

**Return of Allotment of Shares**Company Name: **SCP ACQUISITION TOPCO LIMITED**Company Number: **09353293**Received for filing in Electronic Format on the: **09/04/2018**

X73JCYOB

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
28/03/2018

Class of Shares:	C ORDINARY	Number allotted	9592
Currency:	GBP	Nominal value of each share	0.001
		Amount paid:	0.001
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	493859
	SHARES	Aggregate nominal value:	49.3859
Currency:	GBP		

Prescribed particulars

THE HOLDERS OF CLASS A SHARES SHALL BE ENTITLED TO VOTE IN ANY MEETING ON ANY MATTERS WHICH ARE SUBJECT TO THE VOTE OF THE SHAREHOLDERS UNDER THE ARTICLES OF THE COMPANY OR MANDATORY PROVISIONS OF APPLICABLE LAW. THE HOLDERS OF CLASS A SHARES SHALL BE ENTITLED TO RECEIVE DISTRIBUTIONS AFTER HOLDERS OF CLASS C SHARES HAVE RECEIVED THEIR PREFERENTIAL RETURN UP TO THE SUM OF £3,000 PRIOR TO SUCH TIME AS EACH HOLDER OF CLASS A AND CLASSES B 1-8 SHARES HAS RECEIVED AN AMOUNT EQUAL TO THE PRODUCT OF (X) THE AGGREGATE AMOUNT OF DISTRIBUTIONS MADE TO THE HOLDERS OF CLASS C SHARES UP TO AND INCLUDING THE RECEIPT BY HOLDERS OF CLASS C SHARES OF £3,000, MULTIPLIED BY (Y) FOUR ('A AND B CATCH UP"), ALL DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER AFTER SUCH TIME THE HOLDERS OF CLASS A AND CLASSES B 1-8 SHARES SHALL BE ENTITLED TO RECEIVE ALL DISTRIBUTIONS MADE BY THE COMPANY (THE "ORDINARY DISTRIBUTIONS") PARI PASSU AND NOT ALLOCATED TO THE HOLDERS OF CLASS C SHARES ACCORDING TO THE RIGHTS ATTACHING TO THOSE SHARES ("C ORDINARY DISTRIBUTION RIGHTS"), AND SUCH DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER, PROVIDED THAT, IN RESPECT OF ANY ORDINARY DISTRIBUTION, IF (A) CERTAIN SPECIFIED HURDLES ARE SATISFIED BUT (B) THE AMOUNT OF SUCH ORDINARY DISTRIBUTION IS INSUFFICIENT TO DISTRIBUTE TO THE HOLDERS OF CLASS C SHARES THE FULL AMOUNT ALLOCABLE TO SUCH HOLDERS IN ACCORDANCE WITH THE C ORDINARY DISTRIBUTION RIGHTS WHILE STILL SATISFYING SUCH SPECIFIED THRESHOLD (AN "INSUFFICIENT DISTRIBUTION EVENT", AND SUCH THRESHOLD, THE "EFFECTIVE THRESHOLD"), THEN SUCH ORDINARY DISTRIBUTIONS FROM SUCH INSUFFICIENT DISTRIBUTION EVENT SHALL INSTEAD BE ALLOCATED AS FOLLOWS HOLDERS OF CLASS A SHARES AND CLASS B SHARES SHALL BE ENTITLED TO RECEIVE A PORTION OF SUCH ORDINARY DISTRIBUTIONS SUCH THAT THE AGGREGATE

AMOUNT OF ALL DISTRIBUTIONS MADE BY THE COMPANY AND SCP ACQUISITION MIDCO LIMITED TO ANY HOLDER OF CLASS A SHARES OR SPONSOR SHAREHOLDER LOANS IN RESPECT OF THEIR HOLDING OF SPONSOR SHAREHOLDER LOANS, PREFERENCE SHARES AND CLASS A SHARES AS OF SUCH DATE, NET OF ANY TRANSACTION FEES OR EXPENSES INCURRED BY SUCH HOLDERS UPON A CHANGE OF CONTROL AS DETERMINED BY THE BOARD ("AGGREGATE SPONSOR DISTRIBUTIONS"), WILL SATISFY THE EFFECTIVE THRESHOLD, AND SUCH ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASS B SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASS B SHARES HELD BY EACH SUCH HOLDER AFTER THE SWEET ALLOCATION (SEE CLASS C SHARES BELOW), ANY REMAINING ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASS B SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASS B SHARES HELD BY EACH SUCH HOLDER. THE HOLDERS OF CLASS A SHARES SHALL BE ENTITLED TO ANY SUM CAPITALISED FROM PROFITS OF THE COMPANY IN THE SAME PROPORTIONS AS STATED ABOVE. THE CLASS A SHARES ARE NON-REDEEMABLE.

