

SH19

Statement of capital for reduction supported by a solvency statement or court order



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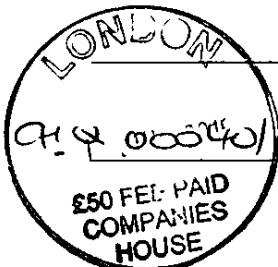
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01/07/2016

#145

COMPANIES HOUSE

A fee is payable with this form.
Please see 'How to pay' on the last page



✓ What this form is for

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order

✗ What this form is NOT for

You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number 0 9 1 5 0 5 4 4

Company name in full PCI PHARMA HOLDINGS UK LIMITED

→ Filing in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Share capital

Complete the table(s) below to show the issued share capital as reduced by the resolution

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 Sheet			
Totals				

Currency table B				
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
5,307,239	\$4,209,289 32	\$0 00

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

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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 2

Class of share	See Continuation Sheet
Prescribed particulars ①	
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

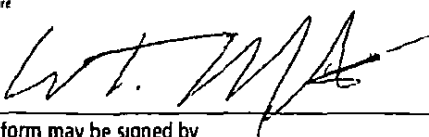
A separate table must be used for each class of share

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 ②, CIC manager

② Societas Europaea

If this 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

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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	Rachel Thomas
Company name	Goodwin Procter (UK) LLP
Address	Tower 42, 25 Old Broad Street
Post town	London
County/Region	
Postcode	E C 2 N 1 H Q
Country	
DX	
Telephone	020 7447 4219

**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 the relevant sections of the statement of capital
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

**Important information**

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

**How to pay**

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House'

**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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Share capital

Complete the table below to show the issued share capital as reduced by the resolution

Complete a separate table for each currency

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
USD \$	Common A Units	1,176,004	1,176,004 00	
USD \$	Common B Units	1,896,350	1,896,350 00	
USD \$	Common C Units	915,573	915,573 00	
USD \$	Legacy Value A Units	106,656	1,066 56	
USD \$	Value A Units	173,806	1,738 06	
USD \$	Value B Units	156,173	1,561 73	
USD \$	Value C Units	67,537	675 37	
USD \$	Growth A1 Units	156,681	1,566 81	
USD \$	Growth B1 Units	49,145	491 45	
USD \$	Growth C1 Units	25,000	250 00	
USD \$	Escrow Units	157,868	789 34	
USD \$	C-Escrow Units	426,446	213,223	
Totals		5,307,239	\$4,209,289 32	\$0 00

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3 Prescribed particulars of rights attached to shares

