

CS01

Confirmation statement

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Go online to file this information  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A fee may be payable with this form  
Please see 'How to pay'

☒ **What this form is for**  
You may use this form to confirm  
that the company has filed up to  
date. You must file a confirmation  
statement at least once every year.

☒ **What this form is NO**  
You cannot use this form for  
changes to the company  
people with significant  
(PSC), registered office  
or single alternative in-  
address (SAIL) information.

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24/10/2020

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COMPANIES HOUSE

**Before you start**

You can check your company details for free on our online service:

<https://beta.companieshouse.gov.uk>

**Change to your company information**

If you need to make any changes to:

- Part 1 Principal business activities or standard industrial classification (SIC)
- Part 2 Statement of capital
- Part 3 Trading status of shares and exemption from keeping a register of people with significant control (PSC)
- Part 4 Shareholder information

Use the additional parts of this form to do this.

**Other changes**

If you need to make any  
changes to:

- registered office address
- single alternative inspection address (SAIL) and company records
- officer appointments
- information about people with significant control

You must do this separately  
before or at the same time as this  
confirmation statement.

**1 Company details**

Company number 1 0 0 5 3 0 0 4

Company name in full SOUTHERN COMMUNICATIONS GROUP LIMITED

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

**2 Confirmation date**

Please give the confirmation statement date. You must deliver this form within  
14 days of this date. Please check your company records for the date of your  
confirmation period.

Confirmation date 1 2018 10 31

**1 Check when your confirmation  
statement is due**  
To check your confirmation  
statement date:  
<https://beta.companieshouse.gov.uk>

You can make a statement at  
any time during the confirmation  
period. This will change your next  
confirmation date.

**3 Confirmation statement**

I confirm that all information required to be delivered by the company pursuant  
to section 853A(1)(a) of the Companies Act 2006 in relation to the confirmation  
period ending on the confirmation date above either has been delivered or is  
being delivered with this statement.

Signature

Signature

X

This form may be signed by:  
Director 2, Secretary, Person authorised 3, Charity commission receiver and  
manager, CIC manager, Judicial factor.

**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.



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

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06/17 Version 2.0 Laserform International 6/17



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section B1</b> .	
Class of share	Definitions	
Prescribed particulars <b>1</b>	<p><b>Articles</b> means the Company's articles of association as in force from time to time;</p> <p><b>Board</b> means the board of directors of the Company (or any duly authorized committee thereof) from time to time;</p> <p><b>Business Day</b> means a day on which banks are open for business, other than Saturday or Sunday;</p> <p><b>Company</b> means Southern Communications Group Limited;</p> <p><b>EBT</b> means the Southern Communications Group Limited Employee Benefit Trust constituted pursuant to a trust deed dated 22 August 2018 and made between (1) the Company and (2) Southern Communications EBT Newco Limited;</p> <p><b>EBT P/K Facility Repayment Date</b> means any date on which the EBT makes a repayment or prepayment of principal pursuant to the Senior P/K Facility Agreement;</p> <p><b>Equity Covenants</b> means the covenants set out in Schedule 9 of the Investment Agreement;</p> <p><b>Equity Shares</b> means holders of A ordinary shares, B ordinary shares, C1 ordinary shares, C2 ordinary shares, D ordinary shares, E ordinary shares and G2 ordinary shares.</p> <p><b>Event of Default</b> means as defined in the Senior Facilities Agreement;</p> <p><b>Group Company</b> means each of the undertakings referred to in the definition of these articles of "Group" (and "Group Companies" shall be construed accordingly);</p> <p><b>Insolvency Event</b> means an administration order being made or other proceedings or action taken with a view to the winding up or liquidation (whether voluntary or involuntary) of any Group Company (save for a winding up petition which is stayed or determined within 10 Business Days of commencement and, in any event, prior to the date on which it is advertised) or the cessation of all or a substantial part of the business of the Company or the Group (other than winding up for the purpose of and followed by a reconstruction on terms previously approved by the Majority Holders) or a receiver or an administrator or an administrative receiver being appointed in relation to any Group Company;</p>	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>



CS01 - continuation page  
Confirmation statement

B2

Prescribed particulars

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 B1**.

