason of a repudiatory breach thereof by an employee who is a Shareholder or whose Permitted Transferees are Shareholders or who is otherwise entitled to Shares held by a nominee or trust on his behalf; or</p>	
	<p>7.2.3 any person becomes a Leaver</p>	
	<p>(cont.)</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C Ordinary (cont.)	
Prescribed particulars	<p>7.3 If the provisions of this Article apply:</p> <p>7.3.1 the Shares which such person holds or to which he is entitled;</p> <p>7.3.2 any Shares formerly held by such person which have been transferred either in breach of the provisions of these Articles or in accordance with Article 14 (Permitted Transfers); and</p> <p>7.3.3 the Shares formerly held by a Family Member of such person or the trustee of a Family Trust of such person which have been transferred either in breach of the provisions of these Articles or in accordance with Article 14 (Permitted Transfers);</p> <p>shall immediately cease to entitle the holders thereof to vote on any written resolution of the Company and to attend and vote (whether on a show of hands or on a poll) at any general meeting of the Company or at any separate class meeting.</p> <p>7.4 The provisions of Article 7.3 shall continue:</p> <p>7.4.1 in the case of Article 7.3.1, for so long as such breach subsists (and for this purpose no account shall be taken of any waiver given by any person in respect of any such breach or any standstill arrangement or similar agreement with any person); or</p> <p>7.4.2 in the case of Articles 7.3.2 and 7.3.3, until such time as such person, and any Permitted Transferee of such person under Articles 14.1.1 and 14.1.2, ceases to be a Shareholder.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C Ordinary (cont.)	
Prescribed particulars	<u>Dividend Rights</u>	
	<p>Subject to (i) the Board recommending payment of the same, (ii) Investor Consent and (iii) the remaining provisions of this Article including any prior payment of any Preference Dividend due under Article 5.2 (see later continuation sheet) any Available Profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares pari passu as if the same constituted one class of share according to the number of such Shares held by the relevant Shareholder at the relevant time, until £1,000,000,000 has been returned to the holders of A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares, and thereafter the holders of A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares shall be entitled to receive 99.99 % of Available Profits so distributed and the holders of the B2 Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be entitled to receive 0.01% in aggregate of any distributions of Available Profits to be distributed amongst the holders of the B2 Ordinary Shares, C Ordinary Shares and D Ordinary Shares pari passu as if the same constituted one class of share.</p>	
	<u>Capital Rights</u>	
	<p>On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all payments to be made in priority (including, for the avoidance of doubt, any debts arising from non-payment of Preference Dividends and all other sums payable in priority) shall be applied in the following order:</p>	
	<p>(a) in priority to any payments to be made pursuant to Article 6.2.2 and Article 6.2.3, in paying to each holder of Preference Shares in respect of each Preference Share of which it is the holder, an amount equal to (i) 100% of the Issue Price thereof and (ii) the aggregate amount of any accruals and/or unpaid amounts of Preference Dividend (to be calculated down to and including the date of the return of capital and to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient Available Profits); and</p>	
	(cont.)	

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

Class of share	C Ordinary Shares (cont.)	
Prescribed particulars	<p>(b) on a resolution to be passed at a general meeting of the Company on a show of hands, every qualifying person (as defined in section 318(3) of the Act) present who holds one or more C Ordinary Shares shall, subject to section 323(4) of the Act, have one vote, save that, subject always to the provisions of Article 7.2 and Article 7.3, a member, as defined in section 318(3)(a) of the Act, who only holds A Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, D Ordinary Shares, Preference Shares and/or Deferred Shares shall not count as a qualifying person for the purposes of this Article 7.1.2; and</p> <p>(c) after the distribution of the first £1,000,000,000 of such assets under Articles 6.2.1 and 6.2.2, holders of the C Ordinary Shares, D Ordinary Shares and/or Deferred Shares shall be entitled to receive an amount equal to the nominal value thereof and thereafter, any balance of such assets shall be distributed in the same manner as under Article 6.2.2 above.</p> <p><u>Redemption Rights</u> None for C Ordinary Shares</p>	