Class of share	Common A Units	
Prescribed particulars 1	<p>THE COMMON UNITS HAVE ATTACHED TO THEM FULL VOTING RIGHTS, SAVE FOR ANY COMMON UNITS THAT ARE HELD BY ANY GREENSPRING MEMBER. NO SHARES CONFER ANY RIGHTS OF REDEMPTION. THE TERM "DISTRIBUTABLE AMOUNTS" MEANS (A) UPON THE OCCURRENCE OF AN EXIT EVENT, ALL AMOUNTS HELD BY THE COMPANY IMMEDIATELY FOLLOWING SUCH EXIT EVENT REDUCED BY EXISTING LIABILITIES AND EXPENSES OF THE COMPANY AND A REASONABLE RESERVE FOR FUTURE LIABILITIES AND EXPENSES, AND (B) AT ANY OTHER TIME DETERMINED BY THE BOARD (IN ITS SOLE AND ABSOLUTE DISCRETION), ANY AMOUNTS DESIGNATED BY THE BOARD TO THE EXTENT THAT (I) THE COMPANY IS LAWFULLY PERMITTED TO MAKE SUCH DISTRIBUTION (II) THE CASH AVAILABLE TO THE COMPANY AND ITS SUBSIDIARIES IS IN EXCESS OF THE REASONABLY ANTICIPATED NEEDS OF THE BUSINESS (INCLUDING RESERVES) (A) DISTRIBUTABLE AMOUNTS SHALL BE DISTRIBUTED AS FOLLOWS (I) FIRST, TO THE HOLDERS OF COMMON UNITS PRO-RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON A UNITS AND COMMON B UNITS PURSUANT TO THIS PARAGRAPH (A)(I) EQUALS THE INITIAL AB RETURN (I.E. USD 83,212,723.00), PROVIDED, THAT, NOTWITHSTANDING THE FOREGOING, ANY DISTRIBUTIONS TO BE MADE TO THE HOLDERS OF COMMON A UNITS PURSUANT TO THE FOREGOING SENTENCE SHALL, IN LIEU OF BEING DISTRIBUTED TO SUCH HOLDERS, BE DISTRIBUTED AS FOLLOWS (A) FIRST, TO THE HOLDERS COMMON A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO SUCH I.E. USD 8,733,737.62), AND (B) THEREAFTER, TO THE HOLDERS OF COMMON A UNITS AND THE HOLDERS OF LEGACY VALUE A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO SUCH HOLDERS PURSUANT TO SUB-PARAGRAPH (A) ABOVE AND THIS SUB-PARAGRAPH (B) EQUALS THE COMMON A INITIAL RETURN (I.E. USD 31,851,315.62), (II) THEREAFTER TO THE HOLDERS OF COMMON C UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON C UNITS PURSUANT TO PARAGRAPH (A)(I) ABOVE AND THIS PARAGRAPH (A)(II) EQUALS THE INITIAL C RETURN (I.E. USD 105,486,300.53), (III) THEREAFTER, TO THE HOLDERS OF COMMON UNITS AND THE HOLDERS OF VALUE A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON UNITS PURSUANT TO THIS PARAGRAPH (A)(III) EQUALS THE INITIAL AGGREGATE RETURN (I.E. USD 263,636,300.50), (IV) THEREAFTER, TO THE HOLDERS OF COMMON UNITS, THE HOLDERS OF VALUE A UNITS, AND THE HOLDERS OF VALUE B UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON UNITS PURSUANT TO THIS PARAGRAPH (A)(IV) EQUALS THE INITIAL AGGREGATE RETURN, AND (V) THEREAFTER, TO THE HOLDERS OF COMMON UNITS, THE HOLDERS OF VALUE A UNITS, THE HOLDERS OF VALUE B UNITS, AND THE HOLDERS OF VALUE C UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS (B) NOTWITHSTANDING THE FOREGOING, THE AMOUNT OF ANY PROPOSED DISTRIBUTION TO A HOLDER OF ANY PARTICIPATING VALUE UNIT PURSUANT TO PARAGRAPH (A) IN RESPECT OF SUCH VALUE UNIT SHALL BE REDUCED (AND NO DISTRIBUTIONS SHALL BE MADE IN RESPECT OF ANY SUCH VALUE UNIT) UNTIL THE TOTAL REDUCTIONS IN PROPOSED DISTRIBUTIONS PURSUANT TO THIS PARAGRAPH (B) IN RESPECT OF SUCH VALUE UNIT EQUALS THE BENCHMARK AMOUNT IN RESPECT OF SUCH VALUE UNIT. ANY AMOUNT THAT IS NOT DISTRIBUTED TO THE HOLDER OF ANY VALUE UNIT PURSUANT TO THIS PARAGRAPH (B) SHALL BE DISTRIBUTED TO THE REMAINING MEMBERS PURSUANT TO PARAGRAPH (A)</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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3	Prescribed particulars of rights attached to shares	
Class of share	Common B Units	
<p>Prescribed particulars</p> <p>1</p>	<p>THE COMMON UNITS HAVE ATTACHED TO THEM FULL VOTING RIGHTS, SAVE FOR ANY COMMON UNITS THAT ARE HELD BY ANY GREENSPRING MEMBER. NO SHARES CONFER ANY RIGHTS OF REDEMPTION. THE TERM "DISTRIBUTABLE AMOUNTS" MEANS (A) UPON THE OCCURRENCE OF AN EXIT EVENT, ALL AMOUNTS HELD BY THE COMPANY IMMEDIATELY FOLLOWING SUCH EXIT EVENT REDUCED BY EXISTING LIABILITIES AND EXPENSES OF THE COMPANY AND A REASONABLE RESERVE FOR FUTURE LIABILITIES AND EXPENSES, AND (B) AT ANY OTHER TIME DETERMINED BY THE BOARD (IN ITS SOLE AND ABSOLUTE DISCRETION), ANY AMOUNTS DESIGNATED BY THE BOARD TO THE EXTENT THAT (I) THE COMPANY IS LAWFULLY PERMITTED TO MAKE SUCH DISTRIBUTION (II) THE CASH AVAILABLE TO THE COMPANY AND ITS SUBSIDIARIES IS IN EXCESS OF THE REASONABLY ANTICIPATED NEEDS OF THE BUSINESS (INCLUDING RESERVES) (A) DISTRIBUTABLE AMOUNTS SHALL BE DISTRIBUTED AS FOLLOWS (I) FIRST, TO THE HOLDERS OF COMMON UNITS PRO-RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON A UNITS AND COMMON B UNITS PURSUANT TO THIS PARAGRAPH (A)(I) EQUALS THE INITIAL AB RETURN (I E USD 83 212 723 00), PROVIDED, THAT, NOTWITHSTANDING THE FOREGOING, ANY DISTRIBUTIONS TO BE MADE TO THE HOLDERS OF COMMON A UNITS PURSUANT TO THE FOREGOING SENTENCE SHALL, IN LIEU OF BEING DISTRIBUTED TO SUCH HOLDERS, BE DISTRIBUTED AS FOLLOWS (A) FIRST, TO THE HOLDERS COMMON A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO SUCH I E USD 8,733,737 62), AND (B) THEREAFTER, TO THE HOLDERS OF COMMON A UNITS AND THE HOLDERS OF LEGACY VALUE A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO SUCH HOLDERS PURSUANT TO SUB-PARAGRAPH (A) ABOVE AND THIS SUB-PARAGRAPH (B) EQUALS THE COMMON A INITIAL RETURN (I E USD 31,851,315 62), (II) THEREAFTER TO THE HOLDERS OF COMMON C UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIPS INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON C UNITS PURSUANT TO PARAGRAPH (A)(I) ABOVE AND THIS PARAGRAPH (A) (II) EQUALS THE INITIAL C RETURN (I E USD 105 486,300 53), (III) THEREAFTER, TO THE HOLDERS OF COMMON UNITS AND THE HOLDERS OF VALUE A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON UNITS PURSUANT TO THIS PARAGRAPH (A)(III) EQUALS THE INITIAL AGGREGATE RETURN (I E USD 263,636 300 50), (IV) THEREAFTER, TO THE HOLDERS OF COMMON UNITS, THE HOLDERS OF VALUE A UNITS, AND THE HOLDERS OF VALUE B UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON UNITS PURSUANT TO THIS PARAGRAPH (A)(IV) EQUALS THE INITIAL AGGREGATE RETURN, AND (V) THEREAFTER, TO THE HOLDERS OF COMMON UNITS, THE HOLDERS OF VALUE A UNITS, THE HOLDERS OF VALUE B UNITS, AND THE HOLDERS OF VALUE C UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS (B) NOTWITHSTANDING THE FOREGOING, THE AMOUNT OF ANY PROPOSED DISTRIBUTION TO A HOLDER OF ANY PARTICIPATING VALUE UNIT PURSUANT TO PARAGRAPH (A) IN RESPECT OF SUCH VALUE UNIT SHALL BE REDUCED (AND NO DISTRIBUTIONS SHALL BE MADE IN RESPECT OF ANY SUCH VALUE UNIT) UNTIL THE TOTAL REDUCTIONS IN PROPOSED DISTRIBUTIONS PURSUANT TO THIS PARAGRAPH (B) IN RESPECT OF SUCH VALUE UNIT EQUALS THE BENCHMARK AMOUNT IN RESPECT OF SUCH VALUE UNIT. ANY AMOUNT THAT IS NOT DISTRIBUTED TO THE HOLDER OF ANY VALUE UNIT PURSUANT TO THIS PARAGRAPH (B) SHALL BE DISTRIBUTED TO THE REMAINING MEMBERS PURSUANT TO PARAGRAPH (A)</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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Prescribed particulars of rights attached to shares