Class of share	Definitions
Prescribed particulars <b>1</b>	<p><b>Investment Agreement</b> means the agreement for loan stock and share subscriptions dated 11 May 2016 and made between the Company (1), Southern Communications Investments Limited (2), the Managers (3), Livingbridge EP LLP (Livingbridge) (4), the Original Investors (5) and FIS Nominee Limited (6) (as each is defined therein) as adhered to and amended from time to time;</p> <p><b>Investor Consent</b> means the giving of a prior written consent by the Majority Holders;</p> <p><b>Listing</b> means the admission of any Shares to listing on the Official List maintained by the UK Listing Authority and to trading on the Main Market of London Stock Exchange plc and such admission becoming effective or the grant of permission for any Shares to be dealt in on any other recognized investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000) or any other public securities market and such permission becoming effective;</p> <p><b>Majority Holders</b> means the persons who together at the relevant time hold more than 50% in number of the A Ordinary Shares in issue at that time;</p> <p><b>Material Default</b> means any of the following situations:</p> <ul style="list-style-type: none"> <li>(a) the occurrence of an Event of Default (as that term is defined in the Senior Facilities Agreement) whether the Senior Finance Parties have notified such default or not;</li> <li>(b) a: <ul style="list-style-type: none"> <li>i. material breach; and/or</li> <li>ii. persistent breach (which in the context of the rights and protections afforded to the Investors and/or Livingbridge under the Investment Agreement and/or the Articles is material)</li> </ul> by any party (other than an Investor or Livingbridge) of the Investment Agreement and/or these Articles; or <ul style="list-style-type: none"> <li>(a) a breach of an Equity Covenant or Equity Covenants; or</li> <li>(b) the occurrence of an Insolvency Event,</li> </ul> </li> </ul> <p>and in each case, where capable of remedy, the relevant occurrence, situation and/o breach has not been remedied within 14 days of the happening of such occurrence, situation and/or breach;</p>

**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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

Definitions

Prescribed particulars

**1**

**Senior Facilities Agreement**

means the facilities agreement dated 22 August 2018 made between (1) Bidco as Parent, (2) the Original Borrowers (as defined therein), (3) the Original Guarantors (as defined therein), (4) Ares Management Limited and Santander UK PLC as Arrangers, (5) the Original Lenders (as defined therein), (6) Ares Management Limited as Agent and (7) Ares Management Limited as Security Agent;

**Senior Finance Parties**

has the meaning given to the term "Finance Parties" in the Senior Facilities Agreement;

**Senior P/K Facility Agreement**

means the facilities agreement made between, amongst others, (1) the Company and Southern Communications EBT Newco Limited (in its capacity as trustee of the Southern Communications Group Limited Employee Benefit Trust) as Original Borrowers and (2) Ares Management Limited as Agent and Security Agent (each term as defined therein); and

**Share Sale**

Means the completion of any sale of any interest in any Shares (whether in one transaction or a series of transactions) resulting in the transferee (either alone or together with its Connected Persons) holding a Controlling Interest in the Company.

**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.



# CS01 - continuation page

Confirmation statement

**B2**

## Prescribed particulars

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 B1**.

Class of share

A Ordinary Shares

Prescribed particulars

**1**

### Income

Subject to (i) the Board recommending payment of the same and (ii) Investor Consent; and the rights of holders of F ordinary shares, any profits of the Company available for distribution after payment of any due amount of dividend to G1 shareholders which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of Equity Shares *pari passu* (as if the same constituted the same class of share).

### Capital

On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) and on a sale the proceeds of such sale (after the discharge of the loan notes in full (including all accrued interest)) shall be distributed:

- (a) first, in paying to the holders of G1 ordinary shares the sum of £6,000,000 in aggregate (to be paid *pari passu* as amongst the G1 ordinary shares) and if there is a shortfall, the assets shall be distributed to the holders of the G1 ordinary shares in proportion to the numbers of G1 ordinary shares held by each of them, respectively;
- (b) second, amongst the holders of the Equity Shares (other than the G2 ordinary shares) and F ordinary shares amounts until the aggregate sum of £61,000,000 has been distributed to the holders of shares pursuant to the above distribution, the distribution to be allocated amongst the holders of such shares is as follows:
  - I. in respect of the F ordinary shares, 10.909 per cent of such amount (to be paid *pari passu* as amongst the F ordinary shares); and
  - II. in respect of the Equity Shares (other than the G2 ordinary shares), 89.091 per cent of such amount (to be paid *pari passu* as amongst the Equity Shares (other than the G2 ordinary shares) as if they constituted one class of share); and
- (c) finally, in paying the balance to the holders of the Equity Shares (*pari passu* as if they constituted one class of share) in proportion to the number of the Equity Shares held by each of them respectively.

### **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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section B1</b> .	<b>1</b> Prescribed particulars of rights attached to shares
Class of share	A Ordinary Shares	The particulars are:
<b>1</b> Prescribed particulars	<p><b>Voting</b></p> <p>(a) on a show of hands, every shareholder holding one or more Equity Shares (excluding the C2 ordinary shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote;</p> <p>(b) on a poll, every shareholder (except for a holder of E ordinary shares, C2 ordinary shares, F ordinary shares or G1 ordinary shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every equity share (except for E ordinary shares or C2 ordinary shares) of which he is the holder;</p> <p>(c) on a poll, every holder of E ordinary shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have 2.75 votes for every E ordinary share of which he is the holder;</p> <p>(d) on a written resolution, every shareholder holding one or more Equity Shares (excluding the C2 ordinary shares) as at the time on which the first copy of the resolution is sent or submitted to such shareholder in accordance with chapter 2 of part 13 of the Companies Act 2006, shall have one vote for every equity share (except for E ordinary shares or C2 ordinary shares) of which he is the holder and 2.75 votes for every E ordinary share of which he is the holder.</p> <p>If a Material Default has occurred and the Majority Holders deliver a written notice (a 'voting adjustment notice') to that effect to the Company then the voting rights attaching to the A ordinary shares shall be amended with effect from the date of the voting adjustment notice to the effect that in relation to any resolution of the Company (whether proposed at a general meeting of the Company or as a written resolution) each holder of A ordinary shares (or the duly appointed proxy or corporate representative of such shareholder) shall (whether the vote on such resolution, if proposed at any general meeting of the Company, is taken on a show of hands or on a poll) have one hundred thousand votes for every A ordinary share in the capital of the Company of which he is the holder until the earlier of:</p>	<p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

