



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **118 GROUP HOLDINGS LTD**

Company Number: **10298457**



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X811BGH4

Company Name: **118 GROUP HOLDINGS LTD**

Company Number: **10298457**

Confirmation **11/03/2019**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A1	Number allotted	26042
	ORDINARY	Aggregate nominal value:	2604.2
Currency:	GBP		

Prescribed particulars

DIVIDEND!) SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) INVESTOR CONSENT FOR THE PAYMENT OF THE SAME; AND (III) THE REMAINING PROVISIONS OF THIS ARTICLE 4, ANY AVAILABLE PROFITS WHICH THE BOARD DETERMINES SHALL BE DISTRIBUTED BY THE COMPANY IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PRO RATA ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND ALL OTHER SUMS PAYABLE IN PRIORITY SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER: (A) FIRSTLY, IN PAYING TO EACH HOLDER; OF EQUITY SHARES (PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) ANY DIVIDENDS ON SUCH EQUITY SHARES HELD BY SUCH HOLDER WHICH HAVE BEEN DECLARED IN ACCORDANCE WITH ARTICLE 4.1 BUT ARE UNPAID; AND (B) THEREAFTER AND SUBJECT TO ARTICLE 5.2(C), IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF EQUITY SHARES HELD BY THEM RESPECTIVELY (PRO RATA AS IF THE EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PROVIDED ALWAYS THAT NO CONVERTED SHARE SHALL BE ENTITLED TO ANY DISTRIBUTION PURSUANT TO THIS ARTICLE 5.2(B) OF ANY AMOUNT TO THE EXTENT THAT (WHEN TAKING ACCOUNT OF ANY DIVIDENDS OR OTHER DISTRIBUTIONS PREVIOUSLY PAID ON THAT CONVERTED SHARE OR PAID PURSUANT TO ARTICLE 5.2(A) ABOVE) THE AGGREGATE AMOUNT DISTRIBUTED TO IT WOULD EXCEED ITS RELEVANT CONVERSION VALUE. ANY PART OF THE AGGREGATE AMOUNT NOT DISTRIBUTED TO ANY CONVERTED SHARE SHALL BE DISTRIBUTED TO THE HOLDERS OF THE OTHER EQUITY SHARES (OTHER THAN CONVERTED SHARES) ELIGIBLE TO PARTICIPATE IN SUCH DISTRIBUTION PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES. (C) ALL DEFERRED SHARES SHALL ONLY HAVE AN ENTITLEMENT TO

PARTICIPATE PRO RATA IN ANY RETURN OF CAPITAL IN CIRCUMSTANCES IN WHICH THE AMOUNT RETURNED TO A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EXCEEDS 110,000,000 PER EQUITY SHARE, IN WHICH CASE THE HOLDERS OF DEFERRED SHARES SHALL ONLY BE ENTITLED TO RECEIVE AN AGGREGATE AMOUNT OF £1 FOR ALL DEFERRED SHARES THEN IN ISSUE WHICH SHALL BE DISTRIBUTED AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF DEFERRED SHARES HELD BY THEM RESPECTIVELY. VOTING RIGHTS ON A SHOW OF HANDS, ON A POLL AND ON A WRITTEN RESOLUTION THE AL ORDINARY SHARES SHALL CONFER THE RIGHT TO 22.5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME WHICH SHALL BE ALLOCATED AMONGST THE HOLDERS OF AL ORDINARY SHARES IN PROPORTION TO THE NUMBER OF AL ORDINARY SHARES HELD. ON A SHOW OF HANDS, ON A POLL AND ON A WRITTEN RESOLUTION DURING AN INVESTOR CONTROL PERIOD (OTHER THAN A FOUNDER EVENT PERIOD) THE AL ORDINARY SHARES SHALL CONFER THE RIGHT TO 9.95% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME WHICH SHALL BE ALLOCATED AMONGST THE HOLDERS OF AL ORDINARY SHARES IN PROPORTION TO THE NUMBER OF AL ORDINARY SHARES HELD. ON A SHOW OF HANDS, ON A POLL AND ON A WRITTEN RESOLUTION DURING A FOUNDER EVENT PERIOD THE AL ORDINARY SHARES SHALL CONFER THE RIGHT TO (I) IF SUCH FOUNDER EVENT PERIOD IS IN RESPECT OF PAUL SPINKS, 5%; OR (II) IN ALL OTHER CIRCUMSTANCES, 22.5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME WHICH SHALL BE ALLOCATED AMONGST THE HOLDERS OF AL ORDINARY SHARES IN PROPORTION TO THE NUMBER OF AL ORDINARY SHARES HELD. NON RVDEEMABLA AL ORDINARY SHARES ARE NON REDEEMABLE.

