

**Return of Allotment of Shares**Company Name: **Lorega Holdings Limited**Company Number: **09665419**Received for filing in Electronic Format on the: **29/09/2016**

X5GJ6T8Z

Shares Allotted (including bonus shares)

| Date or period during which shares are allotted | From | To |
|--|-------------------|-------------------|
| | 15/09/2016 | 15/09/2016 |

| | | | |
|-------------------------|-------------------|-----------------------------|---------------|
| Class of Shares: | ORDINARY-B | Number allotted | 105000 |
| Currency: | GBP | Nominal value of each share | 0.01 |
| | | Amount paid: | 0.01 |
| | | Amount unpaid: | 0 |

No shares allotted other than for cash

Statement of Capital (Share Capital)

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|-------------------------|-----------------|--------------------------|----------------|
| Class of Shares: | ORDINARY | Number allotted | 1151900 |
| Currency: | GBP | Aggregate nominal value: | 11519 |

Prescribed particulars

VOTING: ONE VOTE PER SHARE. REDEEMABLE: NON-REDEEMABLE. DIVIDENDS. FOLLOWING PAYMENT OF THE PARTICIPATING DIVIDEND TO THE A ORDINARY SHARES, ANY FURTHER PROFITS RESOLVED TO BE DISTRIBUTED SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND SHARES PRO RATA. RETURN OF CAPITAL: ON A RETURN OF CAPITAL OR ANY EXIT EVENT, THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE SHAREHOLDERS AND/OR ANY EXIT PROCEEDS SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING THE HOLDERS OF THE A LOAN NOTES AND AA LOAN NOTES ISSUED BY THE COMPANY, THE FULL AMOUNT OWED UNDER SUCH LOAN NOTES TOGETHER WITH THE ACCRUED INTEREST; (B) SECOND, IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES ALL UNPAID ARREARS AND ACCRUALS OF THEIR PARTICIPATING DIVIDEND; (C) THIRDLY, IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES AN AMOUNT PER ORDINARY SHARE EQUAL TO THE PARTICIPATING DIVIDEND PREVIOUSLY DECLARED AND PAID TO THE HOLDERS OF THE A ORDINARY SHARES ON EACH A ORDINARY SHARE; AND (D) FOURTHLY, THE BALANCE SHALL BE PAID TO THE HOLDERS OF THE A ORDINARY SHARES, ORDINARY SHARES AND B ORDINARY SHARES IN PROPORTION TO THE NUMBER OF SUCH A ORDINARY SHARES, ORDINARY SHARES AND B ORDINARY SHARES HELD BY THEM.

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|-------------------------|------------------------|--------------------------|-----------------|
| Class of Shares: | ORDINARY- A | Number allotted | 1243953 |
| | | Aggregate nominal value: | 12439.53 |
| Currency: | GBP | | |

Prescribed particulars

VOTING: ONE VOTE PER SHARE. REDEEMABLE: NON-REDEEMABLE. DIVIDENDS. FOLLOWING PAYMENT OF THE PARTICIPATING DIVIDEND TO THE A ORDINARY SHARES, ANY FURTHER PROFITS RESOLVED TO BE DISTRIBUTED SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND SHARES PRO RATA. RETURN OF CAPITAL: ON A RETURN OF CAPITAL OR ANY EXIT EVENT, THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE SHAREHOLDERS AND/OR ANY EXIT PROCEEDS SHALL BE

APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING THE HOLDERS OF THE A LOAN NOTES AND AA LOAN NOTES ISSUED BY THE COMPANY, THE FULL AMOUNT OWED UNDER SUCH LOAN NOTES TOGETHER WITH THE ACCRUED INTEREST; (B) SECOND, IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES ALL UNPAID ARREARS AND ACCRUALS OF THEIR PARTICIPATING DIVIDEND; (C) THIRDLY, IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES AN AMOUNT PER ORDINARY SHARE EQUAL TO THE PARTICIPATING DIVIDEND PREVIOUSLY DECLARED AND PAID TO THE HOLDERS OF THE A ORDINARY SHARES ON EACH A ORDINARY SHARE; AND (D) FOURTHLY, THE BALANCE SHALL BE PAID TO THE HOLDERS OF THE A ORDINARY SHARES, ORDINARY SHARES AND B ORDINARY SHARES IN PROPORTION TO THE NUMBER OF SUCH A ORDINARY SHARES, ORDINARY SHARES AND B ORDINARY SHARES HELD BY THEM.

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|-------------------------|-------------------|--------------------------|---------------|
| Class of Shares: | ORDINARY-B | Number allotted | 105000 |
| | | Aggregate nominal value: | 1050 |
| Currency: | GBP | | |

Prescribed particulars

VOTING: DO NOT CARRY THE RIGHT TO VOTE. REDEEMABLE: NON-REDEEMABLE. DIVIDENDS: DO NOT CARRY THE RIGHT TO RECEIVE DIVIDENDS. RETURN OF CAPITAL: ON A RETURN OF CAPITAL OR ANY EXIT EVENT, THE AMOUNT AVAILABLE TO THE SHAREHOLDERS AND/OR ANY EXIT PROCEEDS SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING THE HOLDERS OF THE A LOAN NOTES AND AA LOAN NOTES ISSUED BY THE COMPANY, THE FULL AMOUNT OWED UNDER SUCH LOAN NOTES TOGETHER WITH ANY ACCRUED INTEREST; (B) SECOND, IN PAYING THE HOLDERS OF THE A ORDINARY SHARES ALL UNPAID ARREARS AND ACCRUALS OF THEIR PARTICIPATING DIVIDEND; (C) THIRDLY, IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES AN AMOUNT PER ORDINARY SHARE EQUAL TO THE PARTICIPATING DIVIDEND PREVIOUSLY DECLARED AND PAID TO THE HOLDERS OF THE A ORDINARY SHARES ON EACH A ORDINARY SHARE; AND (D) FOURTHLY, THE BALANCE SHALL BE PAID TO THE HOLDERS OF THE A ORDINARY SHARES, ORDINARY SHARES AND B ORDINARY SHARES IN PROPORTION TO THE NUMBER OF SUCH A ORDINARY SHARES, ORDINARY SHARES AND B ORDINARY SHARES HELD BY THEM, PROVIDED ALWAYS THAT SHOULD THE EBITDA OF THE COMPANY AND ITS GROUP IMMEDIATELY PRIOR TO AN EXIT EVENT EXCEED £1,500,000, THE B ORDINARY SHARES IN ISSUE SHALL BE INCREASED AS A PERCENTAGE OF ALL THE SHARES OF THE COMPANY IN ISSUE IMMEDIATELY PRIOR TO

AN EXIT EVENT BY THE “B PERCENTAGE INCREASE” BEING AN ADDITIONAL 1% FOR EACH £100,000 OVER £1,600,000 TO A MAXIMUM OF 7% FOR AN EBITDA OF £2,200,001 AND ABOVE, OR SHOULD THE EXIT EVENT TAKE PLACE AFTER 18 FEBRUARY 2021, AN ADDITIONAL 1% FOR EACH £100,000 OVER £1,750,000 TO 7% FOR AN EBITDA OF £2,350,001 AND ABOVE.

Statement of Capital (Totals)

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|-----------|------------|--------------------------------|-----------------|
| Currency: | GBP | Total number of shares: | 2500853 |
| | | Total aggregate nominal value: | 25008.53 |
| | | 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.