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

Class of share	D Ordinary Shares
Prescribed particulars	<p><u>Voting rights</u></p> <p>The D Ordinary Shares will entitle the holders thereof (other than any Leaver(s)) to receive a copy of any written resolution circulated to eligible members under the Act at the same time as the resolution is so circulated but not to vote on such a resolution; and receive notice of all general meetings and class meetings but not to attend to vote at any such meetings.</p> <p><u>Dividend Rights</u></p> <p>Subject to (i) the Board recommending payment of the same, (ii) Investor Consent and (iii) the remaining provisions of this Article including any prior payment of any Preference Dividend due under Article 5.2 (see later continuation sheet) any Available Profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares pari passu as if the same constituted one class of share according to the number of such Shares held by the relevant Shareholder at the relevant time, until £1,000,000,000 has been returned to the holders of A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares, and thereafter the holders of A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares shall be entitled to receive 99.99 % of Available Profits so distributed and the holders of the B2 Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be entitled to receive 0.01% in aggregate of any distributions of Available Profits to be distributed amongst the holders of the B2 Ordinary Shares, C Ordinary Shares and D Ordinary Shares pari passu as if the same constituted one class of share.</p> <p><u>Capital Rights</u></p> <p>On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all payments to be made in priority (including, for the avoidance of doubt, any debts arising from non-payment of Preference Dividends and all other sums payable in priority) shall be applied in the following order:</p> <p>(cont.)</p>

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

Class of share	D Ordinary (cont.)
Prescribed particulars	<p>(a) in priority to any payments to be made pursuant to Article 6.2.2 and Article 6.2.3, in paying to each holder of Preference Shares in respect of each Preference Share of which it is the holder, an amount equal to (i) 100% of the Issue Price thereof and (ii) the aggregate amount of any accruals and/or unpaid amounts of Preference Dividend (to be calculated down to and including the date of the return of capital and to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient Available Profits); and</p> <p>(b) in priority to any payments to be made pursuant to Article 6.2.3, the balance of assets (if any) after all payments to be made in priority shall be distributed amongst the holders of the A Ordinary Shares and the B1 Ordinary Shares, the B2 Ordinary Shares, the B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) the B4 Ordinary Shares (pari passu as if the same constituted one class of Shares) according to the number of such Shares held (following the application of Article 9) by the relevant Shareholders at the relevant time until £1,000,000,000 in aggregate has been returned to the holders of A Ordinary Shares, the B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares and B4 Ordinary Shares.</p> <p>(c) after the distribution of the first £1,000,000,000 of such assets under Articles 6.2.1 and 6.2.2, holders of the C Ordinary Shares, D Ordinary Shares and/or Deferred Shares shall be entitled to receive an amount equal to the nominal value thereof and thereafter, any balance of such assets shall be distributed in the same manner as under Article 6.2.2 above.</p> <p><u>Redemption Rights</u></p> <p>None for D Ordinary Shares</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Preference Shares	
Prescribed particulars	Voting Rights	
	<p>The Preference Ordinary Shares will entitle the holders thereof (other than any Leaver(s)) to receive a copy of any written resolution circulated to eligible members under the Act at the same time as the resolution is so circulated but not to vote on such a resolution; and receive notice of all general meetings and class meetings but not to attend to vote at any such meetings.</p>	
	<p><u>Dividend Rights</u></p> <p>Subject to (i) the Board recommending payment of the same, (ii) Investor Consent and (iii) the remaining provisions of this Article including any prior payment of any Preference Dividend due under Article 5.2 (see later continuation sheet) any Available Profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares pari passu as if the same constituted one class of share according to the number of such Shares held by the relevant Shareholder at the relevant time, until £1,000,000,000 has been returned to the holders of A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares, and thereafter the holders of A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares shall be entitled to receive 99.99 % of Available Profits so distributed and the holders of the B2 Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be entitled to receive 0.01% in aggregate of any distributions of Available Profits to be distributed amongst the holders of the B2 Ordinary Shares, C Ordinary Shares and D Ordinary Shares pari passu as if the same constituted one class of share.</p>	
	<p>5.2 The Company shall, save as set out in the remaining provisions of this Article 5, without resolution of the Board or of the Company in general meeting and before application of any profits to reserve or for any other purpose, accrue in respect of each Preference Share a fixed cumulative preferential dividend at the annual rate of 11% of the Issue Price per Share (excluding any associated tax credit) compounded annually on 31 August in each year which shall accrue daily and be calculated in respect of the period to such date assuming a 365-day year (the "Preference Dividend").</p>	
	(cont.)	