Class of Shares:	A2	Number allotted	26042
	ORDINARY	Aggregate nominal value:	2604.2
Currency:	GBP		

Prescribed particulars

DIVIDENDS SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) INVESTOR CONSENT FOR THE PAYMENT OF THE SAME; AND (III) THE REMAINING PROVISIONS OF THIS ARTICLE

Class of Shares:	A3	Number allotted	2316
	ORDINARY	Aggregate nominal value:	1158
Currency:	GBP		

Prescribed particulars

DIVIDENDS SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) INVESTOR CONSENT FOR THE PAYMENT OF THE SAME; AND (III) THE REMAINING PROVISIONS OF THIS ARTICLE 4, ANY AVAILABLE PROFITS WHICH THE BOARD DETERMINES SHALL BE DISTRIBUTED BY THE COMPANY IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PRO RATA ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND ALL OTHER SUMS PAYABLE IN PRIORITY SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER: (A) FIRSTLY, IN PAYING TO EACH HOLDER OF EQUITY SHARES (PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) ANY DIVIDENDS ON SUCH EQUITY SHARES HELD BY SUCH HOLDER WHICH HAVE BEEN DECLARED IN ACCORDANCE WITH ARTICLE 4.1 BUT ARE UNPAID; AND (B) THEREAFTER AND SUBJECT TO ARTICLE 5.2(C), IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF EQUITY SHARES HELD BY THEM RESPECTIVELY (PRO RATA AS IF THE EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PROVIDED ALWAYS THAT NO CONVERTED SHARE SHALL BE ENTITLED TO ANY DISTRIBUTION PURSUANT TO THIS ARTICLE 5.2(B) OF ANY AMOUNT TO THE EXTENT THAT (WHEN TAKING ACCOUNT OF ANY DIVIDENDS OR OTHER DISTRIBUTIONS PREVIOUSLY PAID ON THAT CONVERTED SHARE OR PAID PURSUANT TO ARTICLE 5.2(A) ABOVE) THE AGGREGATE AMOUNT DISTRIBUTED TO IT WOULD EXCEED ITS RELEVANT CONVERSION VALUE. ANY PART OF THE AGGREGATE AMOUNT NOT DISTRIBUTED TO ANY CONVERTED SHARE SHALL BE DISTRIBUTED TO THE HOLDERS OF THE OTHER EQUITY SHARES (OTHER THAN CONVERTED SHARES) ELIGIBLE TO PARTICIPATE IN SUCH DISTRIBUTION PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES. (C) ALL DEFERRED SHARES SHALL ONLY HAVE AN ENTITLEMENT TO PARTICIPATE PRO RATA IN ANY RETURN OF CAPITAL IN CIRCUMSTANCES IN WHICH THE AMOUNT RETURNED TO A ORDINARY SHAREHOLDERS. B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EXCEEDS £10,000,000 PER EQUITY SHARE, IN WHICH CASE THE HOLDERS OF DEFERRED SHARES SHALL ONLY BE ENTITLED TO RECEIVE AN AGGREGATE AMOUNT OF £.1 FOR ALL DEFERRED SHARES THEN IN ISSUE WHICH SHALL BE DISTRIBUTED AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS

