

**Return of Allotment of Shares**Company Name: **SOUTHERN COMMUNICATIONS GROUP LIMITED**Company Number: **10053004**Received for filing in Electronic Format on the: **12/09/2018**

X7ECJKMW

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
31/08/2018

Class of Shares: F ORDINARYCurrency: **GBP**Number allotted **6000000**Nominal value of each share **0.000001**Amount paid: **1**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	325000
	ORDINARY	Aggregate nominal value:	325
	SHARES		

Currency: GBP

Prescribed particulars

INCOME SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT, ANY PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES PAN 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 AMONGST THE HOLDERS OF THE EQUITY SHARES PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE. VOTING (A) ON A SHOW OF HANDS, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY 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) WHO (BEING AN INDMDUAL) 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) OF WHICH HE IS THE HOLDER; (C) ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY 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) 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 WNTTEN 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: (A) THE DATE THAT THE MATERIAL DEFAULT HAS BEEN RECTIFIED; OR (B) THE DATE THAT THE MAJORITY HOLDERS GIVE NOTICE IN WRITING TO THE COMPANY CANCELLING THE VOTING ADJUSTMENT NOTICE REDEMPTION RIGHTS RNEKORDINARYZNARES ARE NOTREOEEMAOIE.

Class of Shares:	B	Number allotted	230633
	ORDINARY	Aggregate nominal value:	230.633
	SHARES		

Currency: GBP

Prescribed particulars

INCOME SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT, ANY PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES PAN 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 AMONGST THE HOLDERS OF THE EQUITY SHARES PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE. YOTIN (A) ON A SHOW OF HANDS, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY 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 POD, EVERY SHAREHOLDER (EXCEPT FOR A 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 ONE VOTE FOR EVERY EQUITY SHARE (EXCEPT FOR E ORDINARY SHARES) OF WHICH HE IS THE HOLDER; (C) ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY

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) 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: (A) THE DATE THAT THE MATERIAL DEFAULT HAS BEEN RECTIFIED; OR (B) THE DATE THAT THE MAJORITY HOLDERS GIVE NOTICE IN WRITING TO THE COMPANY CANCELLING THE VOTING ADJUSTMENT NOTICE REDEMPTION RIGHTS THE 13 ORDINARY-SHARES AI'E NOT REDEEMABLE.

Class of Shares:	C1	Number allotted	155000
	ORDINARY	Aggregate nominal value:	155
	SHARES		

Currency: **GBP**

Prescribed particulars

INCOME SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT, ANY PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES PAIL 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 AMONGST THE HOLDERS OF THE EQUITY SHARES PAIL PASSU AS IF THE

SAME CONSTITUTED ONE CLASS OF SHARE. VOTING (A) ON A SHOW OF HANDS, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY 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) 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) OF WHICH HE IS THE HOLDER; (C) ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY 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) 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: (A) THE DATE THAT THE MATERIAL DEFAULT HAS BEEN RECTIFIED; OR (B) THE DATE THAT THE MAJORITY HOLDERS GIVE NOTICE IN WRITING TO THE COMPANY CANCELLING THE VOTING ADJUSTMENT NOTICE REDEMPTION RIGHTS ..T. I

Class of Shares:	C2	Number allotted	20000
	ORDINARY	Aggregate nominal value:	20
	SHARES		
Currency:	GBP		
Prescribed particulars			

INCOME: SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT, ANY PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES PAN 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 (AFTER THE DISCHARGE OF THE LOAN STOCK IN FULL (INCLUDING ALL ACCRUED INTEREST)) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE. VOTING: C2 ORDINARY SHARES CARRY NO RIGHTS TO RECEIVE NOTICE OF OR TO ATTEND, SPEAK OR VOTE AT GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON WRITTEN RESOLUTIONS OR ON A POLL. 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: (A) THE DATE THAT THE MATERIAL DEFAULT HAS BEEN RECTIFIED; OR (B) THE DATE THAT THE MAJORITY HOLDERS GIVE NOTICE IN WRITING TO THE COMPANY CANCELLING THE VOTING ADJUSTMENT NOTICE. REDEMPTION RIGHTS: THE C2 ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	D	Number allotted	239367
	ORDINARY	Aggregate nominal value:	239.367
	SHARES		

Currency: **GBP**

Prescribed particulars

INCOME SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT, ANY PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION

WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES PAN 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 AMONGST THE HOLDERS OF THE EQUITY SHARES PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE. VOTING (A) ON A SHOW OF HANDS, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY 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) 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) OF WHICH HE IS THE HOLDER; (C) ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY 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) 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 AT (A) THE DATE THAT THE MATERIAL DEFAULT HAS BEEN RECTIFIED; OR (B) THE DATE THAT THE MAJORITY HOLDERS GIVE NOTICE IN WRITING TO THE COMPANY CANCELLING THE VOTING ADJUSTMENT NOTICE REDEMPTION RIGHTS THE D ORDINARY SNARES ARE NOT REDEEMABLE.

Class of Shares:	E	Number allotted	20000
	ORDINARY	Aggregate nominal value:	60
	SHARES		

Currency: **GBP**

Prescribed particulars

INCOME SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT, ANY PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES PAN 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 AMONGST THE HOLDERS OF THE EQUITY SHARES PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE. VOTING (A) ON A SHOW OF HANDS, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY 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) 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) OF WHICH HE IS THE HOLDER; (C) ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY 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) 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 AT (A) THE DATE THAT THE MATERIAL DEFAULT HAS BEEN RECTIFIED; OR (B) THE DATE THAT THE MAJORITY HOLDERS GIVE NOTICE IN WRITING TO THE COMPANY CANCELLING THE VOTING ADJUSTMENT NOTICE REDEMPTION RIGHTS THE D ORDINARY SNARES ARE NOT REDEEMABLE.

Class of Shares:	F	Number allotted	6000000
	ORDINARY	Aggregate nominal value:	6
Currency:	GBP		

Prescribed particulars

INCOME SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT, ANY PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES PAN 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 AMONGST THE HOLDERS OF THE EQUITY SHARES PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE. VOTING (A) ON A SHOW OF HANDS, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY 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) WHO (BEING AN INDMDUAL) 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) OF WHICH HE IS THE HOLDER; (C) ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY 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) 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 WÑTTEN 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: (A) THE DATE THAT THE MATERIAL DEFAULT HAS BEEN RECTIFIED; OR (B) THE DATE THAT THE MAJORITY HOLDERS GIVE NOTICE IN WRITING TO THE COMPANY CANCELLING THE VOTING ADJUSTMENT NOTICE ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	6990000
		Total aggregate nominal value:	1036
		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.