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

Class of share	Preference Shares (cont.)
Prescribed particulars	<p>5.3 The Preference Dividend shall (unless directed to the contrary by an Investor Direction) be paid on the earlier of: (i) an Exit, (ii) 31 August 2021, (iii) a Redemption Default Event or (iv) the date of any earlier redemption of the relevant Shares, to the person registered as the holder of the relevant Share or Shares on that date and shall be deemed to accrue from day to day after as well as before the commencement of a Winding-Up and shall therefore be payable by a liquidator in respect of any period after such commencement in priority to other claims or rights of Shareholders in respect of share capital.</p> <p>5.4 The Preference Dividend shall, provided the Company has sufficient Available Profits out of which to pay the same and notwithstanding that such dividend is expressed to be cumulative, automatically become a debt due from and immediately payable by the Company on the relevant payment date specified in Article 5.3.</p> <p>5.5 If the Company is unable to pay in full on the due date any Preference Dividend by reason of having insufficient Available Profits then it shall on such date pay the same to the extent that it is lawfully able to do so and the unpaid amount shall continue to accumulate and form part of the amount to which the Preference Dividend relates. It shall not therefore become payable until the Company has sufficient Available Profits with which to pay the relevant Preference Dividend.</p> <p>5.6 Where by reason of the Company having had insufficient Available Profits it is in arrears with the payment of any Preference Dividend, the first Available Profits arising thereafter shall be applied first, in or towards paying off all accruals and/or unpaid amounts of Preference Dividend and thereafter in or towards redeeming all Preference Shares which have not been redeemed on or by the due date for redemption in accordance with Article 8 (Redemption Rights).</p> <p>(cont.)</p>

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Preference Shares (cont.)	
Prescribed particulars	<p>5.7 The Company shall procure (so far as it is able) that each of its subsidiaries and each of its subsidiary undertakings which has Available Profits shall from time to time declare and pay to the Company (or, as the case may be, the relevant Group Company that is its immediate holding company or parent undertaking) such dividends as are necessary to permit lawful and prompt payment by the Company of the Preference Dividends and the redemption of any Preference Shares on their due date for redemption.</p> <p>5.8 In respect of each Preference Share held by a Leaver (in each case with effect from the Leaving Date):</p> <p>5.8.1 provided that the Leaver is not an Early Leaver, for the purposes of Article 5.2, the fixed annual cumulative preferential dividend applying to such Preference Share shall be 11% up to such Leaving Date and, with effect from such Leaving Date, shall continue to be 11%; or</p> <p>5.8.2 subject to clause 7.5 of the Investment Agreement, if the relevant Leaver is an Early Leaver (then unless the Investors by an Investor Direction direct otherwise), for the purposes of Article 5.2, the fixed annual cumulative preferential dividend applying to such Preference Share shall be 11% up to such Leaving Date and, with effect from such Leaving Date, be 3%.</p> <p><u>Capital Rights</u></p> <p>On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all payments to be made in priority (including, for the avoidance of doubt, any debts arising from non-payment of Preference Dividends and all other sums payable in priority) shall be applied in the following order</p> <p>(cont.)</p>	

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

Class of share	Preference Shares (cont.)	
Prescribed particulars	<p>(a) in priority to any payments to be made pursuant to Article 6.2.2 and Article 6.2.3, in paying to each holder of Preference Shares in respect of each Preference Share of which it is the holder, an amount equal to (i) 100% of the Issue Price thereof and (ii) the aggregate amount of any accruals and/or unpaid amounts of Preference Dividend (to be calculated down to and including the date of the return of capital and to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient Available Profits)</p> <p><u>Redemption Rights</u></p> <p>8.1 The Preference Shares shall, subject to any restrictions set out in the Act, be redeemed as follows:</p> <p>8.1.1 the Company shall (unless directed to the contrary by an Investor Direction) redeem all the Preference Shares then in issue immediately prior to an Exit or, if earlier: (a) on 31 August 2021; or (b) on the occurrence of a Redemption Default Event.</p> <p>8.1.2 the Company may, with Investor Consent, at any time on not less than 25 Business Days' notice in writing to the holders of Preference Shares, redeem such total number of Preference Shares as is specified in such notice.</p> <p>8.2 Where Preference Shares are to be redeemed in accordance with Article 8.1, the Company shall give to the holders of the Preference Shares falling to be redeemed prior notice in writing of the redemption (a "Company Redemption Notice"). The Company Redemption Notice shall specify the particular Preference Shares to be redeemed and the date fixed for redemption (which, in the case of a redemption immediately prior to an Exit, shall be the expected date for redemption) and shall be given not less than 20 nor more than 28 Business Days prior to the date fixed for redemption. In the case of a redemption immediately prior to an Exit, the Company Redemption Notice shall be conditional on such Exit occurring within one month of the date fixed for redemption, failing which the Company Redemption Notice shall be revoked.</p> <p>(cont.)</p>	