Class of Shares:	B1	Number allotted	16070
	ORDINARY	Aggregate nominal value:	1607
Currency:	GBP		

Prescribed particulars

THE HOLDERS OF CLASS B1 SHARES SHALL BE ENTITLED TO VOTE IN ANY MEETING ON ANY MATTERS WHICH ARE SUBJECT TO THE VOTE OF THE SHAREHOLDERS UNDER THE ARTICLES OF THE COMPANY OR MANDATORY PROVISIONS OF APPLICABLE LAW. THE HOLDERS OF CLASS B1 SHARES SHALL BE ENTITLED TO RECEIVE DISTRIBUTIONS AFTER HOLDERS OF CLASS C SHARES HAVE RECEIVED THEIR PREFERENTIAL RETURN UP TO THE SUM OF £3,000. PRIOR TO SUCH TIME AS EACH HOLDER OF CLASS A AND CLASSES B 1-8 SHARES HAS RECEIVED AN AMOUNT EQUAL TO THE PRODUCT OF (X) THE AGGREGATE AMOUNT OF DISTRIBUTIONS MADE TO THE HOLDERS OF CLASS C SHARES UP TO AND INCLUDING THE RECEIPT BY HOLDERS OF CLASS C SHARES OF £3,000, MULTIPLIED BY (Y) FOUR ("A AND B CATCH UP"), ALL DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. AFTER SUCH TIME THE HOLDERS OF CLASS A AND CLASSES B 1 -8 SHARES SHALL BE ENTITLED TO RECEIVE ALL DISTRIBUTIONS MADE BY THE COMPANY (THE "ORDINARY DISTRIBUTIONS") PARI PASSU AND NOT ALLOCATED

TO THE HOLDERS OF CLASS C SHARES ACCORDING TO THE RIGHTS ATTACHING TO THOSE SHARES ("C ORDINARY DISTRIBUTION RIGHTS"), AND SUCH DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER, PROVIDED THAT, IN RESPECT OF ANY ORDINARY DISTRIBUTION, IF (A) CERTAIN SPECIFIED HURDLES ARE SATISFIED BUT (B) THE AMOUNT OF SUCH ORDINARY DISTRIBUTION IS INSUFFICIENT TO DISTRIBUTE TO THE HOLDERS OF CLASS C SHARES THE FULL AMOUNT ALLOCABLE TO SUCH HOLDERS IN ACCORDANCE WITH THE C ORDINARY DISTRIBUTION RIGHTS WHILE STILL SATISFYING SUCH SPECIFIED THRESHOLD (AN "INSUFFICIENT DISTRIBUTION EVENT", AND SUCH THRESHOLD, THE "EFFECTIVE THRESHOLD"), THEN SUCH ORDINARY DISTRIBUTIONS FROM SUCH INSUFFICIENT DISTRIBUTION EVENT SHALL INSTEAD BE ALLOCATED AS FOLLOWS: HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES SHALL BE ENTITLED TO RECEIVE A PORTION OF SUCH ORDINARY DISTRIBUTIONS SUCH THAT THE AGGREGATE AMOUNT OF ALL DISTRIBUTIONS MADE BY THE COMPANY AND SCP ACQUISITION MIDCO LIMITED TO ANY HOLDER OF CLASS A SHARES OR SPONSOR SHAREHOLDER LOANS IN RESPECT OF THEIR HOLDING OF SPONSOR SHAREHOLDER LOANS, PREFERENCE SHARES AND CLASS A SHARES AS OF SUCH DATE, NET OF ANY TRANSACTION FEES OR EXPENSES INCURRED BY SUCH HOLDERS UPON A CHANGE OF CONTROL AS DETERMINED BY THE BOARD ("AGGREGATE SPONSOR DISTRIBUTIONS"), WILL SATISFY THE EFFECTIVE THRESHOLD, AND SUCH ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. AFTER THE SWEET ALLOCATION (SEE CLASS C SHARES BELOW), ANY REMAINING ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. THE HOLDERS OF CLASS B1 SHARES SHALL BE ENTITLED TO ANY SUM CAPITALISED FROM PROFITS OF THE COMPANY IN THE SAME PROPORTIONS AS STATED ABOVE. THE CLASS B1 SHARES ARE NON-REDEEMABLE.

Class of Shares:	B2	Number allotted	16740
	ORDINARY	Aggregate nominal value:	1674
Currency:	GBP		
Prescribed particulars			