Class of share	Common C Units	
Prescribed particulars ①	<p>THE COMMON UNITS HAVE ATTACHED TO THEM FULL VOTING RIGHTS, SAVE FOR ANY COMMON UNITS THAT ARE HELD BY ANY GREENSPRING MEMBER. NO SHARES CONFER ANY RIGHTS OF REDEMPTION. THE TERM "DISTRIBUTABLE AMOUNTS" MEANS (A) UPON THE OCCURRENCE OF AN EXIT EVENT, ALL AMOUNTS HELD BY THE COMPANY IMMEDIATELY FOLLOWING SUCH EXIT EVENT REDUCED BY EXISTING LIABILITIES AND EXPENSES OF THE COMPANY AND A REASONABLE RESERVE FOR FUTURE LIABILITIES AND EXPENSES, AND (B) AT ANY OTHER TIME DETERMINED BY THE BOARD (IN ITS SOLE AND ABSOLUTE DISCRETION), ANY AMOUNTS DESIGNATED BY THE BOARD TO THE EXTENT THAT (I) THE COMPANY IS LAWFULLY PERMITTED TO MAKE SUCH DISTRIBUTION (II) THE CASH AVAILABLE TO THE COMPANY AND ITS SUBSIDIARIES IS IN EXCESS OF THE REASONABLY ANTICIPATED NEEDS OF THE BUSINESS (INCLUDING RESERVES) (A) DISTRIBUTABLE AMOUNTS SHALL BE DISTRIBUTED AS FOLLOWS (I) FIRST, TO THE HOLDERS OF COMMON UNITS PRO-RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON A UNITS AND COMMON B UNITS PURSUANT TO THIS PARAGRAPH (A)(I) EQUALS THE INITIAL AB RETURN (I E USD 83 212 723 00), PROVIDED, THAT, NOTWITHSTANDING THE FOREGOING, ANY DISTRIBUTIONS TO BE MADE TO THE HOLDERS OF COMMON A UNITS PURSUANT TO THE FOREGOING SENTENCE SHALL, IN LIEU OF BEING DISTRIBUTED TO SUCH HOLDERS, BE DISTRIBUTED AS FOLLOWS (A) FIRST, TO THE HOLDERS COMMON A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO SUCH I E USD 8,733,737 62), AND (B) THEREAFTER, TO THE HOLDERS OF COMMON A UNITS AND THE HOLDERS OF LEGACY VALUE A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO SUCH HOLDERS PURSUANT TO SUB-PARAGRAPH (A) ABOVE AND THIS SUB-PARAGRAPH (B) EQUALS THE COMMON A INITIAL RETURN (I E USD 31,851,315 62), (II) THEREAFTER TO THE HOLDERS OF COMMON C UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON C UNITS PURSUANT TO PARAGRAPH (A)(I) ABOVE AND THIS PARAGRAPH (A) (II) EQUALS THE INITIAL C RETURN (I E USD 105 486,300 53), (III) THEREAFTER, TO THE HOLDERS OF COMMON UNITS AND THE HOLDERS OF VALUE A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON UNITS PURSUANT TO THIS PARAGRAPH (A)(III) EQUALS THE INITIAL AGGREGATE RETURN (I E USD 263,636 300 50), (IV) THEREAFTER, TO THE HOLDERS OF COMMON UNITS, THE HOLDERS OF VALUE A UNITS, AND THE HOLDERS OF VALUE B UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON UNITS PURSUANT TO THIS PARAGRAPH (A)(IV) EQUALS THE INITIAL AGGREGATE RETURN, AND (V) THEREAFTER, TO THE HOLDERS OF COMMON UNITS, THE HOLDERS OF VALUE A UNITS, THE HOLDERS OF VALUE B UNITS, AND THE HOLDERS OF VALUE C UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS (B) NOTWITHSTANDING THE FOREGOING, THE AMOUNT OF ANY PROPOSED DISTRIBUTION TO A HOLDER OF ANY PARTICIPATING VALUE UNIT PURSUANT TO PARAGRAPH (A) IN RESPECT OF SUCH VALUE UNIT SHALL BE REDUCED (AND NO DISTRIBUTIONS SHALL BE MADE IN RESPECT OF ANY SUCH VALUE UNIT) UNTIL THE TOTAL REDUCTIONS IN PROPOSED DISTRIBUTIONS PURSUANT TO THIS PARAGRAPH (B) IN RESPECT OF SUCH VALUE UNIT EQUALS THE BENCHMARK AMOUNT IN RESPECT OF SUCH VALUE UNIT. ANY AMOUNT THAT IS NOT DISTRIBUTED TO THE HOLDER OF ANY VALUE UNIT PURSUANT TO THIS PARAGRAPH (B) SHALL BE DISTRIBUTED TO THE REMAINING MEMBERS PURSUANT TO PARAGRAPH (A)</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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Prescribed particulars of rights attached to shares