A Ordinary Shares

Prescribed particulars

**1**

- I. the date that the Material Default has been rectified; or
- II. the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.

**Redemption**

All shares are non redeemable, unless the Company issues redeemable shares.

**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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section B1</b> .	
Class of share	B Ordinary Shares	
Prescribed particulars <b>1</b>	<p><b>Income</b> Subject to (i) the Board recommending payment of the same and (ii) Investor Consent; and the rights of holders of F ordinary shares, any profits of the Company available for distribution after payment of any due amount of dividend to G1 shareholders which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of Equity Shares pari passu (as if the same constituted the same class of share).</p> <p><b>Capital</b> On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) and on a sale the proceeds of such sale (after the discharge of the loan notes in full (including all accrued interest)) shall be distributed:</p> <p>(a) first, in paying to the holders of G1 ordinary shares the sum of £6,000,000 in aggregate (to be paid pari passu as amongst the G1 ordinary shares) and if there is a shortfall, the assets shall be distributed to the holders of the G1 ordinary shares in proportion to the numbers of G1 ordinary shares held by each of them, respectively;</p> <p>(b) second, amongst the holders of the Equity Shares (other than the G2 ordinary shares) and F ordinary shares amounts until the aggregate sum of £61,000,000 has been distributed to the holders of shares pursuant to the above distribution, the distribution to be allocated amongst the holders of such shares is as follows:</p> <p style="padding-left: 40px;">I. in respect of the F ordinary shares, 10.909 per cent of such amount (to be paid pari passu as amongst the F ordinary shares); and</p> <p style="padding-left: 40px;">II. in respect of the Equity Shares (other than the G2 ordinary shares), 89.091 per cent of such amount (to be paid pari passu as amongst the Equity Shares (other than the G2 ordinary shares) as if they constituted one class of share); and</p> <p>(c) finally, in paying the balance to the holders of the Equity Shares (pari passu as if they constituted one class of share) in proportion to the number of the Equity Shares held by each of them respectively.</p>	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

B Ordinary Shares

Prescribed particulars

**1**

**Voting**

- (a) on a show of hands, every shareholder holding one or more Equity Shares (excluding the C2 ordinary shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote;
- (b) on a poll, every shareholder (except for a holder of E ordinary shares, C2 ordinary shares, F ordinary shares or G1 ordinary shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every equity share (except for E ordinary shares or C2 ordinary shares) of which he is the holder;
- (c) on a poll, every holder of E ordinary shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have 2.75 votes for every E ordinary share of which he is the holder;
- (d) on a written resolution, every shareholder holding one or more Equity Shares (excluding the C2 ordinary shares) as at the time on which the first copy of the resolution is sent or submitted to such shareholder in accordance with chapter 2 of part 13 of the Companies Act 2006, shall have one vote for every equity share (except for E ordinary shares or C2 ordinary shares) of which he is the holder and 2.75 votes for every E ordinary share of which he is the holder.

If a Material Default has occurred and the Majority Holders deliver a written notice (a "voting adjustment notice") to that effect to the Company then the voting rights attaching to the A ordinary shares shall be amended with effect from the date of the voting adjustment notice to the effect that in relation to any resolution of the Company (whether proposed at a general meeting of the Company or as a written resolution) each holder of A ordinary shares (or the duly appointed proxy or corporate representative of such shareholder) shall (whether the vote on such resolution, if proposed at any general meeting of the Company, is taken on a show of hands or on a poll) have one hundred thousand votes for every A ordinary share in the capital of the Company of which he is the holder until the earlier of:

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

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

B Ordinary Shares

Prescribed particulars

**1**

- I. the date that the Material Default has been rectified; or
- II. the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.

**Redemption**

All shares are non redeemable, unless the Company issues redeemable shares.

**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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

C1 Ordinary Shares

Prescribed particulars

**1**

**Income**

Subject to (i) the Board recommending payment of the same and (ii) Investor Consent; and the rights of holders of F ordinary shares, any profits of the Company available for distribution after payment of any due amount of dividend to G1 shareholders which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of Equity Shares *pari passu* (as if the same constituted the same class of share).