OF DEFERRED SHARES HELD BY THEM RESPECTIVELY. VOTING RIGHTS ON A SHOW OF HANDS, ON A POLL AND ON A WRITTEN RESOLUTION THE A3 ORDINARY SHARES SHALL CONFER THE RIGHT TO 5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME WHICH SHALL BE ALLOCATED AMONGST THE HOLDERS OF A3 ORDINARY SHARES IN PROPORTION TO THE NUMBER OF A3 ORDINARY SHARES HELD. ON A SHOW OF HANDS, ON A POLL AND ON A WRITTEN RESOLUTION DURING AN INVESTOR CONTROL PERIOD (OTHER THAN A FOUNDER EVENT PERIOD) THE A3 ORDINARY SHARES SHALL CONFER THE RIGHT TO 5» OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME WHICH SHALL BE ALLOCATED AMONGST THE HOLDERS OF A3 ORDINARY SHARES IN PROPORTION TO THE NUMBER OF A3 ORDINARY SHARES HELD. ON A SHOW OF HANDS, ON A POLL AND ON A WRITTEN RESOLUTION DURING A FOUNDER EVENT PERIOD THE A3 ORDINARY SHARES SHALL CONFER THE RIGHT TO 5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME WHICH SHALL BE ALLOCATED AMONGST THE HOLDERS OF A3 ORDINARY SHARES IN PROPORTION TO THE NUMBER OT A3 ORDINARY SHARES HELD. NON REDEEMABLE THE A3 ORDINARY SHARES ARE NON REDEEMABLE.

Class of Shares:	A4	Number allotted	1532
	ORDINARY	Aggregate nominal value:	153.2
Currency:	GBP		

Prescribed particulars

DIVIDENDS SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) INVESTOR CONSENT FOR THE PAYMENT OF THE SAME; AND (III) THE REMAINING PROVISIONS OF THIS ARTICLE 4, ANY AVAILABLE PROFITS WHICH THE BOARD DETERMINES SHALL BE DISTRIBUTED BY THE COMPANY IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PRO RATA ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND ALL OTHER SUMS PAYABLE IN PRIORITY SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER: (A) FIRSTLY, IN PAYING TO EACH HOLDER OF EQUITY SHARES (PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) ANY DIVIDENDS ON SUCH EQUITY SHARES HELD BY SUCH HOLDER WHICH HAVE BEEN DECLARED IN

ACCORDANCE WITH ARTICLE 4.1 BUT ARE UNPAID; AND (B) THEREAFTER AND SUBJECT TO ARTICLE 5.2(C), IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF EQUITY SHARES HELD BY THEM RESPECTIVELY (PRO RATA AS IF THE EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PROVIDED ALWAYS THAT NO CONVERTED SHARE SHALL BE ENTITLED TO ANY DISTRIBUTION PURSUANT TO THIS ARTICLE 5.2(B) OF ANY AMOUNT TO THE EXTENT THAT (WHEN TAKING ACCOUNT OF ANY DIVIDENDS OR OTHER DISTRIBUTIONS PREVIOUSLY PAID ON THAT CONVERTED SHARE OR PAID PURSUANT TO ARTICLE 5.2(A) ABOVE) THE AGGREGATE AMOUNT DISTRIBUTED TO IT WOULD EXCEED ITS RELEVANT CONVERSION VALUE. ANY PART OF THE AGGREGATE AMOUNT NOT DISTRIBUTED TO ANY CONVERTED SHARE SHALL BE DISTRIBUTED TO THE HOLDERS OF THE OTHER EQUITY SHARES (OTHER THAN CONVERTED SHARES) ELIGIBLE TO PARTICIPATE IN SUCH DISTRIBUTION PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES. (C) ALL DEFERRED SHARES SHALL ONLY HAVE AN ENTITLEMENT TO PARTICIPATE PRO RATA IN ANY RETURN OF CAPITAL IN CIRCUMSTANCES IN WHICH THE AMOUNT RETURNED TO A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EXCEEDS £10,000,000 PER EQUITY SHARE, IN WHICH CASE THE HOLDERS OF DEFERRED SHARES SHALL ONLY BE ENTITLED TO RECEIVE AN AGGREGATE AMOUNT OF £1 FOR ALL DEFERRED SHARES THEN IN ISSUE WHICH SHALL BE DISTRIBUTED AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF DEFERRED SHARES HELD BY THEM RESPECTIVELY. VOTING RIGHTS THE HOLDERS OF A4 ORDINARY SHARES, A5 ORDINARY SHARES, A6 ORDINARY SHARES, CI ORDINARY SHARES, CONVERTED SHARES AND DEFERRED SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR ON ANY WRITTEN RESOLUTION. NON REDEEMABLE A4 ORDINARY SHARES ARE NON REDEEMABLE.