Class of share	Legacy Value A Units	
Prescribed particulars ①	<p>THE COMMON UNITS HAVE ATTACHED TO THEM FULL VOTING RIGHTS, SAVE FOR ANY COMMON UNITS THAT ARE HELD BY ANY GREENSPRING MEMBER. NO SHARES CONFER ANY RIGHTS OF REDEMPTION. THE TERM "DISTRIBUTABLE AMOUNTS" MEANS (A) UPON THE OCCURRENCE OF AN EXIT EVENT, ALL AMOUNTS HELD BY THE COMPANY IMMEDIATELY FOLLOWING SUCH EXIT EVENT REDUCED BY EXISTING LIABILITIES AND EXPENSES OF THE COMPANY AND A REASONABLE RESERVE FOR FUTURE LIABILITIES AND EXPENSES, AND (B) AT ANY OTHER TIME DETERMINED BY THE BOARD (IN ITS SOLE AND ABSOLUTE DISCRETION), ANY AMOUNTS DESIGNATED BY THE BOARD TO THE EXTENT THAT (I) THE COMPANY IS LAWFULLY PERMITTED TO MAKE SUCH DISTRIBUTION (II) THE CASH AVAILABLE TO THE COMPANY AND ITS SUBSIDIARIES IS IN EXCESS OF THE REASONABLY ANTICIPATED NEEDS OF THE BUSINESS (INCLUDING RESERVES) (A) DISTRIBUTABLE AMOUNTS SHALL BE DISTRIBUTED AS FOLLOWS (I) FIRST, TO THE HOLDERS OF COMMON UNITS PRO-RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON A UNITS AND COMMON B UNITS PURSUANT TO THIS PARAGRAPH (A)(I) EQUALS THE INITIAL AB RETURN (I E USD 83 212 723 00), PROVIDED, THAT, NOTWITHSTANDING THE FOREGOING, ANY DISTRIBUTIONS TO BE MADE TO THE HOLDERS OF COMMON A UNITS PURSUANT TO THE FOREGOING SENTENCE SHALL, IN LIEU OF BEING DISTRIBUTED TO SUCH HOLDERS, BE DISTRIBUTED AS FOLLOWS (A) FIRST, TO THE HOLDERS COMMON A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO SUCH I E USD 8,733,737 62), AND (B) THEREAFTER, TO THE HOLDERS OF COMMON A UNITS AND THE HOLDERS OF LEGACY VALUE A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO SUCH HOLDERS PURSUANT TO SUB-PARAGRAPH (A) ABOVE AND THIS SUB-PARAGRAPH (B) EQUALS THE COMMON A INITIAL RETURN (I E USD 31,851,315 62), (II) THEREAFTER TO THE HOLDERS OF COMMON C UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON C UNITS PURSUANT TO PARAGRAPH (A)(I) ABOVE AND THIS PARAGRAPH (A) (II) EQUALS THE INITIAL C RETURN (I E USD 105 486,300 53), (III) THEREAFTER, TO THE HOLDERS OF COMMON UNITS AND THE HOLDERS OF VALUE A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON UNITS PURSUANT TO THIS PARAGRAPH (A)(III) EQUALS THE INITIAL AGGREGATE RETURN (I E USD 263,636 300 50), (IV) THEREAFTER, TO THE HOLDERS OF COMMON UNITS, THE HOLDERS OF VALUE A UNITS, AND THE HOLDERS OF VALUE B UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON UNITS PURSUANT TO THIS PARAGRAPH (A)(IV) EQUALS THE INITIAL AGGREGATE RETURN, AND (V) THEREAFTER, TO THE HOLDERS OF COMMON UNITS, THE HOLDERS OF VALUE A UNITS, THE HOLDERS OF VALUE B UNITS, AND THE HOLDERS OF VALUE C UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS (B) NOTWITHSTANDING THE FOREGOING, THE AMOUNT OF ANY PROPOSED DISTRIBUTION TO A HOLDER OF ANY PARTICIPATING VALUE UNIT PURSUANT TO PARAGRAPH (A) IN RESPECT OF SUCH VALUE UNIT SHALL BE REDUCED (AND NO DISTRIBUTIONS SHALL BE MADE IN RESPECT OF ANY SUCH VALUE UNIT) UNTIL THE TOTAL REDUCTIONS IN PROPOSED DISTRIBUTIONS PURSUANT TO THIS PARAGRAPH (B) IN RESPECT OF SUCH VALUE UNIT EQUALS THE BENCHMARK AMOUNT IN RESPECT OF SUCH VALUE UNIT. ANY AMOUNT THAT IS NOT DISTRIBUTED TO THE HOLDER OF ANY VALUE UNIT PURSUANT TO THIS PARAGRAPH (B) SHALL BE DISTRIBUTED TO THE REMAINING MEMBERS PURSUANT TO PARAGRAPH (A)</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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Prescribed particulars of rights attached to shares

