

SH01

Return of allotment of shares

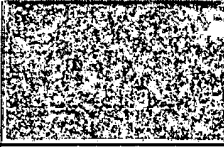
4

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'.

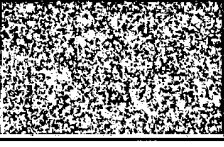
Please use a Statement of Capital continuation page if necessary.

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				
GBP	A ORDINARY	17,405,317	£17,405,317.00	
GBP	A ORDINARY	1000	£1000.00	
GBP	B ORDINARY	2,440,443	£2,440,443.00	
Totals		19,846,760	£19,846,760.00	£0

Currency table B

				
Totals				

Currency table C

				
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
19,846,760	£19,846,760.00	£0

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

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

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

Class of share

A ORDINARY

Prescribed particulars
①

SEE CONTINUATION PAGES ATTACHED

Class of share

B ORDINARY

Prescribed particulars
①

SEE CONTINUATION PAGES ATTACHED

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.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

Laura Della

X

This form may be signed by:

Director ②, Secretary, Person authorised ②, 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.

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Presenter information

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

Contact name ROBERT HARRIS

Company name JONES DAY

Address 21 TUDOR STREET

Post town LONDON

County/Region

Postcode E C 4 Y O D J

Country UK

DX DX67/LONDON CHANCERY

Telephone 020 7039 5665



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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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>Six A directors are appointed to the board by nomination of the A Shareholder. There is a right to appoint two observers to the board of directors</p> <p>It is hereby confirmed that the transfer of the shares by the A Shareholder to its Affiliate does not constitute an Exit from the investment by the A Shareholder and/or Riverside</p> <p>The A Shareholder has the pre-emption rights to acquire the shares in the Company to be sold by the B Shareholder</p> <p>There is a drag-along right over the B shares when the A Shareholder sells all of its shares or a portion and the drag-along right will be proportionate to the number of A shares in total and the number being sold</p> <p>In case of transfer of shares in the B Shareholder without the prior written consent of the A Shareholder, the A Shareholder shall have a right to purchase the shares held by the B Shareholder that relate to the Manager or Minority A Shareholder transferring his or her shares in the B Shareholder</p> <p>In case of an Event of Default by any of the Managers and/or the B Shareholder, the A Shareholder shall also be entitled to, at its sole discretion without prejudice of its right to receive compensation, purchase all the defaulting Member's shares</p> <p>Should the B Shareholder decide not to participate in a given capital increase in the Company, shares initially offered to the B Shareholder shall be reoffered to the A Shareholder</p> <p>The A Shareholder is entitled to grant loan(s) and/or a subordinated loan(s) to the Company, which may be subsequently converted to new shares in the Company's share capital at the issue price agreed or fixed in accordance with the valuation procedure after such procedure has been carried out</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY	
Prescribed particulars	<p>One B director is appointed to the board by nomination of the B Shareholder. There is a right to appoint two observers to the board of directors.</p> <p>The B Shareholder and the Managers shall remain jointly and severally liable for any obligation or liability which the Affiliate may have under this Agreement. The Affiliate (transferee) shall also assume an obligation to transfer the Shares back to the B Shareholder (transferor) before such Affiliate ceases to be an Affiliate of the B Shareholder.</p> <p>There is a tag-along right when the A Shareholder sells all of its shares or a portion and the tag-along right will be proportionate to the number of A shares in total and the number being sold.</p> <p>The B Shareholder will be entitled to participate and invest jointly with the A Shareholder in any future capital increases on a pari passu basis. The B Shareholder shall be entitled to exercise its right mentioned in the preceding sentence together with the A Shareholder or within 6 (six) months of the date the share capital increase is made by the A Shareholder, at the same valuation (on a pari passu basis) as the A Shareholder.</p> <p>The following actions adopted by the general meeting require consent and voting for the resolution by the B Shareholder:</p> <ul style="list-style-type: none"> - winding up of the Company, except for situations resulting from a general reorganisation of the group, - starting liquidation proceedings of the Company, except for situations resulting from a general reorganisation of the group, - any alteration of the articles or other constitutional documents of the Company which would have an adverse effect on the rights of the B Shareholder in its capacity as a Shareholder, unless the rights of the other Shareholders would suffer an equivalent pro rata adverse effect or unless it consists of a capital increase or issuance of shares, - any Member contribution or Member loan which is convertible into shares and which Member contribution or Member loan is made without a genuine business reason and has as its main purpose the dilution of the amount of shares held by any Member. <p>If the Board of Directors recommends a payment of a dividend or other capital repayment from the Company to any of the Members, it shall notify all the Members of such fact. The B Shareholder, acting reasonably, is entitled to block the payment of such a dividend or capital repayment if:</p> <ul style="list-style-type: none"> - it is damaging to the Company, or - it is only made for the purpose of the dilution of the other shareholders of the Company (i.e. in the case it is a spurious injection), and it does not serve any other purpose of the Company (including but not limited to funding an add-on acquisition, funding acquisition of important IP or assets, helping the Company in a distress situation, curing financial covenants, satisfying requirements of the financing bank(s), etc.), <p>provided that the B Shareholder delivers to the Board of Directors a written veto notice (in the form attached to the Shareholders Agreement as Schedule 5.5.2) within 10 (ten) Business Days of the delivery of the above-mentioned notification on the planned payment.</p>	