**Capital**

On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) and on a sale the proceeds of such sale (after the discharge of the loan notes in full (including all accrued interest)) shall be distributed:

- (a) first, in paying to the holders of G1 ordinary shares the sum of £6,000,000 in aggregate (to be paid *pari passu* as amongst the G1 ordinary shares) and if there is a shortfall, the assets shall be distributed to the holders of the G1 ordinary shares in proportion to the numbers of G1 ordinary shares held by each of them, respectively;
- (b) second, amongst the holders of the Equity Shares (other than the G2 ordinary shares) and F ordinary shares amounts until the aggregate sum of £61,000,000 has been distributed to the holders of shares pursuant to the above distribution, the distribution to be allocated amongst the holders of such shares is as follows:
  - I. in respect of the F ordinary shares, 10.909 per cent of such amount (to be paid *pari passu* as amongst the F ordinary shares); and
  - II. in respect of the Equity Shares (other than the G2 ordinary shares), 89.091 per cent of such amount (to be paid *pari passu* as amongst the Equity Shares (other than the G2 ordinary shares) as if they constituted one class of share); and
- (c) finally, in paying the balance to the holders of the Equity Shares (*pari passu* as if they constituted one class of share) in proportion to the number of the Equity Shares held by each of them respectively.

**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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

	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 B1.	<b>1 Prescribed particulars of rights attached to shares</b>
Class of share	C1 Ordinary Shares	
<b>Prescribed particulars</b> <b>1</b>	<p><b>Voting</b></p> <p>(a) on a show of hands, every shareholder holding one or more Equity Shares (excluding the C2 ordinary shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote;</p> <p>(b) on a poll; every shareholder (except for a holder of E ordinary shares, C2 ordinary shares, F ordinary shares or G1 ordinary shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every equity share (except for E ordinary shares or C2 ordinary shares) of which he is the holder;</p> <p>(c) on a poll, every holder of E ordinary shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have 2.75 votes for every E ordinary share of which he is the holder;</p> <p>(d) on a written resolution, every shareholder holding one or more Equity Shares (excluding the C2 ordinary shares) as at the time on which the first copy of the resolution is sent or submitted to such shareholder in accordance with chapter 2 of part 13 of the Companies Act 2006, shall have one vote for every equity share (except for E ordinary shares or C2 ordinary shares) of which he is the holder and 2.75 votes for every E ordinary share of which he is the holder.</p> <p>If a Material Default has occurred and the Majority Holders deliver a written notice (a 'voting adjustment notice') to that effect to the Company then the voting rights attaching to the A ordinary shares shall be amended with effect from the date of the voting adjustment notice to the effect that in relation to any resolution of the Company (whether proposed at a general meeting of the Company or as a written resolution) each holder of A ordinary shares (or the duly appointed proxy or corporate representative of such shareholder) shall (whether the vote on such resolution, if proposed at any general meeting of the Company, is taken on a show of hands or on a poll) have one hundred thousand votes for every A ordinary share in the capital of the Company of which he is the holder until the earlier of:</p>	<p>The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ol> <p>A separate table must be used for each class of share.</p>



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

C1 Ordinary Shares

Prescribed particulars

**1**

- I. the date that the Material Default has been rectified; or
- II. the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.

**Redemption**

All shares are non redeemable, unless the Company issues redeemable shares.

**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.



# CS01 - continuation page

Confirmation statement

**B2**

## Prescribed particulars

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 B1**.

Class of share

C2 Ordinary Shares

Prescribed particulars

**1**

### Income

Subject to (i) the Board recommending payment of the same and (ii) Investor Consent; and the rights of holders of F ordinary shares, any profits of the Company available for distribution after payment of any due amount of dividend to G1 shareholders which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of Equity Shares *pari passu* (as if the same constituted the same class of share).

### Capital

On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) and on a sale the proceeds of such sale (after the discharge of the loan notes in full (including all accrued interest)) shall be distributed:

- (a) first, in paying to the holders of G1 ordinary shares the sum of £6,000,000 in aggregate (to be paid *pari passu* as amongst the G1 ordinary shares) and if there is a shortfall, the assets shall be distributed to the holders of the G1 ordinary shares in proportion to the numbers of G1 ordinary shares held by each of them, respectively;
- (b) second, amongst the holders of the Equity Shares (other than the G2 ordinary shares) and F ordinary shares amounts until the aggregate sum of £61,000,000 has been distributed to the holders of shares pursuant to the above distribution, the distribution to be allocated amongst the holders of such shares is as follows:
  - I. in respect of the F ordinary shares, 10.909 per cent of such amount (to be paid *pari passu* as amongst the F ordinary shares); and
  - II. in respect of the Equity Shares (other than the G2 ordinary shares), 89.091 per cent of such amount (to be paid *pari passu* as amongst the Equity Shares (other than the G2 ordinary shares) as if they constituted one class of share); and
- (c) finally, in paying the balance to the holders of the Equity Shares (*pari passu* as if they constituted one class of share) in proportion to the number of the Equity Shares held by each of them respectively.