THE HOLDERS OF CLASS B2 SHARES SHALL BE ENTITLED TO VOTE IN ANY MEETING ON ANY MATTERS WHICH ARE SUBJECT TO THE VOTE OF THE SHAREHOLDERS UNDER THE ARTICLES OF THE COMPANY OR MANDATORY PROVISIONS OF APPLICABLE LAW. THE HOLDERS OF CLASS B2 SHARES SHALL BE ENTITLED TO RECEIVE DISTRIBUTIONS AFTER HOLDERS OF CLASS C SHARES HAVE RECEIVED THEIR PREFERENTIAL RETURN UP TO THE SUM OF £3,000. PRIOR TO SUCH TIME AS EACH HOLDER OF CLASS A AND CLASSES B 1-8 SHARES HAS RECEIVED AN AMOUNT EQUAL TO THE PRODUCT OF (X) THE AGGREGATE AMOUNT OF DISTRIBUTIONS MADE TO THE HOLDERS OF CLASS C SHARES UP TO AND INCLUDING THE RECEIPT BY HOLDERS OF CLASS C SHARES OF £3,000, MULTIPLIED BY (Y) FOUR ("A AND B CATCH UP"), ALL DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. AFTER SUCH TIME THE HOLDERS OF CLASS A AND CLASSES B 1 -8 SHARES SHALL BE ENTITLED TO RECEIVE ALL DISTRIBUTIONS MADE BY THE COMPANY (THE "ORDINARY DISTRIBUTIONS") PARI PASSU AND NOT ALLOCATED TO THE HOLDERS OF CLASS C SHARES ACCORDING TO THE RIGHTS ATTACHING TO THOSE SHARES ("C ORDINARY DISTRIBUTION RIGHTS"), AND SUCH DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER, PROVIDED THAT, IN RESPECT OF ANY ORDINARY DISTRIBUTION, IF (A) CERTAIN SPECIFIED HURDLES ARE SATISFIED BUT (B) THE AMOUNT OF SUCH ORDINARY DISTRIBUTION IS INSUFFICIENT TO DISTRIBUTE TO THE HOLDERS OF CLASS C SHARES THE FULL AMOUNT ALLOCABLE TO SUCH HOLDERS IN ACCORDANCE WITH THE C ORDINARY DISTRIBUTION RIGHTS WHILE STILL SATISFYING SUCH SPECIFIED THRESHOLD (AN "INSUFFICIENT DISTRIBUTION EVENT", AND SUCH THRESHOLD, THE "EFFECTIVE THRESHOLD"), THEN SUCH ORDINARY DISTRIBUTIONS FROM SUCH INSUFFICIENT DISTRIBUTION EVENT SHALL INSTEAD BE ALLOCATED AS FOLLOWS: HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES SHALL BE ENTITLED TO RECEIVE A PORTION OF SUCH ORDINARY DISTRIBUTIONS SUCH THAT THE AGGREGATE AMOUNT OF ALL DISTRIBUTIONS MADE BY THE COMPANY AND SCP ACQUISITION MIDCO LIMITED TO ANY HOLDER OF CLASS A SHARES OR SPONSOR SHAREHOLDER LOANS IN RESPECT OF THEIR HOLDING OF SPONSOR SHAREHOLDER LOANS, PREFERENCE SHARES AND CLASS A SHARES AS OF SUCH DATE, NET OF ANY TRANSACTION FEES OR EXPENSES INCURRED BY SUCH HOLDERS UPON A CHANGE OF CONTROL AS DETERMINED BY THE BOARD ("AGGREGATE SPONSOR DISTRIBUTIONS"), WILL SATISFY THE EFFECTIVE THRESHOLD, AND SUCH ORDINARY DISTRIBUTIONS SHALL

BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. AFTER THE SWEET ALLOCATION (SEE CLASS C SHARES BELOW), ANY REMAINING ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. THE HOLDERS OF CLASS B2 SHARES SHALL BE ENTITLED TO ANY SUM CAPITALISED FROM PROFITS OF THE COMPANY IN THE SAME PROPORTIONS AS STATED ABOVE. THE CLASS B2 SHARES ARE NON-REDEEMABLE.

Class of Shares:	B3	Number allotted	3960
	ORDINARY	Aggregate nominal value:	396
Currency:	GBP		

Prescribed particulars

THE HOLDERS OF CLASS B3 SHARES SHALL BE ENTITLED TO VOTE IN ANY MEETING ON ANY MATTERS WHICH ARE SUBJECT TO THE VOTE OF THE SHAREHOLDERS UNDER THE ARTICLES OF THE COMPANY OR MANDATORY PROVISIONS OF APPLICABLE LAW. THE HOLDERS OF CLASS B3 SHARES SHALL BE ENTITLED TO RECEIVE DISTRIBUTIONS AFTER HOLDERS OF CLASS C SHARES HAVE RECEIVED THEIR PREFERENTIAL RETURN UP TO THE SUM OF £3,000. PRIOR TO SUCH TIME AS EACH HOLDER OF CLASS A AND CLASSES B 1-8 SHARES HAS RECEIVED AN AMOUNT EQUAL TO THE PRODUCT OF (X) THE AGGREGATE AMOUNT OF DISTRIBUTIONS MADE TO THE HOLDERS OF CLASS C SHARES UP TO AND INCLUDING THE RECEIPT BY HOLDERS OF CLASS C SHARES OF £3,000, MULTIPLIED BY (Y) FOUR ("A AND B CATCH UP"), ALL DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. AFTER SUCH TIME THE HOLDERS OF CLASS A AND CLASSES B 1 -8 SHARES SHALL BE ENTITLED TO RECEIVE ALL DISTRIBUTIONS MADE BY THE COMPANY (THE "ORDINARY DISTRIBUTIONS") PARI PASSU AND NOT ALLOCATED TO THE HOLDERS OF CLASS C SHARES ACCORDING TO THE RIGHTS ATTACHING TO THOSE SHARES ("C ORDINARY DISTRIBUTION RIGHTS"), AND SUCH DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER, PROVIDED THAT, IN RESPECT OF ANY ORDINARY DISTRIBUTION, IF (A) CERTAIN SPECIFIED HURDLES ARE SATISFIED BUT (B)