Class of Shares:	A5	Number allotted	1532
	ORDINARY	Aggregate nominal value:	153.2

Currency: GBP

Prescribed particulars

DIVIDENDS SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) INVESTOR CONSENT FOR THE PAYMENT OF THE SAME; AND (III) THE REMAINING PROVISIONS OF THIS ARTICLE 4, ANY AVAILABLE PROFITS WHICH THE BOARD DETERMINES SHALL BE DISTRIBUTED BY THE COMPANY IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE A ORDINARY SHAREHOLDERS, B ORDINARY

SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PRO RATA ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND ALL OTHER SUMS PAYABLE IN PRIORITY SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER: (A) FIRSTLY, IN PAYING TO EACH HOLDER OF EQUITY SHARES (PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) ANY DIVIDENDS ON SUCH EQUITY SHARES HELD BY SUCH HOLDER WHICH HAVE BEEN DECLARED IN ACCORDANCE WITH ARTICLE 4.1 BUT ARE UNPAID; AND (B) THEREAFTER AND SUBJECT TO ARTICLE 5.2(C), IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF EQUITY SHARES HELD BY THEM RESPECTIVELY (PRO RATA AS IF THE EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PROVIDED ALWAYS THAT NO CONVERTED SHARE SHALL BE ENTITLED TO ANY DISTRIBUTION PURSUANT TO THIS ARTICLE 5.2(B) OF ANY AMOUNT TO THE EXTENT THAT (WHEN TAKING ACCOUNT OF ANY DIVIDENDS OR OTHER DISTRIBUTIONS PREVIOUSLY PAID ON THAT CONVERTED SHARE OR PAID PURSUANT TO ARTICLE 5.2(A) ABOVE) THE AGGREGATE AMOUNT DISTRIBUTED TO IT WOULD EXCEED ITS RELEVANT CONVERSION VALUE. ANY PART OF THE AGGREGATE AMOUNT NOT DISTRIBUTED TO ANY CONVERTED SHARE SHALL BE DISTRIBUTED TO THE HOLDERS OF THE OTHER EQUITY SHARES (OTHER THAN CONVERTED SHARES) ELIGIBLE TO PARTICIPATE IN SUCH DISTRIBUTION PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES. (C) ALL DEFERRED SHARES SHALL ONLY HAVE AN ENTITLEMENT TO PARTICIPATE PRO RATA IN ANY RETURN OF CAPITAL IN CIRCUMSTANCES IN WHICH THE AMOUNT RETURNED TO A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EXCEEDS £.10,000,000 PER EQUITY SHARE, IN WHICH CASE THE HOLDERS OF DEFERRED SHARES SHALL ONLY BE ENTITLED TO RECEIVE AN AGGREGATE AMOUNT OF £1 FOR ALL DEFERRED SHARES THEN IN ISSUE WHICH SHALL BE DISTRIBUTED AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF DEFERRED SHARES HELD BY THEM RESPECTIVELY. VOTING RIGHTS THE HOLDERS OF A4 ORDINARY SHARES, A5 ORDINARY SHARES, A6 ORDINARY SHARES, CI ORDINARY SHARES, CONVERTED SHARES AND DEFERRED SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF

THE COMPANY OR ON ANY WRITTEN RESOLUTION. NON REDEEMABLE A5 ORDINARY SHARES ARE NON REDEEMABLE.

Class of Shares:	A6	Number allotted	136
	ORDINARY	Aggregate nominal value:	68
Currency:	GBP		