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

Class of share	Preference Shares (cont.)	
Prescribed particulars	<p>8.3 Notwithstanding Article 8.1, the holders of more than 50% of the Preference Shares in issue at the relevant time may at any time require the Company, by serving on it a notice (a "Shareholder Redemption Notice"), to redeem such amount of Preference Shares as is specified in the Shareholder Redemption Notice.</p> <p>8.4 The holders of more than 50% of the Preference Shares in issue at the relevant time shall be entitled to withdraw the Shareholder Redemption Notice if they serve the Company with written notice to that effect before the redemption takes place.</p> <p>8.5 Where a Shareholder Redemption Notice has been duly given, the Company shall be obliged, subject to having sufficient Available Profits with which to redeem the same, to redeem the Preference Shares specified in the Shareholder Redemption Notice on the first Business Day following the receipt of such notice (which day shall be the date fixed for redemption).</p> <p>8.6 If the Company is unable, because of having insufficient Available Profits, to redeem in full the relevant number of Preference Shares on the date fixed for redemption, the Company shall redeem as many of such Preference Shares as can lawfully and properly be redeemed and the Company shall redeem the balance as soon as it is lawfully and properly able to do so.</p> <p>8.7 If the Company is at any time redeeming fewer than all the Preference Shares from time to time in issue, the number of Shares to be redeemed shall (subject to any contrary requirements in a Shareholder Redemption Notice) be apportioned between those holders of the Preference Shares then in issue pro rata according to the number of Preference Shares held by them respectively at the date fixed for redemption.</p> <p>(cont.)</p>	

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

Class of share	Preference Shares (cont.)
Prescribed particulars	<p>8.8 On the date fixed for redemption, each of the holders of the Preference Shares falling to be redeemed shall be bound to deliver to the Company, at the Company's registered office, the certificate (s) for such Preference Shares (or an indemnity, in a form reasonably satisfactory to the Board, in respect of any lost certificate) in order that the same may be cancelled. Upon such delivery, the Company shall pay to the holder (or, in the case of any joint holders, to the holder whose name stands first in the Company's register of members in respect of such Shares) the amount due to it in respect of such redemption against delivery of a proper receipt for the redemption monies</p> <p>8.9 If any certificate delivered to the Company pursuant to Article 8.8 includes any Preference Shares not falling to be redeemed on the date fixed for redemption, a new certificate in respect of those Shares shall be issued to the holder(s) thereof as soon as practicable thereafter (and, in any event, within 20 Business Days thereafter).</p> <p>8.10 There shall be paid on the redemption of each Preference Share an amount equal to 100% of the Issue Price thereof and all accruals and/or unpaid amounts of Preference Dividend in respect thereof, calculated down to and including the date of actual payment; and such aggregate amount shall, subject to the Company having Available Profits or other monies which may be lawfully applied for such redemption, at that time become a debt due from and immediately payable by the Company to the holders of such Preference Shares.</p> <p>8.11 If the Company fails or is unable to redeem any of the Preference Shares in full on the date due for redemption for any reason whatsoever, all Available Profits (or other monies which may lawfully be applied for the purpose of redeeming Shares) shall be applied in the order of priority specified in Article 5.6.</p>

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

Class of share	B4 Ordinary
Prescribed particulars	<p><u>Voting Rights</u></p> <p>7.1 The voting rights attached to each class of Shares shall be as set out in this Article:</p> <p>7.1.1 On a written resolution, every Shareholder holding one or more C Ordinary Shares or B4 Ordinary Shares on the date on which the resolution is circulated as required by the Act shall, subject to sections 289 and 290 of the Act and these Articles, have one vote for each C Ordinary Share and 0.001 votes for each B4 Ordinary Share held by him;</p> <p>7.1.2 on a resolution to be passed at a general meeting of the Company on a show of hands, every qualifying person (as defined in section 318(3) of the Act) present who holds one or more C Ordinary Shares or B4 Ordinary Shares shall, subject to section 323(4) of the Act, have one vote for each C Ordinary Share and 0.001 votes for each B4 Ordinary Share held by him, save that, subject always to the provisions of Article 7.2 and Article 7.3, a member, as defined in section 318(3)(a) of the Act, who only holds A Ordinary Shares, B B1 Ordinary Shares, B2 Ordinary Shares, B3 Ordinary Shares, D Ordinary Shares, Preference Shares and/or Deferred Shares shall not count as a qualifying person for the purposes of this Article 7.1.2; and</p> <p>7.1.3 on a resolution to be passed at a general meeting of the Company on a poll, every Shareholder holding one or more C Ordinary Shares or B4 Ordinary Shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each C Ordinary Share and 0.001 votes for each B4 Ordinary Share of which he is the holder.</p> <p>7.2 The provisions of Article 7.3 shall apply (unless the Investors by an Investor Direction direct otherwise) if at any time:</p> <p>7.2.1 any Shareholder (other than an Investor) is in material breach of the provisions of these Articles (without prejudice to the provisions of Article 13.3) and/or the Investment Agreement</p> <p>7.2.2 any Group Company is entitled to terminate any contract of employment by reason of a repudiatory breach thereof by an employee who is a Shareholder or whose Permitted Transferees are Shareholders or who is otherwise entitled to Shares held by a nominee or trust on his behalf; or</p> <p>7.2.3 any person becomes a Leaver</p> <p>(cont.)</p>