THE AMOUNT OF SUCH ORDINARY DISTRIBUTION IS INSUFFICIENT TO DISTRIBUTE TO THE HOLDERS OF CLASS C SHARES THE FULL AMOUNT ALLOCABLE TO SUCH HOLDERS IN ACCORDANCE WITH THE C ORDINARY DISTRIBUTION RIGHTS WHILE STILL SATISFYING SUCH SPECIFIED THRESHOLD (AN "INSUFFICIENT DISTRIBUTION EVENT", AND SUCH THRESHOLD, THE "EFFECTIVE THRESHOLD"), THEN SUCH ORDINARY DISTRIBUTIONS FROM SUCH INSUFFICIENT DISTRIBUTION EVENT SHALL INSTEAD BE ALLOCATED AS FOLLOWS: HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES SHALL BE ENTITLED TO RECEIVE A PORTION OF SUCH ORDINARY DISTRIBUTIONS SUCH THAT THE AGGREGATE AMOUNT OF ALL DISTRIBUTIONS MADE BY THE COMPANY AND SCP ACQUISITION MIDCO LIMITED TO ANY HOLDER OF CLASS A SHARES OR SPONSOR SHAREHOLDER LOANS IN RESPECT OF THEIR HOLDING OF SPONSOR SHAREHOLDER LOANS, PREFERENCE SHARES AND CLASS A SHARES AS OF SUCH DATE, NET OF ANY TRANSACTION FEES OR EXPENSES INCURRED BY SUCH HOLDERS UPON A CHANGE OF CONTROL AS DETERMINED BY THE BOARD ("AGGREGATE SPONSOR DISTRIBUTIONS"), WILL SATISFY THE EFFECTIVE THRESHOLD, AND SUCH ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. AFTER THE SWEET ALLOCATION (SEE CLASS C SHARES BELOW), ANY REMAINING ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. THE HOLDERS OF CLASS B3 SHARES SHALL BE ENTITLED TO ANY SUM CAPITALISED FROM PROFITS OF THE COMPANY IN THE SAME PROPORTIONS AS STATED ABOVE. THE CLASS B3 SHARES ARE NON-REDEEMABLE.

Class of Shares:	B4	Number allotted	5200
	ORDINARY	Aggregate nominal value:	520
Currency:	GBP		

Prescribed particulars

THE HOLDERS OF CLASS B4 SHARES SHALL BE ENTITLED TO VOTE IN ANY MEETING ON ANY MATTERS WHICH ARE SUBJECT TO THE VOTE OF THE SHAREHOLDERS UNDER THE ARTICLES OF THE COMPANY OR MANDATORY PROVISIONS OF APPLICABLE LAW. THE HOLDERS OF CLASS B4 SHARES SHALL BE ENTITLED TO RECEIVE DISTRIBUTIONS AFTER HOLDERS OF CLASS C SHARES HAVE RECEIVED THEIR PREFERENTIAL RETURN UP TO THE SUM OF £3,000. PRIOR TO SUCH TIME AS EACH HOLDER OF CLASS A AND

CLASSES B 1 -8 SHARES HAS RECEIVED AN AMOUNT EQUAL TO THE PRODUCT OF (X) THE AGGREGATE AMOUNT OF DISTRIBUTIONS MADE TO THE HOLDERS OF CLASS C SHARES UP TO AND INCLUDING THE RECEIPT BY HOLDERS OF CLASS C SHARES OF £3,000, MULTIPLIED BY (Y) FOUR ("A AND B CATCH UP"), ALL DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. AFTER SUCH TIME THE HOLDERS OF CLASS A AND CLASSES B 1-8 SHARES SHALL BE ENTITLED TO RECEIVE ALL DISTRIBUTIONS MADE BY THE COMPANY (THE "ORDINARY DISTRIBUTIONS") PARI PASSU AND NOT ALLOCATED TO THE HOLDERS OF CLASS C SHARES ACCORDING TO THE RIGHTS ATTACHING TO THOSE SHARES ("C ORDINARY DISTRIBUTION RIGHTS"), AND SUCH DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER, PROVIDED THAT, IN RESPECT OF ANY ORDINARY DISTRIBUTION, IF (A) CERTAIN SPECIFIED HURDLES ARE SATISFIED BUT (B) THE AMOUNT OF SUCH ORDINARY DISTRIBUTION IS INSUFFICIENT TO DISTRIBUTE TO THE HOLDERS OF CLASS C SHARES THE FULL AMOUNT ALLOCABLE TO SUCH HOLDERS IN ACCORDANCE WITH THE C ORDINARY DISTRIBUTION RIGHTS WHILE STILL SATISFYING SUCH SPECIFIED THRESHOLD (AN "INSUFFICIENT DISTRIBUTION EVENT", AND SUCH THRESHOLD, THE "EFFECTIVE THRESHOLD"), THEN SUCH ORDINARY DISTRIBUTIONS FROM SUCH INSUFFICIENT DISTRIBUTION EVENT SHALL INSTEAD BE ALLOCATED AS FOLLOWS: HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES SHALL BE ENTITLED TO RECEIVE A PORTION OF SUCH ORDINARY DISTRIBUTIONS SUCH THAT THE AGGREGATE AMOUNT OF ALL DISTRIBUTIONS MADE BY THE COMPANY AND SCP ACQUISITION MIDCO LIMITED TO ANY HOLDER OF CLASS A SHARES OR SPONSOR SHAREHOLDER LOANS IN RESPECT OF THEIR HOLDING OF SPONSOR SHAREHOLDER LOANS, PREFERENCE SHARES AND CLASS A SHARES AS OF SUCH DATE, NET OF ANY TRANSACTION FEES OR EXPENSES INCURRED BY SUCH HOLDERS UPON A CHANGE OF CONTROL AS DETERMINED BY THE BOARD ("AGGREGATE SPONSOR DISTRIBUTIONS"), WILL SATISFY THE EFFECTIVE THRESHOLD, AND SUCH ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. AFTER THE SWEET ALLOCATION (SEE CLASS C SHARES BELOW), ANY REMAINING ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER.