Prescribed particulars

DIVIDENDS SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (IIL INVESTOR CONSENT FOR THE PAYMENT OF THE SAME; AND (III) THE REMAINING PROVISIONS OF THIS ARTICLE 4, ANY AVAILABLE PROFITS WHICH THE BOARD DETERMINES SHALL BE DISTRIBUTED BY THE COMPANY IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PRO RATA ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF .ITS LIABILITIES AND ALL OTHER SUMS PAYABLE IN PRIORITY SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER: (A) FIRSTLY, IN PAYING TO EACH HOLDER OF EQUITY SHARES (PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) ANY DIVIDENDS ON SUCH EQUITY SHARES HELD BY SUCH HOLDER WHICH HAVE BEEN DECLARED IN ACCORDANCE WITH ARTICLE 4.1 BUT ARE UNPAID; AND (B) THEREAFTER AND SUBJECT TO ARTICLE 5.2(C), IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF EQUITY SHARES HELD BY THEM RESPECTIVELY (PRO RATA AS IF THE EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PROVIDED ALWAYS THAT NO CONVERTED SHARE SHALL BE ENTITLED TO ANY DISTRIBUTION PURSUANT TO THIS ARTICLE 5.2(B) OF ANY AMOUNT TO THE EXTENT THAT (WHEN TAKING ACCOUNT OF ANY DIVIDENDS OR OTHER DISTRIBUTIONS PREVIOUSLY PAID ON THAT CONVERTED SHARE OR PAID PURSUANT TO ARTICLE 5.2(A) ABOVE) THE AGGREGATE AMOUNT DISTRIBUTED TO IT WOULD EXCEED ITS RELEVANT CONVERSION VALUE. ANY PART OF THE AGGREGATE AMOUNT NOT DISTRIBUTED TO ANY CONVERTED SHARE SHALL BE DISTRIBUTED TO THE HOLDERS OF THE OTHER EQUITY SHARES (OTHER THAN CONVERTED SHARES) ELIGIBLE TO PARTICIPATE IN SUCH DISTRIBUTION PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE

CLASS OF SHARES. (C) ALL DEFERRED SHARES SHALL ONLY HAVE AN ENTITLEMENT TO PARTICIPATE PRO RATA IN ANY RETURN OF CAPITAL IN CIRCUMSTANCES IN WHICH THE AMOUNT RETURNED TO A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EXCEEDS £10,000,000 PER EQUITY SHARE, IN WHICH CASE THE HOLDERS OF DEFERRED SHARES SHALL ONLY BE ENTITLED TO RECEIVE AN AGGREGATE AMOUNT OF £1 FOR ALL DEFERRED SHARES THEN IN ISSUE WHICH SHALL BE DISTRIBUTED AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF DEFERRED SHARES HELD BY THEM RESPECTIVELY. VOTING RIGHTS THE HOLDERS OF AFL ORDINARY SHARES, AS ORDINARY SHARES, A6 ORDINARY SHARES, CI ORDINARY SHARES, CONVERTED SHARES AND DEFERRED SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR ON ANY WRITTEN RESOLUTION. NON REDEEMABLE A6 ORDINARY SHARES ARE NON REDEEMABLE.

Class of Shares:	B1	Number allotted	22400
	ORDINARY	Aggregate nominal value:	2.24
Currency:	GBP		

Prescribed particulars

DIVIDENDS SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) INVESTOR CONSENT FOR THE PAYMENT OF THE SAME; AND (III) THE REMAINING PROVISIONS OF THIS ARTICLE 4, ANY AVAILABLE PROFITS WHICH THE BOARD DETERMINES SHALL BE DISTRIBUTED BY THE COMPANY IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PRO RATA ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND ALL OTHER SUMS PAYABLE IN PRIORITY SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER: (A) FIRSTLY, IN PAYING TO EACH HOLDER OF EQUITY SHARES (PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) ANY DIVIDENDS ON SUCH EQUITY SHARES HELD BY SUCH HOLDER WHICH HAVE BEEN DECLARED IN ACCORDANCE WITH ARTICLE 4.1 BUT ARE UNPAID; AND (B) THEREAFTER AND SUBJECT TO ARTICLE 5.2(C), IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AMONGST THE