### **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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

C2 Ordinary Shares

Prescribed particulars

**1**

**Voting**

The holders of C2 ordinary shares shall not be entitled to attend, vote or speak at general meetings of the Company, nor to vote or receive a written resolution of the Company.

**Redemption**

All shares are non redeemable, unless the Company issues redeemable shares.

**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.



# CS01 - continuation page

Confirmation statement

**B2**

## Prescribed particulars

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 B1**.

Class of share

D Ordinary Shares

Prescribed particulars

**1**

### Income

Subject to (i) the Board recommending payment of the same and (ii) Investor Consent; and the rights of holders of F ordinary shares, any profits of the Company available for distribution after payment of any due amount of dividend to G1 shareholders which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of Equity Shares pari passu (as if the same constituted the same class of share).

### Capital

On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) and on a sale the proceeds of such sale (after the discharge of the loan notes in full (including all accrued interest)) shall be distributed:

- (a) first, in paying to the holders of G1 ordinary shares the sum of £6,000,000 in aggregate (to be paid pari passu as amongst the G1 ordinary shares) and if there is a shortfall, the assets shall be distributed to the holders of the G1 ordinary shares in proportion to the numbers of G1 ordinary shares held by each of them, respectively;
- (b) second, amongst the holders of the Equity Shares (other than the G2 ordinary shares) and F ordinary shares amounts until the aggregate sum of £61,000,000 has been distributed to the holders of shares pursuant to the above distribution, the distribution to be allocated amongst the holders of such shares is as follows:
  - I. in respect of the F ordinary shares, 10.909 per cent of such amount (to be paid pari passu as amongst the F ordinary shares); and
  - II. in respect of the Equity Shares (other than the G2 ordinary shares), 89.091 per cent of such amount (to be paid pari passu as amongst the Equity Shares (other than the G2 ordinary shares) as if they constituted one class of share); and
- (c) finally, in paying the balance to the holders of the Equity Shares (pari passu as if they constituted one class of share) in proportion to the number of the Equity Shares held by each of them respectively.

### **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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

D Ordinary Shares

Prescribed particulars

**1**

**Voting**

- (a) on a show of hands, every shareholder holding one or more Equity Shares (excluding the C2 ordinary shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote;
- (b) on a poll, every shareholder (except for a holder of E ordinary shares, C2 ordinary shares, F ordinary shares or G1 ordinary shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every equity share (except for E ordinary shares or C2 ordinary shares) of which he is the holder;
- (c) on a poll, every holder of E ordinary shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have 2.75 votes for every E ordinary share of which he is the holder;
- (d) on a written resolution, every shareholder holding one or more Equity Shares (excluding the C2 ordinary shares) as at the time on which the first copy of the resolution is sent or submitted to such shareholder in accordance with chapter 2 of part 13 of the Companies Act 2006, shall have one vote for every equity share (except for E ordinary shares or C2 ordinary shares) of which he is the holder and 2.75 votes for every E ordinary share of which he is the holder.

If a Material Default has occurred and the Majority Holders deliver a written notice (a 'voting adjustment notice') to that effect to the Company then the voting rights attaching to the A ordinary shares shall be amended with effect from the date of the voting adjustment notice to the effect that in relation to any resolution of the Company (whether proposed at a general meeting of the Company or as a written resolution) each holder of A ordinary shares (or the duly appointed proxy or corporate representative of such shareholder) shall (whether the vote on such resolution, if proposed at any general meeting of the Company, is taken on a show of hands or on a poll) have one hundred thousand votes for every A ordinary share in the capital of the Company of which he is the holder until the earlier of:

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

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

D Ordinary Shares

Prescribed particulars

1

- I. the date that the Material Default has been rectified; or
- II. the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.

**Redemption**

All shares are non redeemable, unless the Company issues redeemable shares.

**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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

E Ordinary Shares

Prescribed particulars

**1**

**Income**

Subject to (i) the Board recommending payment of the same and (ii) Investor Consent; and the rights of holders of F ordinary shares, any profits of the Company available for distribution after payment of any due amount of dividend to G1 shareholders which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of Equity Shares *pari passu* (as if the same constituted the same class of share).

**Capital**

On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) and on a sale the proceeds of such sale (after the discharge of the loan notes in full (including all accrued interest)) shall be distributed:

- (a) first, in paying to the holders of G1 ordinary shares the sum of £6,000,000 in aggregate (to be paid *pari passu* as amongst the G1 ordinary shares) and if there is a shortfall, the assets shall be distributed to the holders of the G1 ordinary shares in proportion to the numbers of G1 ordinary shares held by each of them, respectively;
- (b) second, amongst the holders of the Equity Shares (other than the G2 ordinary shares) and F ordinary shares amounts until the aggregate sum of £61,000,000 has been distributed to the holders of shares pursuant to the above distribution, the distribution to be allocated amongst the holders of such shares is as follows:
  - I. in respect of the F ordinary shares, 10.909 per cent of such amount (to be paid *pari passu* as amongst the F ordinary shares); and
  - II. in respect of the Equity Shares (other than the G2 ordinary shares), 89.091 per cent of such amount (to be paid *pari passu* as amongst the Equity Shares (other than the G2 ordinary shares) as if they constituted one class of share); and
- (c) finally, in paying the balance to the holders of the Equity Shares (*pari passu* as if they constituted one class of share) in proportion to the number of the Equity Shares held by each of them respectively.