THE HOLDERS OF CLASS B4 SHARES SHALL BE ENTITLED TO ANY SUM CAPITALISED FROM PROFITS OF THE COMPANY IN THE SAME PROPORTIONS AS STATED ABOVE. THE CLASS B4 SHARES ARE NON-REDEEMABLE.

Class of Shares:	B5	Number allotted	3290
	ORDINARY	Aggregate nominal value:	329
Currency:	GBP		

Prescribed particulars

THE HOLDERS OF CLASS B5 SHARES SHALL BE ENTITLED TO VOTE IN ANY MEETING ON ANY MATTERS WHICH ARE SUBJECT TO THE VOTE OF THE SHAREHOLDERS UNDER THE ARTICLES OF THE COMPANY OR MANDATORY PROVISIONS OF APPLICABLE LAW. THE HOLDERS OF CLASS B5 SHARES SHALL BE ENTITLED TO RECEIVE DISTRIBUTIONS AFTER HOLDERS OF CLASS C SHARES HAVE RECEIVED THEIR PREFERENTIAL RETURN UP TO THE SUM OF £3,000. PRIOR TO SUCH TIME AS EACH HOLDER OF CLASS A AND CLASSES B 1 -8 SHARES HAS RECEIVED AN AMOUNT EQUAL TO THE PRODUCT OF (X) THE AGGREGATE AMOUNT OF DISTRIBUTIONS MADE TO THE HOLDERS OF CLASS C SHARES UP TO AND INCLUDING THE RECEIPT BY HOLDERS OF CLASS C SHARES OF £3,000, MULTIPLIED BY (Y) FOUR ("A AND B CATCH UP"), ALL DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. AFTER SUCH TIME THE HOLDERS OF CLASS A AND CLASSES B 1-8 SHARES SHALL BE ENTITLED TO RECEIVE ALL DISTRIBUTIONS MADE BY THE COMPANY (THE "ORDINARY DISTRIBUTIONS") PARI PASSU AND NOT ALLOCATED TO THE HOLDERS OF CLASS C SHARES ACCORDING TO THE RIGHTS ATTACHING TO THOSE SHARES ("C ORDINARY DISTRIBUTION RIGHTS"), AND SUCH DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER, PROVIDED THAT, IN RESPECT OF ANY ORDINARY DISTRIBUTION, IF (A) CERTAIN SPECIFIED HURDLES ARE SATISFIED BUT (B) THE AMOUNT OF SUCH ORDINARY DISTRIBUTION IS INSUFFICIENT TO DISTRIBUTE TO THE HOLDERS OF CLASS C SHARES THE FULL AMOUNT ALLOCABLE TO SUCH HOLDERS IN ACCORDANCE WITH THE C ORDINARY DISTRIBUTION RIGHTS WHILE STILL SATISFYING SUCH SPECIFIED THRESHOLD (AN "INSUFFICIENT DISTRIBUTION EVENT", AND SUCH THRESHOLD, THE "EFFECTIVE THRESHOLD"), THEN SUCH ORDINARY DISTRIBUTIONS FROM SUCH INSUFFICIENT DISTRIBUTION EVENT SHALL INSTEAD BE ALLOCATED AS

FOLLOWS: HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES SHALL BE ENTITLED TO RECEIVE A PORTION OF SUCH ORDINARY DISTRIBUTIONS SUCH THAT THE AGGREGATE AMOUNT OF ALL DISTRIBUTIONS MADE BY THE COMPANY AND SCP ACQUISITION MIDCO LIMITED TO ANY HOLDER OF CLASS A SHARES OR SPONSOR SHAREHOLDER LOANS IN RESPECT OF THEIR HOLDING OF SPONSOR SHAREHOLDER LOANS, PREFERENCE SHARES AND CLASS A SHARES AS OF SUCH DATE, NET OF ANY TRANSACTION FEES OR EXPENSES INCURRED BY SUCH HOLDERS UPON A CHANGE OF CONTROL AS DETERMINED BY THE BOARD ("AGGREGATE SPONSOR DISTRIBUTIONS"), WILL SATISFY THE EFFECTIVE THRESHOLD, AND SUCH ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. AFTER THE SWEET ALLOCATION (SEE CLASS C SHARES BELOW), ANY REMAINING ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. THE HOLDERS OF CLASS B5 SHARES SHALL BE ENTITLED TO ANY SUM CAPITALISED FROM PROFITS OF THE COMPANY IN THE SAME PROPORTIONS AS STATED ABOVE. THE CLASS B5 SHARES ARE NON-REDEEMABLE.