Class of share	Value A Units	
Prescribed particulars ①	<p>THE COMMON UNITS HAVE ATTACHED TO THEM FULL VOTING RIGHTS, SAVE FOR ANY COMMON UNITS THAT ARE HELD BY ANY GREENSPRING MEMBER. NO SHARES CONFER ANY RIGHTS OF REDEMPTION. THE TERM "DISTRIBUTABLE AMOUNTS" MEANS (A) UPON THE OCCURRENCE OF AN EXIT EVENT, ALL AMOUNTS HELD BY THE COMPANY IMMEDIATELY FOLLOWING SUCH EXIT EVENT REDUCED BY EXISTING LIABILITIES AND EXPENSES OF THE COMPANY AND A REASONABLE RESERVE FOR FUTURE LIABILITIES AND EXPENSES, AND (B) AT ANY OTHER TIME DETERMINED BY THE BOARD (IN ITS SOLE AND ABSOLUTE DISCRETION), ANY AMOUNTS DESIGNATED BY THE BOARD TO THE EXTENT THAT (I) THE COMPANY IS LAWFULLY PERMITTED TO MAKE SUCH DISTRIBUTION (II) THE CASH AVAILABLE TO THE COMPANY AND ITS SUBSIDIARIES IS IN EXCESS OF THE REASONABLY ANTICIPATED NEEDS OF THE BUSINESS (INCLUDING RESERVES) (A) DISTRIBUTABLE AMOUNTS SHALL BE DISTRIBUTED AS FOLLOWS (I) FIRST, TO THE HOLDERS OF COMMON UNITS PRO-RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON A UNITS AND COMMON B UNITS PURSUANT TO THIS PARAGRAPH (A)(I) EQUALS THE INITIAL AB RETURN (I E USD 83 212 723 00), PROVIDED, THAT, NOTWITHSTANDING THE FOREGOING, ANY DISTRIBUTIONS TO BE MADE TO THE HOLDERS OF COMMON A UNITS PURSUANT TO THE FOREGOING SENTENCE SHALL, IN LIEU OF BEING DISTRIBUTED TO SUCH HOLDERS, BE DISTRIBUTED AS FOLLOWS (A) FIRST, TO THE HOLDERS COMMON A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO SUCH I E USD 8,733,737 62), AND (B) THEREAFTER, TO THE HOLDERS OF COMMON A UNITS AND THE HOLDERS OF LEGACY VALUE A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO SUCH HOLDERS PURSUANT TO SUB-PARAGRAPH (A) ABOVE AND THIS SUB-PARAGRAPH (B) EQUALS THE COMMON A INITIAL RETURN (I E USD 31,851,315 62), (II) THEREAFTER TO THE HOLDERS OF COMMON C UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON C UNITS PURSUANT TO PARAGRAPH (A)(I) ABOVE AND THIS PARAGRAPH (A) (II) EQUALS THE INITIAL C RETURN (I E USD 105 486,300 53), (III) THEREAFTER, TO THE HOLDERS OF COMMON UNITS AND THE HOLDERS OF VALUE A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON UNITS PURSUANT TO THIS PARAGRAPH (A)(III) EQUALS THE INITIAL AGGREGATE RETURN (I E USD 263,636 300 50), (IV) THEREAFTER, TO THE HOLDERS OF COMMON UNITS, THE HOLDERS OF VALUE A UNITS, AND THE HOLDERS OF VALUE B UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON UNITS PURSUANT TO THIS PARAGRAPH (A)(IV) EQUALS THE INITIAL AGGREGATE RETURN, AND (V) THEREAFTER, TO THE HOLDERS OF COMMON UNITS, THE HOLDERS OF VALUE A UNITS, THE HOLDERS OF VALUE B UNITS, AND THE HOLDERS OF VALUE C UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS (B) NOTWITHSTANDING THE FOREGOING, THE AMOUNT OF ANY PROPOSED DISTRIBUTION TO A HOLDER OF ANY PARTICIPATING VALUE UNIT PURSUANT TO PARAGRAPH (A) IN RESPECT OF SUCH VALUE UNIT SHALL BE REDUCED (AND NO DISTRIBUTIONS SHALL BE MADE IN RESPECT OF ANY SUCH VALUE UNIT) UNTIL THE TOTAL REDUCTIONS IN PROPOSED DISTRIBUTIONS PURSUANT TO THIS PARAGRAPH (B) IN RESPECT OF SUCH VALUE UNIT EQUALS THE BENCHMARK AMOUNT IN RESPECT OF SUCH VALUE UNIT. ANY AMOUNT THAT IS NOT DISTRIBUTED TO THE HOLDER OF ANY VALUE UNIT PURSUANT TO THIS PARAGRAPH (B) SHALL BE DISTRIBUTED TO THE REMAINING MEMBERS PURSUANT TO PARAGRAPH (A).</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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Prescribed particulars of rights attached to shares