**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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

E Ordinary Shares

Prescribed particulars

**1**

**Voting**

- (a) on a show of hands, every shareholder holding one or more Equity Shares (excluding the C2 ordinary shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote;
- (b) on a poll, every shareholder (except for a holder of E ordinary shares, C2 ordinary shares, F ordinary shares or G1 ordinary shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every equity share (except for E ordinary shares or C2 ordinary shares) of which he is the holder;
- (c) on a poll, every holder of E ordinary shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have 2.75 votes for every E ordinary share of which he is the holder;
- (d) on a written resolution, every shareholder holding one or more Equity Shares (excluding the C2 ordinary shares) as at the time on which the first copy of the resolution is sent or submitted to such shareholder in accordance with chapter 2 of part 13 of the Companies Act 2006, shall have one vote for every equity share (except for E ordinary shares or C2 ordinary shares) of which he is the holder and 2.75 votes for every E ordinary share of which he is the holder.

If a Material Default has occurred and the Majority Holders deliver a written notice (a 'voting adjustment notice') to that effect to the Company then the voting rights attaching to the A ordinary shares shall be amended with effect from the date of the voting adjustment notice to the effect that in relation to any resolution of the Company (whether proposed at a general meeting of the Company or as a written resolution) each holder of A ordinary shares (or the duly appointed proxy or corporate representative of such shareholder) shall (whether the vote on such resolution, if proposed at any general meeting of the Company, is taken on a show of hands or on a poll) have one hundred thousand votes for every A ordinary share in the capital of the Company of which he is the holder until the earlier of:

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

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

E Ordinary Shares

Prescribed particulars

**1**

- I. the date that the Material Default has been rectified; or
- II. the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.

**Redemption**

All shares are non redeemable, unless the Company issues redeemable shares.

**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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section B1</b> .	<b>1 Prescribed particulars of rights attached to shares</b>
Class of share	F Ordinary Shares	The particulars are:
<b>1</b> Prescribed particulars	<p><b>Income</b> Subject to (i) the Board recommending payment of the same and (ii) Investor Consent; and the rights of holders of F ordinary shares, any profits of the Company available for distribution after payment of any due amount of dividend to G1 shareholders which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of Equity Shares pari passu (as if the same constituted the same class of share).</p> <p><b>Capital</b> On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) and on a sale the proceeds of such sale (after the discharge of the loan notes in full (including all accrued interest)) shall be distributed:</p> <p>(a) first, in paying to the holders of G1 ordinary shares the sum of £6,000,000 in aggregate (to be paid pari passu as amongst the G1 ordinary shares) and if there is a shortfall, the assets shall be distributed to the holders of the G1 ordinary shares in proportion to the numbers of G1 ordinary shares held by each of them, respectively;</p> <p>(b) second, amongst the holders of the Equity Shares (other than the G2 ordinary shares) and F ordinary shares amounts until the aggregate sum of £61,000,000 has been distributed to the holders of shares pursuant to the above distribution, the distribution to be allocated amongst the holders of such shares is as follows:</p> <p style="padding-left: 40px;">I. in respect of the F ordinary shares, 10.909 per cent of such amount (to be paid pari passu as amongst the F ordinary shares); and</p> <p style="padding-left: 40px;">II. in respect of the Equity Shares (other than the G2 ordinary shares), 89.091 per cent of such amount (to be paid pari passu as amongst the Equity Shares (other than the G2 ordinary shares) as if they constituted one class of share); and</p> <p>(c) finally, in paying the balance to the holders of the Equity Shares (pari passu as if they constituted one class of share) in proportion to the number of the Equity Shares held by each of them respectively.</p>	<p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

F Ordinary Shares

Prescribed particulars

**1**

**Voting**

The holders of F ordinary shares shall not be entitled to attend, vote or speak at general meetings of the Company, nor to vote or receive a written resolution of the Company.

**Redemption**

All shares are non redeemable, unless the Company issues redeemable shares.