Class of Shares:	B6	Number allotted	3640
	ORDINARY	Aggregate nominal value:	364
Currency:	GBP		

Prescribed particulars

THE HOLDERS OF CLASS B6 SHARES SHALL BE ENTITLED TO VOTE IN ANY MEETING ON ANY MATTERS WHICH ARE SUBJECT TO THE VOTE OF THE SHAREHOLDERS UNDER THE ARTICLES OF THE COMPANY OR MANDATORY PROVISIONS OF APPLICABLE LAW. THE HOLDERS OF CLASS B2 SHARES SHALL BE ENTITLED TO RECEIVE DISTRIBUTIONS AFTER HOLDERS OF CLASS C SHARES HAVE RECEIVED THEIR PREFERENTIAL RETURN UP TO THE SUM OF £3,000. PRIOR TO SUCH TIME AS EACH HOLDER OF CLASS A AND CLASSES B 1 -8 SHARES HAS RECEIVED AN AMOUNT EQUAL TO THE PRODUCT OF (X) THE AGGREGATE AMOUNT OF DISTRIBUTIONS MADE TO THE HOLDERS OF CLASS C SHARES UP TO AND INCLUDING THE RECEIPT BY HOLDERS OF CLASS C SHARES OF £3,000, MULTIPLIED BY (Y) FOUR ("A AND B CATCH UP"), ALL DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES

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Class of Shares:	B7	Number allotted	5690
	ORDINARY	Aggregate nominal value:	569
Currency:	GBP		

Prescribed particulars

THE HOLDERS OF CLASS B7 SHARES SHALL BE ENTITLED TO VOTE IN ANY MEETING ON ANY MATTERS WHICH ARE SUBJECT TO THE VOTE OF THE SHAREHOLDERS UNDER THE ARTICLES OF THE COMPANY OR MANDATORY PROVISIONS OF APPLICABLE LAW. THE HOLDERS OF CLASS B7 SHARES SHALL BE ENTITLED TO RECEIVE DISTRIBUTIONS AFTER HOLDERS OF CLASS C SHARES HAVE RECEIVED THEIR PREFERENTIAL RETURN UP TO THE SUM OF £3,000. PRIOR TO SUCH TIME AS EACH HOLDER OF CLASS A AND CLASSES B 1 -8 SHARES HAS RECEIVED AN AMOUNT EQUAL TO THE PRODUCT OF (X) THE AGGREGATE AMOUNT OF DISTRIBUTIONS MADE TO THE HOLDERS OF CLASS C SHARES UP TO AND INCLUDING THE RECEIPT BY HOLDERS OF CLASS C SHARES OF £3,000, MULTIPLIED BY (Y) FOUR ("A AND B CATCH UP"), ALL DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. AFTER SUCH TIME THE HOLDERS OF CLASS A AND CLASSES B 1-8 SHARES SHALL BE ENTITLED TO RECEIVE ALL DISTRIBUTIONS MADE BY THE COMPANY (THE "ORDINARY DISTRIBUTIONS") PARI PASSU AND NOT ALLOCATED TO THE HOLDERS OF CLASS C SHARES ACCORDING TO THE RIGHTS ATTACHING TO THOSE SHARES ("C ORDINARY DISTRIBUTION RIGHTS"), AND SUCH DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER, PROVIDED THAT, IN RESPECT OF ANY ORDINARY DISTRIBUTION, IF (A) CERTAIN SPECIFIED HURDLES ARE SATISFIED BUT (B) THE AMOUNT OF SUCH ORDINARY DISTRIBUTION IS INSUFFICIENT TO DISTRIBUTE TO THE HOLDERS OF CLASS C SHARES THE FULL AMOUNT ALLOCABLE TO SUCH HOLDERS IN ACCORDANCE WITH THE C ORDINARY DISTRIBUTION RIGHTS WHILE STILL SATISFYING SUCH SPECIFIED THRESHOLD (AN "INSUFFICIENT DISTRIBUTION EVENT", AND SUCH THRESHOLD, THE "EFFECTIVE THRESHOLD"), THEN SUCH ORDINARY DISTRIBUTIONS FROM SUCH INSUFFICIENT DISTRIBUTION EVENT SHALL INSTEAD BE ALLOCATED AS FOLLOWS: HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES SHALL BE ENTITLED TO RECEIVE A PORTION OF SUCH ORDINARY DISTRIBUTIONS SUCH THAT THE AGGREGATE AMOUNT OF ALL DISTRIBUTIONS MADE BY THE COMPANY AND SCP ACQUISITION MIDCO LIMITED TO ANY HOLDER OF CLASS A SHARES OR SPONSOR SHAREHOLDER LOANS IN RESPECT OF THEIR HOLDING OF SPONSOR SHAREHOLDER

LOANS, PREFERENCE SHARES AND CLASS A SHARES AS OF SUCH DATE, NET OF ANY TRANSACTION FEES OR EXPENSES INCURRED BY SUCH HOLDERS UPON A CHANGE OF CONTROL AS DETERMINED BY THE BOARD ("AGGREGATE SPONSOR DISTRIBUTIONS"), WILL SATISFY THE EFFECTIVE THRESHOLD, AND SUCH ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. AFTER THE SWEET ALLOCATION (SEE CLASS C SHARES BELOW), ANY REMAINING ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. THE HOLDERS OF CLASS B7 SHARES SHALL BE ENTITLED TO ANY SUM CAPITALISED FROM PROFITS OF THE COMPANY IN THE SAME PROPORTIONS AS STATED ABOVE. THE CLASS B7 SHARES ARE NON-REDEEMABLE.