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B4 Ordinary (cont.)	
Prescribed particulars	<p>7.3 If the provisions of this Article apply:</p> <p>7.3.1 the Shares which such person holds or to which he is entitled;</p> <p>7.3.2 any Shares formerly held by such person which have been transferred either in breach of the provisions of these Articles or in accordance with Article 14 (Permitted Transfers); and</p> <p>7.3.3 the Shares formerly held by a Family Member of such person or the trustee of a Family Trust of such person which have been transferred either in breach of the provisions of these Articles or in accordance with Article 14 (Permitted Transfers);</p> <p>shall immediately cease to entitle the holders thereof to vote on any written resolution of the Company and to attend and vote (whether on a show of hands or on a poll) at any general meeting of the Company or at any separate class meeting.</p> <p>7.4 The provisions of Article 7.3 shall continue:</p> <p>7.4.1 in the case of Article 7.3.1, for so long as such breach subsists (and for this purpose no account shall be taken of any waiver given by any person in respect of any such breach or any standstill arrangement or similar agreement with any person); or</p> <p>7.4.2 in the case of Articles 7.3.2 and 7.3.3, until such time as such person, and any Permitted Transferee of such person under Articles 14.1.1 and 14.1.2, ceases to be a Shareholder.</p>	

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Return of allotment of shares

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

Class of share	B4 Ordinary (cont.)	
Prescribed particulars	<p><u>Dividend Rights</u></p> <p>Subject to (i) the Board recommending payment of the same, (ii) Investor Consent and (iii) the remaining provisions of this Article including any prior payment of any Preference Dividend due under Article 5.2 (see later continuation sheet) any Available Profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares pari passu as if the same constituted one class of share according to the number of such Shares held by the relevant Shareholder at the relevant time, until £1,000,000,000 has been returned to the holders of A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares, and thereafter the holders of A Ordinary Shares, B1 Ordinary Shares, B3 Ordinary Shares and (subject to paragraph 5 of the Schedule) B4 Ordinary Shares shall be entitled to receive 99.99 % of Available Profits so distributed and the holders of the B2 Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be entitled to receive 0.01% in aggregate of any distributions of Available Profits to be distributed amongst the holders of the B2 Ordinary Shares, C Ordinary Shares and D Ordinary Shares pari passu as if the same constituted one class of share.</p> <p><u>Capital Rights</u></p> <p>On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all payments to be made in priority (including, for the avoidance of doubt, any debts arising from non-payment of Preference Dividends and all other sums payable in priority) shall be applied in the following order:</p> <p>(cont.)</p>	

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Return of allotment of shares

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

Class of share	B4 Ordinary (cont.)	
Prescribed particulars	<p>(a) in priority to any payments to be made pursuant to Article 6.2.2 and Article 6.2.3, in paying to each holder of Preference Shares in respect of each Preference Share of which it is the holder, an amount equal to (i) 100% of the Issue Price thereof and (ii) the aggregate amount of any accruals and/or unpaid amounts of Preference Dividend (to be calculated down to and including the date of the return of capital and to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient Available Profits); and</p> <p>(b) in priority to any payments to be made pursuant to Article 6.2.3, the balance of assets (if any) after all payments to be made in priority shall be distributed amongst the holders of the A Ordinary Shares, the B1 Ordinary Shares, the B2 Ordinary Shares, the B3 Ordinary Shares and (subject to paragraph of the Schedule) the B4 Ordinary Shares (pari passu as if the same constituted one class of Shares) according to the number of such Shares held (following the application of Article 9) by the relevant Shareholders at the relevant time until £1,000,000,000 in aggregate has been returned to the holders of A Ordinary Shares, the B1 Ordinary Shares, B2 Ordinary Shares B3 Ordinary Shares and B4 Ordinary Shares.</p> <p><u>Redemption Rights</u></p> <p>None for B4 Ordinary Shares.</p>	