HOLDERS IN PROPORTION TO THE NUMBERS OF EQUITY SHARES HELD BY THEM RESPECTIVELY (PRO RATA AS IF THE EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PROVIDED ALWAYS THAT NO CONVERTED SHARE SHALL BE ENTITLED TO ANY DISTRIBUTION PURSUANT TO THIS ARTICLE 5.2(B) OF ANY AMOUNT TO THE EXTENT THAT (WHEN TAKING ACCOUNT OF ANY DIVIDENDS OR OTHER DISTRIBUTIONS PREVIOUSLY PAID ON THAT CONVERTED SHARE OR PAID PURSUANT TO ARTICLE 5.2(A) ABOVE) THE AGGREGATE AMOUNT DISTRIBUTED TO IT WOULD EXCEED ITS RELEVANT CONVERSION VALUE. ANY PART OF THE AGGREGATE AMOUNT NOT DISTRIBUTED TO ANY CONVERTED SHARE SHALL BE DISTRIBUTED TO THE HOLDERS OF THE OTHER EQUITY SHARES (OTHER THAN CONVERTED SHARES) ELIGIBLE TO PARTICIPATE IN SUCH DISTRIBUTION PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES. (C) ALL DEFERRED SHARES SHALL ONLY HAVE AN ENTITLEMENT TO PARTICIPATE PRO RATA IN ANY RETURN OF CAPITAL IN CIRCUMSTANCES IN WHICH THE AMOUNT RETURNED TO A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EXCEEDS £.10,000,000 PER EQUITY SHARE, IN WHICH CASE THE HOLDERS OF DEFERRED SHARES SHALL ONLY BE ENTITLED TO RECEIVE AN AGGREGATE AMOUNT OF £1 FOR ALL DEFERRED SHARES THEN IN ISSUE WHICH SHALL BE DISTRIBUTED AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF DEFERRED SHARES HELD BY THEM RESPECTIVELY. VOTING RIGHTS THE HOLDERS OF A4 ORDINARY SHARES, A5 ORDINARY SHARES, A6 ORDINARY SHARES, CI ORDINARY SHARES, CONVERTED SHARES AND DEFERRED SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR ON ANY WRITTEN RESOLUTION. NON REDEEMABLE A5 ORDINARY SHARES ARE NON REDEEMABLE.

Class of Shares:	B2	Number allotted	3200
	ORDINARY	Aggregate nominal value:	0.32
Currency:	GBP		

Prescribed particulars

DIVIDENDS SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) INVESTOR CONSENT FOR THE PAYMENT OF THE SAME; AND (III) THE REMAINING PROVISIONS OF THIS ARTICLE 4, ANY AVAILABLE PROFITS WHICH THE BOARD DETERMINES SHALL BE DISTRIBUTED BY THE COMPANY IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED

A SINGLE CLASS OF SHARES) PRO RATA ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND ALL OTHER SUMS PAYABLE IN PRIORITY SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER: (A) FIRSTLY, IN PAYING TO EACH HOLDER OF EQUITY SHARES (PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) ANY DIVIDENDS ON SUCH EQUITY SHARES HELD BY SUCH HOLDER WHICH HAVE BEEN DECLARED IN ACCORDANCE WITH ARTICLE 4.1 BUT ARE UNPAID; AND (B) THEREAFTER AND SUBJECT TO ARTICLE 5.2(C), IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF EQUITY SHARES HELD BY THEM RESPECTIVELY (PRO RATA AS IF THE EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PROVIDED ALWAYS THAT NO CONVERTED SHARE SHALL BE ENTITLED TO ANY DISTRIBUTION PURSUANT TO THIS ARTICLE 5.2(B) OF ANY AMOUNT TO THE EXTENT THAT (WHEN TAKING ACCOUNT OF ANY DIVIDENDS OR OTHER DISTRIBUTIONS PREVIOUSLY PAID ON THAT CONVERTED SHARE OR PAID PURSUANT TO ARTICLE 5.2(A) ABOVE) THE AGGREGATE AMOUNT DISTRIBUTED TO IT WOULD EXCEED ITS RELEVANT CONVERSION VALUE. ANY PART OF THE AGGREGATE AMOUNT NOT DISTRIBUTED TO ANY CONVERTED SHARE SHALL BE DISTRIBUTED TO THE HOLDERS OF THE OTHER EQUITY SHARES (OTHER THAN CONVERTED SHARES) ELIGIBLE TO PARTICIPATE IN SUCH DISTRIBUTION PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES. (CL ALL DEFERRED SHARES SHALL ONLY HAVE AN ENTITLEMENT TO PARTICIPATE PRO RATA IN ANY RETURN OF CAPITAL IN CIRCUMSTANCES IN WHICH THE AMOUNT RETURNED TO A ORDINARY SHAREHOLDERS. B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EXCEEDS £10,000,000 PER EQUITY SHARE, IN WHICH CASE THE HOLDERS OF DEFERRED SHARES SHALL ONLY BE ENTITLED TO RECEIVE AN AGGREGATE AMOUNT OF £1 FOR ALL DEFERRED SHARES THEN IN ISSUE WHICH SHALL BE DISTRIBUTED AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF DEFERRED SHARES HELD BY THEM RESPECTIVELY. VOTING BIGHTS ON A SHOW OF HANDS, ON A POLL AND ON A WRITTEN RESOLUTION (INCLUDING DURING AN INVESTOR CONTROL PERIOD OR A FOUNDER EVENT PERIOD) THE B ORDINARY SHARES SHALL CONFER THE RIGHT TO THE BALANCE OF THE TOTAL VOTING RIGHTS (AFTER THE RELEVANT PERCENTAGES OF VOTING RIGHTS FOR AL, A2, A3, C2, C3, C4 AND C5 ORDINARY SHARES HAVE BEEN APPLIED) OF ALL SHARES AT ANY TIME (SO AS TO ENSURE THAT 100% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT

ANY TIME ARE ACTUALLY AVAILABLE PURSUANT TO THIS ARTICLE 6.1) WHICH SHALL BE ALLOCATED AMONGST THE HOLDERS OF B ORDINARY SHARES IN PROPORTION TO THE NUMBER OF B ORDINARY SHARES HELD. NON REDEEMABLE B2 ORDINARY SHARES ARE NON REDEEMABLE.

Class of Shares:	C4	Number allotted	6000
	ORDINARY	Aggregate nominal value:	1200
Currency:	GBP		

Prescribed particulars

DIVIDENDS SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) INVESTOR CONSENT FOR THE PAYMENT OF THE SAME; AND (III) THE REMAINING PROVISIONS OF THIS ARTICLE 4, ANY AVAILABLE PROFITS WHICH THE BOARD DETERMINES SHALL BE DISTRIBUTED BY THE COMPANY IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PRO RATA ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND ALL OTHER SUMS PAYABLE IN PRIORITY SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER: (A) FIRSTLY, IN PAYING TO EACH HOLDER OF EQUITY SHARES (PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) ANY DIVIDENDS ON SUCH EQUITY SHARES HELD BY SUCH HOLDER WHICH HAVE BEEN DECLARED IN ACCORDANCE WITH ARTICLE 4.1 BUT ARE UNPAID; AND (B) THEREAFTER AND SUBJECT TO ARTICLE 5.2(C), IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF EQUITY SHARES HELD BY THEM RESPECTIVELY (PRO RATA AS IF THE EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PROVIDED ALWAYS THAT NO CONVERTED SHARE SHALL BE ENTITLED TO ANY DISTRIBUTION PURSUANT TO THIS ARTICLE 5.2(B) OF ANY AMOUNT TO THE EXTENT THAT (WHEN TAKING ACCOUNT OF ANY DIVIDENDS OR OTHER DISTRIBUTIONS PREVIOUSLY PAID ON THAT CONVERTED SHARE OR PAID PURSUANT TO ARTICLE 5.2(A) ABOVE; THE AGGREGATE AMOUNT DISTRIBUTED TO IT WOULD EXCEED ITS RELEVANT CONVERSION VALUE. ANY PART OF THE AGGREGATE AMOUNT NOT DISTRIBUTED TO ANY CONVERTED SHARE SHALL BE DISTRIBUTED TO THE HOLDERS OF THE OTHER

EQUITY SHARES (OTHER THAN CONVERTED SHARES) ELIGIBLE TO PARTICIPATE IN SUCH DISTRIBUTION PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES. (C) ALL DEFERRED SHARES SHALL ONLY HAVE AN ENTITLEMENT TO PARTICIPATE PRO RATA IN ANY RETURN OF CAPITAL IN CIRCUMSTANCES IN WHICH THE AMOUNT RETURNED TO A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EXCEEDS £10,000,000 PER EQUITY SHARE, IN WHICH CASE THE HOLDERS OF DEFERRED SHARES SHALL ONLY BE ENTITLED TO RECEIVE AN AGGREGATE AMOUNT OF £1 FOR ALL DEFERRED SHARES THEN IN ISSUE WHICH SHALL BE DISTRIBUTED AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF DEFERRED SHARES HELD BY THEM RESPECTIVELY. VOTING RIGHTS AT ANY TIME WHEN ANY C4 ORDINARY SHARES ARE IN ISSUE, THE C4 ORDINARY SHARES SHALL CONFER THE RIGHT TO 5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME WHICH SHALL BE ALLOCATED AMONGST THE HOLDERS OF C4 ORDINARY SHARES IN PROPORTION TO THE NUMBER OF C4 ORDINARY SHARES. NON RFDEEMABLN C4 ORDINARY SHARES ARE NON REDEEMABLE.