Class of Shares:	B8	Number allotted	5690
	ORDINARY	Aggregate nominal value:	569
Currency:	GBP		

Prescribed particulars

THE HOLDERS OF CLASS B8 SHARES SHALL BE ENTITLED TO VOTE IN ANY MEETING ON ANY MATTERS WHICH ARE SUBJECT TO THE VOTE OF THE SHAREHOLDERS UNDER THE ARTICLES OF THE COMPANY OR MANDATORY PROVISIONS OF APPLICABLE LAW. THE HOLDERS OF CLASS B8 SHARES SHALL BE ENTITLED TO RECEIVE DISTRIBUTIONS AFTER HOLDERS OF CLASS C SHARES HAVE RECEIVED THEIR PREFERENTIAL RETURN UP TO THE SUM OF £3,000. PRIOR TO SUCH TIME AS EACH HOLDER OF CLASS A AND CLASSES B 1 -8 SHARES HAS RECEIVED AN AMOUNT EQUAL TO THE PRODUCT OF (X) THE AGGREGATE AMOUNT OF DISTRIBUTIONS MADE TO THE HOLDERS OF CLASS C SHARES UP TO AND INCLUDING THE RECEIPT BY HOLDERS OF CLASS C SHARES OF £3,000, MULTIPLIED BY (Y) FOUR ("A AND B CATCH UP"), ALL DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. AFTER SUCH TIME THE HOLDERS OF CLASS A AND CLASSES B 1-8 SHARES SHALL BE ENTITLED TO RECEIVE ALL DISTRIBUTIONS MADE BY THE COMPANY (THE "ORDINARY DISTRIBUTIONS") PARI PASSU AND NOT ALLOCATED TO THE HOLDERS OF CLASS C SHARES ACCORDING TO THE RIGHTS ATTACHING TO THOSE SHARES ("C ORDINARY DISTRIBUTION RIGHTS"), AND SUCH DISTRIBUTIONS

SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER, PROVIDED THAT, IN RESPECT OF ANY ORDINARY DISTRIBUTION, IF (A) CERTAIN SPECIFIED HURDLES ARE SATISFIED BUT (B) THE AMOUNT OF SUCH ORDINARY DISTRIBUTION IS INSUFFICIENT TO DISTRIBUTE TO THE HOLDERS OF CLASS C SHARES THE FULL AMOUNT ALLOCABLE TO SUCH HOLDERS IN ACCORDANCE WITH THE C ORDINARY DISTRIBUTION RIGHTS WHILE STILL SATISFYING SUCH SPECIFIED THRESHOLD (AN "INSUFFICIENT DISTRIBUTION EVENT", AND SUCH THRESHOLD, THE "EFFECTIVE THRESHOLD"), THEN SUCH ORDINARY DISTRIBUTIONS FROM SUCH INSUFFICIENT DISTRIBUTION EVENT SHALL INSTEAD BE ALLOCATED AS FOLLOWS: HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES SHALL BE ENTITLED TO RECEIVE A PORTION OF SUCH ORDINARY DISTRIBUTIONS SUCH THAT THE AGGREGATE AMOUNT OF ALL DISTRIBUTIONS MADE BY THE COMPANY AND SCP ACQUISITION MIDCO LIMITED TO ANY HOLDER OF CLASS A SHARES OR SPONSOR SHAREHOLDER LOANS IN RESPECT OF THEIR HOLDING OF SPONSOR SHAREHOLDER LOANS, PREFERENCE SHARES AND CLASS A SHARES AS OF SUCH DATE, NET OF ANY TRANSACTION FEES OR EXPENSES INCURRED BY SUCH HOLDERS UPON A CHANGE OF CONTROL AS DETERMINED BY THE BOARD ("AGGREGATE SPONSOR DISTRIBUTIONS"), WILL SATISFY THE EFFECTIVE THRESHOLD, AND SUCH ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. AFTER THE SWEET ALLOCATION (SEE CLASS C SHARES BELOW), ANY REMAINING ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES PRO RATA BASED ON THE NUMBER OF CLASS A SHARES AND CLASSES B 1-8 SHARES HELD BY EACH SUCH HOLDER. THE HOLDERS OF CLASS B8 SHARES SHALL BE ENTITLED TO ANY SUM CAPITALISED FROM PROFITS OF THE COMPANY IN THE SAME PROPORTIONS AS STATED ABOVE. THE CLASS B8 SHARES ARE NON-REDEEMABLE.

Class of Shares:	C	Number allotted	138534
	ORDINARY	Aggregate nominal value:	138.534
Currency:	GBP		

Prescribed particulars

THE HOLDERS OF CLASS C SHARES SHALL CARRY NO VOTING RIGHTS AND SHALL NOT, IN SUCH CAPACITY, BE ENTITLED TO VOTE ON ANY MATTER IN RESPECT OF THE COMPANY.