Class of share	Value B Units	
Prescribed particulars 1	<p>THE COMMON UNITS HAVE ATTACHED TO THEM FULL VOTING RIGHTS, SAVE FOR ANY COMMON UNITS THAT ARE HELD BY ANY GREENSPRING MEMBER. NO SHARES CONFER ANY RIGHTS OF REDEMPTION. THE TERM "DISTRIBUTABLE AMOUNTS" MEANS (A) UPON THE OCCURRENCE OF AN EXIT EVENT, ALL AMOUNTS HELD BY THE COMPANY IMMEDIATELY FOLLOWING SUCH EXIT EVENT REDUCED BY EXISTING LIABILITIES AND EXPENSES OF THE COMPANY AND A REASONABLE RESERVE FOR FUTURE LIABILITIES AND EXPENSES, AND (B) AT ANY OTHER TIME DETERMINED BY THE BOARD (IN ITS SOLE AND ABSOLUTE DISCRETION), ANY AMOUNTS DESIGNATED BY THE BOARD TO THE EXTENT THAT (I) THE COMPANY IS LAWFULLY PERMITTED TO MAKE SUCH DISTRIBUTION (II) THE CASH AVAILABLE TO THE COMPANY AND ITS SUBSIDIARIES IS IN EXCESS OF THE REASONABLY ANTICIPATED NEEDS OF THE BUSINESS (INCLUDING RESERVES) (A) DISTRIBUTABLE AMOUNTS SHALL BE DISTRIBUTED AS FOLLOWS (I) FIRST, TO THE HOLDERS OF COMMON UNITS PRO-RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON A UNITS AND COMMON B UNITS PURSUANT TO THIS PARAGRAPH (A)(I) EQUALS THE INITIAL AB RETURN (I.E. USD 83,212,723.00), PROVIDED, THAT, NOTWITHSTANDING THE FOREGOING, ANY DISTRIBUTIONS TO BE MADE TO THE HOLDERS OF COMMON A UNITS PURSUANT TO THE FOREGOING SENTENCE SHALL, IN LIEU OF BEING DISTRIBUTED TO SUCH HOLDERS, BE DISTRIBUTED AS FOLLOWS (A) FIRST, TO THE HOLDERS COMMON A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO SUCH I.E. USD 8,733,737.62), AND (B) THEREAFTER, TO THE HOLDERS OF COMMON A UNITS AND THE HOLDERS OF LEGACY VALUE A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO SUCH HOLDERS PURSUANT TO SUB-PARAGRAPH (A) ABOVE AND THIS SUB-PARAGRAPH (B) EQUALS THE COMMON A INITIAL RETURN (I.E. USD 31,851,315.62), (II) THEREAFTER TO THE HOLDERS OF COMMON C UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON C UNITS PURSUANT TO PARAGRAPH (A)(I) ABOVE AND THIS PARAGRAPH (A) (II) EQUALS THE INITIAL C RETURN (I.E. USD 105,486,300.53), (III) THEREAFTER, TO THE HOLDERS OF COMMON UNITS AND THE HOLDERS OF VALUE A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON UNITS PURSUANT TO THIS PARAGRAPH (A)(III) EQUALS THE INITIAL AGGREGATE RETURN (I.E. USD 263,636,300.50), (IV) THEREAFTER, TO THE HOLDERS OF COMMON UNITS, THE HOLDERS OF VALUE A UNITS, AND THE HOLDERS OF VALUE B UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON UNITS PURSUANT TO THIS PARAGRAPH (A)(IV) EQUALS THE INITIAL AGGREGATE RETURN, AND (V) THEREAFTER, TO THE HOLDERS OF COMMON UNITS, THE HOLDERS OF VALUE A UNITS, THE HOLDERS OF VALUE B UNITS, AND THE HOLDERS OF VALUE C UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS (B) NOTWITHSTANDING THE FOREGOING, THE AMOUNT OF ANY PROPOSED DISTRIBUTION TO A HOLDER OF ANY PARTICIPATING VALUE UNIT PURSUANT TO PARAGRAPH (A) IN RESPECT OF SUCH VALUE UNIT SHALL BE REDUCED (AND NO DISTRIBUTIONS SHALL BE MADE IN RESPECT OF ANY SUCH VALUE UNIT) UNTIL THE TOTAL REDUCTIONS IN PROPOSED DISTRIBUTIONS PURSUANT TO THIS PARAGRAPH (B) IN RESPECT OF SUCH VALUE UNIT EQUALS THE BENCHMARK AMOUNT IN RESPECT OF SUCH VALUE UNIT. ANY AMOUNT THAT IS NOT DISTRIBUTED TO THE HOLDER OF ANY VALUE UNIT PURSUANT TO THIS PARAGRAPH (B) SHALL BE DISTRIBUTED TO THE REMAINING MEMBERS PURSUANT TO PARAGRAPH (A).</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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3 Prescribed particulars of rights attached to shares