**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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

G1 Ordinary Shares

Prescribed particulars

**1**

**Income**

The holders of G1 ordinary shares shall be entitled to receive, in priority to the holders of any other class of share, a fixed cumulative cash dividend (the "**G1 Dividend**") of two per cent of the amount paid up on such share (including both nominal amount and premium) per annum on each share, such dividend to accrue day to day from the date of subscription for the G1 ordinary shares, to compound annually (such that the G1 Dividend also accrues on the amounts of previously compounded G1 Dividend) and to be payable upon the earlier of:

- (a) a return of assets on liquidation, capital reduction or other distribution of capital;
- (b) a Share Sale or Listing; or
- (c) each EBT PIK Facility Repayment Date,

Provided that in the event a G1 Dividend becomes payable in the circumstances referred to in (c) listed above:

(i) the amount of such payment shall be reduced to such proportion of the G1 Dividend as is equal to the proportion of the principal amount of the Senior PIK Facility Agreement owed by the EBT being repaid or prepaid by the EBT on such date;

(ii) unless and until a G1 Dividend becomes payable pursuant to (a) or (b) above, a G1 Dividend shall become payable in the amount calculated pursuant to (i) above on every EBT PIK Facility Repayment Date; and

(iii) where a G1 Dividend subsequently becomes payable pursuant to (a) or (b) above, the amount of such G1 Dividend shall be reduced by any amount of G1 Dividend previously paid pursuant to (c), (i) and (ii) above.

**Capital**

On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) and on a sale the proceeds of such sale (after the discharge of the loan notes in full (including all accrued interest)) shall be distributed:

**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.



# CS01 - continuation page

Confirmation statement

**B2**

## Prescribed particulars

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 B1**.

Class of share	G1 Ordinary Shares
<b>1</b> Prescribed particulars	<p>(a) first, in paying to the holders of G1 ordinary shares the sum of £6,000,000 in aggregate (to be paid pari passu as amongst the G1 ordinary shares) and if there is a shortfall, the assets shall be distributed to the holders of the G1 ordinary shares in proportion to the numbers of G1 ordinary shares held by each of them, respectively;</p> <p>(b) second, amongst the holders of the Equity Shares (other than the G2 ordinary shares) and F ordinary shares amounts until the aggregate sum of £61,000,000 has been distributed to the holders of shares pursuant to the above distribution, the distribution to be allocated amongst the holders of such shares is as follows:</p> <ol style="list-style-type: none"> <li>I. in respect of the F ordinary shares, 10.909 per cent of such amount (to be paid pari passu as amongst the F ordinary shares); and</li> <li>II. in respect of the Equity Shares (other than the G2 ordinary shares), 89.091 per cent of such amount (to be paid pari passu as amongst the Equity Shares (other than the G2 ordinary shares) as if they constituted one class of share); and</li> </ol> <p>(c) finally, in paying the balance to the holders of the Equity Shares (pari passu as if they constituted one class of share) in proportion to the number of the Equity Shares held by each of them respectively.</p> <p><b>Voting</b> The holders of G1 ordinary shares shall not be entitled to attend, vote or speak at general meetings of the Company, nor to vote or receive a written resolution of the Company.</p> <p><b>Redemption</b> All shares are non redeemable, unless the Company issues redeemable shares.</p>

### **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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

G2 Ordinary Shares

Prescribed particulars

**1**

**Income**

Subject to (i) the Board recommending payment of the same and (ii) Investor Consent; and the rights of holders of F ordinary shares, any profits of the Company available for distribution after payment of any due amount of dividend to G1 shareholders which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of Equity Shares pari passu (as if the same constituted the same class of share).

**Capital**

On a return of assets on liquidation or capital reduction or otherwise the surplus assets of the Company remaining after payment or discharge of its liabilities (as the case may be) and on a sale the proceeds of such sale (after the discharge of the loan notes in full (including all accrued interest)) shall be distributed:

- (a) first, in paying to the holders of G1 ordinary shares the sum of £6,000,000 in aggregate (to be paid pari passu as amongst the G1 ordinary shares) and if there is a shortfall, the assets shall be distributed to the holders of the G1 ordinary shares in proportion to the numbers of G1 ordinary shares held by each of them, respectively;
- (b) second, amongst the holders of the Equity Shares (other than the G2 ordinary shares) and F ordinary shares amounts until the aggregate sum of £61,000,000 has been distributed to the holders of shares pursuant to the above distribution, the distribution to be allocated amongst the holders of such shares is as follows:
  - I. in respect of the F ordinary shares, 10.909 per cent of such amount (to be paid pari passu as amongst the F ordinary shares); and
  - II. in respect of the Equity Shares (other than the G2 ordinary shares), 89.091 per cent of such amount (to be paid pari passu as amongst the Equity Shares (other than the G2 ordinary shares) as if they constituted one class of share); and
- (c) finally, in paying the balance to the holders of the Equity Shares (pari passu as if they constituted one class of share) in proportion to the number of the Equity Shares held by each of them respectively.