THE HOLDERS OF CLASS C SHARES SHALL BE ENTITLED TO RECEIVE DISTRIBUTIONS AFTER HOLDERS OF PREFERENCE SHARES HAVE RECEIVED THEIR ENTITLEMENTS. PRIOR TO SUCH TIME AS EACH HOLDER OF CLASS C SHARES HAS RECEIVED AN AMOUNT OF £3,000, THE HOLDERS OF CLASS C SHARES SHALL BE ENTITLED TO RECEIVE A PREFERENTIAL RETURN WHICH SHALL BE ALLOCATED IN EQUAL PROPORTIONS BETWEEN THE HOLDERS OF CLASS C SHARES REGARDLESS OF THE NUMBER OF CLASS C SHARES HELD BY EACH SUCH HOLDER, WHEREUPON SUCH CALCULATION SHALL CEASE TO APPLY ON ALL FUTURE DISTRIBUTIONS. AFTER THE HOLDERS OF CLASS A SHARES AND CLASSES B 1-8 SHARES HAVE RECEIVED AN AMOUNT EQUAL TO THE A AND B CATCH UP (SEE CLASS A SHARES ABOVE, THE HOLDERS OF CLASS C SHARES SHALL BE ENTITLED TO RECEIVE A PROPORTION OF ALL FURTHER DISTRIBUTIONS MADE BY THE COMPANY ("ORDINARY DISTRIBUTIONS") IN AN AMOUNT EQUAL TO (I) THE RATCHET PERCENTAGE (AS DEFINED BELOW) MULTIPLIED BY THE RATCHET DILUTION FACTOR (AS DEFINED BELOW) ("CLASS C PERCENTAGE") (II) MULTIPLIED BY THE AGGREGATE ORDINARY DISTRIBUTIONS, AND SUCH ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS C SHARES PRO RATA BASED ON THE NUMBER OF CLASS C SHARES HELD BY EACH SUCH HOLDER, PROVIDED THAT, IN RESPECT OF ANY ORDINARY DISTRIBUTION, IF (A) CERTAIN SPECIFIED HURDLES ARE SATISFIED BUT (B) THE AMOUNT OF SUCH ORDINARY DISTRIBUTION IS INSUFFICIENT TO DISTRIBUTE TO THE HOLDERS OF CLASS C SHARES THE FULL AMOUNT ALLOCABLE TO SUCH HOLDERS IN ACCORDANCE WITH THEIR ORDINARY DISTRIBUTION RIGHTS WHILE STILL SATISFYING SPECIFIED THRESHOLD (AN "INSUFFICIENT DISTRIBUTION EVENT", AND SUCH THRESHOLD, THE "EFFECTIVE THRESHOLD"), THEN SUCH ORDINARY DISTRIBUTIONS FROM SUCH INSUFFICIENT DISTRIBUTION EVENT SHALL INSTEAD BE ALLOCATED TO THE HOLDERS OF CLASS C SHARES IN AN AMOUNT EQUAL TO THE REMAINDER OF SUCH ORDINARY DISTRIBUTIONS NOT ALLOCATED TO THE HOLDERS OF CLASS A AND CLASS B SHARES IN ACCORDANCE WITH THEIR ENTITLEMENTS, AND SUCH ORDINARY DISTRIBUTIONS SHALL BE ALLOCATED AMONG THE HOLDERS OF CLASS C SHARES PRO RATA BASED ON THE NUMBER OF CLASS C SHARES HELD BY EACH SUCH HOLDER. RATCHET PERCENTAGE MEANS IN RESPECT OF ANY PROPOSED ORDINARY DISTRIBUTION A PERCENTAGE AS DETERMINED BY THE BOARD OF THE COMPANY USING THE FOLLOWING METHODOLOGY. IF, AFTER HYPOTHETICALLY ALLOCATING ALL DISTRIBUTIONS MADE BY THE COMPANY, THE AGGREGATE SPONSOR DISTRIBUTIONS (SEE CLASS A SHARES ABOVE) WOULD BE GREATER THAN OR EQUAL TO THE PRODUCT OF (X) THE AMOUNT INVESTED BY THE SPONSOR IN CASH IN THE COMPANY OR ANY OF ITS SUBSIDIARIES BY WAY OF ANY SUBSCRIPTION FOR SHAREHOLDER

LOANS, PREFERENCE SHARE OR CLASS A SHARES LESS £5,000,000, MULTIPLIED BY (Y) A CERTAIN THRESHOLD, THEN SUCH THRESHOLD SHALL BE DEEMED SATISFIED IN RESPECT OF SUCH ORDINARY DISTRIBUTION. THE RATCHET PERCENTAGE APPLICABLE TO SUCH ORDINARY DISTRIBUTION SHALL BE THE PERCENTAGE CORRESPONDING TO THE HIGHEST THRESHOLD WHICH HAS BEEN SO SATISFIED IN RESPECT OF SUCH ORDINARY DISTRIBUTION (THE "RATCHET PERCENTAGE"). RATCHET DILUTION FACTOR MEANS, AS OF ANY DATE OF DETERMINATION, A FRACTION, (X) THE NUMERATOR OF WHICH EQUALS THE AGGREGATE NUMBER OF SHARES OR OTHER EQUITY SECURITIES AS OF 19 JANUARY 2015 (ON THE BASIS THAT 138,534 CLASS C SHARES SHALL BE DEEMED TO HAVE BEEN ISSUED ON 19 JANUARY 2015) AND (Y) THE DENOMINATOR OF WHICH EQUALS THE AGGREGATE NUMBER OF SHARES OR OTHER EQUITY SECURITIES AS OF SUCH DATE OF DETERMINATION; PROVIDED THAT IF THE FOREGOING FRACTION EXCEEDS 1, THE RATCHET DILUTION FACTOR SHALL BE DEEMED 1 FOR ALL. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN RESPECT OF ANY ORDINARY DISTRIBUTIONS TO BE MADE (SAVE IN THE CASE OF AN INSUFFICIENT DISTRIBUTION EVENT),

Class of Shares:	PREFERENCE	Number allotted	13853473
	SHARES	Aggregate nominal value:	13853473
Currency:	GBP		
Prescribed particulars			
NON-VOTING PREFERENCE SHARES.			

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	14546146
		Total aggregate nominal value:	13859688.9199
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

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