Class of share	Value C Units	
Prescribed particulars ①	<p>THE COMMON UNITS HAVE ATTACHED TO THEM FULL VOTING RIGHTS, SAVE FOR ANY COMMON UNITS THAT ARE HELD BY ANY GREENSPRING MEMBER. NO SHARES CONFER ANY RIGHTS OF REDEMPTION. THE TERM "DISTRIBUTABLE AMOUNTS" MEANS (A) UPON THE OCCURRENCE OF AN EXIT EVENT, ALL AMOUNTS HELD BY THE COMPANY IMMEDIATELY FOLLOWING SUCH EXIT EVENT REDUCED BY EXISTING LIABILITIES AND EXPENSES OF THE COMPANY AND A REASONABLE RESERVE FOR FUTURE LIABILITIES AND EXPENSES, AND (B) AT ANY OTHER TIME DETERMINED BY THE BOARD (IN ITS SOLE AND ABSOLUTE DISCRETION), ANY AMOUNTS DESIGNATED BY THE BOARD TO THE EXTENT THAT (I) THE COMPANY IS LAWFULLY PERMITTED TO MAKE SUCH DISTRIBUTION (II) THE CASH AVAILABLE TO THE COMPANY AND ITS SUBSIDIARIES IS IN EXCESS OF THE REASONABLY ANTICIPATED NEEDS OF THE BUSINESS (INCLUDING RESERVES) (A) DISTRIBUTABLE AMOUNTS SHALL BE DISTRIBUTED AS FOLLOWS (I) FIRST, TO THE HOLDERS OF COMMON UNITS PRO-RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON A UNITS AND COMMON B UNITS PURSUANT TO THIS PARAGRAPH (A)(I) EQUALS THE INITIAL AB RETURN (I E USD 83 212 723 00), PROVIDED, THAT, NOTWITHSTANDING THE FOREGOING, ANY DISTRIBUTIONS TO BE MADE TO THE HOLDERS OF COMMON A UNITS PURSUANT TO THE FOREGOING SENTENCE SHALL, IN LIEU OF BEING DISTRIBUTED TO SUCH HOLDERS, BE DISTRIBUTED AS FOLLOWS (A) FIRST, TO THE HOLDERS COMMON A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO SUCH I E USD 8,733,737 62), AND (B) THEREAFTER, TO THE HOLDERS OF COMMON A UNITS AND THE HOLDERS OF LEGACY VALUE A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO SUCH HOLDERS PURSUANT TO SUB-PARAGRAPH (A) ABOVE AND THIS SUB-PARAGRAPH (B) EQUALS THE COMMON A INITIAL RETURN (I E USD 31,851,315 62), (II) THEREAFTER TO THE HOLDERS OF COMMON C UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON C UNITS PURSUANT TO PARAGRAPH (A)(I) ABOVE AND THIS PARAGRAPH (A) (II) EQUALS THE INITIAL C RETURN (I E USD 105 486,300 53), (III) THEREAFTER, TO THE HOLDERS OF COMMON UNITS AND THE HOLDERS OF VALUE A UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON UNITS PURSUANT TO THIS PARAGRAPH (A)(III) EQUALS THE INITIAL AGGREGATE RETURN (I E USD 263,636 300 50), (IV) THEREAFTER, TO THE HOLDERS OF COMMON UNITS, THE HOLDERS OF VALUE A UNITS, AND THE HOLDERS OF VALUE B UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS, UNTIL THE CUMULATIVE AMOUNT DISTRIBUTED TO THE HOLDERS OF COMMON UNITS PURSUANT TO THIS PARAGRAPH (A)(IV) EQUALS THE INITIAL AGGREGATE RETURN, AND (V) THEREAFTER, TO THE HOLDERS OF COMMON UNITS, THE HOLDERS OF VALUE A UNITS, THE HOLDERS OF VALUE B UNITS, AND THE HOLDERS OF VALUE C UNITS, PRO RATA IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP INTERESTS IN SUCH UNITS (B) NOTWITHSTANDING THE FOREGOING, THE AMOUNT OF ANY PROPOSED DISTRIBUTION TO A HOLDER OF ANY PARTICIPATING VALUE UNIT PURSUANT TO PARAGRAPH (A) IN RESPECT OF SUCH VALUE UNIT SHALL BE REDUCED (AND NO DISTRIBUTIONS SHALL BE MADE IN RESPECT OF ANY SUCH VALUE UNIT) UNTIL THE TOTAL REDUCTIONS IN PROPOSED DISTRIBUTIONS PURSUANT TO THIS PARAGRAPH (B) IN RESPECT OF SUCH VALUE UNIT EQUALS THE BENCHMARK AMOUNT IN RESPECT OF SUCH VALUE UNIT. ANY AMOUNT THAT IS NOT DISTRIBUTED TO THE HOLDER OF ANY VALUE UNIT PURSUANT TO THIS PARAGRAPH (B) SHALL BE DISTRIBUTED TO THE REMAINING MEMBERS PURSUANT TO PARAGRAPH (A)</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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Prescribed particulars of rights attached to shares