**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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

G2 Ordinary Shares

Prescribed particulars

**1**

**Voting**

- (a) on a show of hands, every shareholder holding one or more Equity Shares (excluding the C2 ordinary shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote;
- (b) on a poll, every shareholder (except for a holder of E ordinary shares, C2 ordinary shares, F ordinary shares or G1 ordinary shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every equity share (except for E ordinary shares or C2 ordinary shares) of which he is the holder;
- (c) on a poll, every holder of E ordinary shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have 2.75 votes for every E ordinary share of which he is the holder;
- (d) on a written resolution, every shareholder holding one or more Equity Shares (excluding the C2 ordinary shares) as at the time on which the first copy of the resolution is sent or submitted to such shareholder in accordance with chapter 2 of part 13 of the Companies Act 2006, shall have one vote for every equity share (except for E ordinary shares or C2 ordinary shares) of which he is the holder and 2.75 votes for every E ordinary share of which he is the holder.

If a Material Default has occurred and the Majority Holders deliver a written notice (a 'voting adjustment notice') to that effect to the Company then the voting rights attaching to the A ordinary shares shall be amended with effect from the date of the voting adjustment notice to the effect that in relation to any resolution of the Company (whether proposed at a general meeting of the Company or as a written resolution) each holder of A ordinary shares (or the duly appointed proxy or corporate representative of such shareholder) shall (whether the vote on such resolution, if proposed at any general meeting of the Company, is taken on a show of hands or on a poll) have one hundred thousand votes for every A ordinary share in the capital of the Company of which he is the holder until the earlier of:

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

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.



CS01 - continuation page  
Confirmation statement

**B2**

**Prescribed particulars**

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 B1**.

Class of share

G2 Ordinary Shares

Prescribed particulars

**1**

- I. the date that the Material Default has been rectified; or
- II. the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice.

**Redemption**

All shares are non redeemable, unless the Company issues redeemable shares.

**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.



CS01 - continuation page  
Confirmation statement

**D1**

**Shareholder information for a non-traded company**

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
Paul Bradford	B Ordinary	230,633		/ /
Paul Bradford	C1 Ordinary	40,000		/ /
Paul Bradford	F Ordinary	6,000,000		/ /
Alex Moody	C1 Ordinary	30,000		/ /
Alex Moody	D Ordinary	25,926	45,455	31 / 08 / 2018
Alex Moody	G2 Ordinary	45,455		/ /
David Phillips	C1 Ordinary	20,000		/ /
David Phillips	D Ordinary	57,986		/ /
James Wilson	C1 Ordinary	20,000		/ /
James Wilson	D Ordinary	35,000		/ /
Mathew Kirk	C1 Ordinary	45,000		/ /
Mathew Kirk	D Ordinary	11,364	63,636	31 / 08 / 2018



# CS01 - continuation page

## Confirmation statement

**D1**

### Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
Mathew Kirk	G2 Ordinary	63,636		/ /
Mathew Kirk	G1 Ordinary	0	63,636	23 / 11 / 2018
Alex Moody	G1 Ordinary	0	45,455	23 / 11 / 2018
David Goldie	A Ordinary	3,611		/ /
David Goldie	E Ordinary	20,000		/ /
Southern Communications EBT Newco Limited (No.11511537)	G1 Ordinary	109,091		/ /
Livingbridge 5 LP	A Ordinary	315,096		/ /
Livingbridge 5 Co-Invest LP	A Ordinary	6,293		/ /
Matthew Wring	C2 Ordinary	3,795		/ /
Mark Anthony Sensier	C2 Ordinary	2,529		/ /
Andrew Robinson	C2 Ordinary	1,771		/ /
Malcolm Holland	C2 Ordinary	1,000		/ /



# CS01 - continuation page

## Confirmation statement

**D1**

### Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
Gail Christine Collett	C2 Ordinary	969		/ /
Sean Woodlock	C2 Ordinary	923		/ /
Stuart Andrew Durnell	C2 Ordinary	860		/ /
Graham Stewart McClean	C2 Ordinary	835		/ /
William Edward James Smith	C2 Ordinary	835		/ /
Glyn Miles	C2 Ordinary	835		/ /
Trevor Anthony Gordon	C2 Ordinary	801		/ /
Holly Frances Dolan	C2 Ordinary	799		/ /
Benjamin Wesley Derek Parsons	C2 Ordinary	759		/ /
Grant Dean Packham	C2 Ordinary	759		/ /
Susan Mary Michaelwaite	C2 Ordinary	506		/ /
Sara Jane Holland	C2 Ordinary	253		/ /



# CS01 - continuation page

## Confirmation statement

**D1**

### Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
Simon Campbell	C2 Ordinary	1,771		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /



CS01

Confirmation statement



**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 17712.94

Company name  
Moore Barlow

Address Gateway House, Tollgate

Chandler's Ford

Post town Eastleigh

County/Region Hampshire

Postcode S O 5 3 3 T G

Country

DX DX 38507 Southampton 3

Telephone 023 8071 8000



**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 checked the company information that we hold.
- ☐ You have shown any relevant changes made to your information on the additional parts to this form or filed the appropriate form before or at the same time as this confirmation statement.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee if appropriate.



**How to pay**

You must include a £40 fee with the first Confirmation Statement you file each year. Further Confirmation Statements made in the same year don't require a fee.

Make cheques or postal orders payable to 'Companies House.'



**Important information**

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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)