Class of share	Growth A1 Units	
Prescribed particulars ①	<p>THE GROWTH UNITS DO NOT CONFER ANY VOTING RIGHTS THE GROWTH UNITS CONFER THE RIGHT TO PARTICIPATE ON ANY DISTRIBUTION (INCLUDING UPON AN EXIT EVENT OR A DECLARATION OF DIVIDEND) AFTER DISTRIBUTIONS HAVE BEEN FIRST MADE TO THE HOLDERS OF THE COMMON UNITS AND THE VALUE UNITS THE GROWTH UNITS ARE NOT REDEEMABLE</p>	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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order

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Prescribed particulars of rights attached to shares

Class of share	Growth B1 Units	
Prescribed particulars ①	<p>THE GROWTH UNITS DO NOT CONFER ANY VOTING RIGHTS THE GROWTH UNITS CONFER THE RIGHT TO PARTICIPATE ON ANY DISTRIBUTION (INCLUDING UPON AN EXIT EVENT OR A DECLARATION OF DIVIDEND) AFTER DISTRIBUTIONS HAVE BEEN FIRST MADE TO THE HOLDERS OF THE COMMON UNITS AND THE VALUE UNITS THE GROWTH UNITS ARE NOT REDEEMABLE</p>	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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Prescribed particulars of rights attached to shares

Class of share	Growth C1 Units	
Prescribed particulars ①	<p>THE GROWTH UNITS DO NOT CONFER ANY VOTING RIGHTS THE GROWTH UNITS CONFER THE RIGHT TO PARTICIPATE ON ANY DISTRIBUTION (INCLUDING UPON AN EXIT EVENT OR A DECLARATION OF DIVIDEND) AFTER DISTRIBUTIONS HAVE BEEN FIRST MADE TO THE HOLDERS OF THE COMMON UNITS AND THE VALUE UNITS THE GROWTH UNITS ARE NOT REDEEMABLE</p>	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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Prescribed particulars of rights attached to shares

Class of share	Escrow Units	
Prescribed particulars 1	THE ESCROW UNITS DO NOT CONFER ANY VOTING RIGHTS THE ESCROW UNITS CONFER THE RIGHT TO PARTICIPATE ON ANY DISTRIBUTION FOLLOWING A PARTNERS GROUP SALE THEY ARE NOT REDEEMABLE	<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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3	Prescribed particulars of rights attached to shares	
Class of share	C-Escrow Units	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
Prescribed particulars ①	THE C-ESCROW UNITS TO HAVE ATTACHED TO THEM FULL VOTING RIGHTS THE ESCROW UNITS CONFER THE RIGHT TO PARTICIPATE ON ANY DISTRIBUTION FOLLOWING A PARTNERS GROUP SALE THEY ARE NOT REDEEMABLE	