Class of Shares:	ORDINARY	Number allotted	2500
	C1	Aggregate nominal value:	0.25
Currency:	GBP		

Prescribed particulars

DIVIDENDS SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) INVESTOR CONSENT FOR THE PAYMENT OF THE SAME; AND (III) THE REMAINING PROVISIONS OF THIS ARTICLE 4, ANY AVAILABLE PROFITS WHICH THE BOARD DETERMINES SHALL BE DISTRIBUTED BY THE COMPANY IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PRO RATA ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND ALL OTHER SUMS PAYABLE IN PRIORITY SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER: (A) FIRSTLY, IN PAYING TO EACH HOLDER OF EQUITY SHARES (PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) ANY DIVIDENDS ON SUCH EQUITY SHARES HELD BY SUCH HOLDER WHICH HAVE BEEN DECLARED IN

ACCORDANCE WITH ARTICLE 4.1 BUT ARE UNPAID; AND (B) THEREAFTER AND SUBJECT TO ARTICLE 5.2(C), IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF EQUITY SHARES HELD BY THEM RESPECTIVELY (PRO RATA AS IF THE EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PROVIDED ALWAYS THAT NO CONVERTED SHARE SHALL BE ENTITLED TO ANY DISTRIBUTION PURSUANT TO THIS ARTICLE 5.2(B) OF ANY AMOUNT TO THE EXTENT THAT (WHEN TAKING ACCOUNT OF ANY DIVIDENDS OR OTHER DISTRIBUTIONS PREVIOUSLY PAID ON THAT CONVERTED SHARE OR PAID PURSUANT TO ARTICLE 5.2(A) ABOVE; THE AGGREGATE AMOUNT DISTRIBUTED TO IT WOULD EXCEED ITS RELEVANT CONVERSION VALUE. ANY PART OF THE AGGREGATE AMOUNT NOT DISTRIBUTED TO ANY CONVERTED SHARE SHALL BE DISTRIBUTED TO THE HOLDERS OF THE OTHER EQUITY SHARES (OTHER THAN CONVERTED SHARES) ELIGIBLE TO PARTICIPATE IN SUCH DISTRIBUTION PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES. (C) ALL DEFERRED SHARES SHALL ONLY HAVE AN ENTITLEMENT TO PARTICIPATE PRO RATA IN ANY RETURN OF CAPITAL IN CIRCUMSTANCES IN WHICH THE AMOUNT RETURNED TO A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EXCEEDS £10,000,000 PER EQUITY SHARE, IN WHICH CASE THE HOLDERS OF DEFERRED SHARES SHALL ONLY BE ENTITLED TO RECEIVE AN AGGREGATE AMOUNT OF £1 FOR ALL DEFERRED SHARES THEN IN ISSUE WHICH SHALL BE DISTRIBUTED AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF DEFERRED SHARES HELD BY THEM RESPECTIVELY. VOTING RIGHTS AT ANY TIME WHEN ANY C1 ORDINARY SHARES ARE IN ISSUE, THE C1 ORDINARY SHARES SHALL CONFER THE RIGHT TO 1% OF THE TOTAL VOTING RIGHTS FOR EACH 1,000 OF C1 SHARES. NON REDEEMABLE C1 ORDINARY SHARES ARE NON REDEEMABLE.

Class of Shares:	ORDINARY	Number allotted	5000
	C5	Aggregate nominal value:	1000
Currency:	GBP		

Prescribed particulars

DIVIDENDS SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) INVESTOR CONSENT FOR THE PAYMENT OF THE SAME; AND (III) THE REMAINING PROVISIONS OF THIS ARTICLE 4, ANY AVAILABLE PROFITS WHICH THE BOARD DETERMINES SHALL BE DISTRIBUTED BY THE COMPANY IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED

A SINGLE CLASS OF SHARES) PRO RATA ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND ALL OTHER SUMS PAYABLE IN PRIORITY SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER: (A) FIRSTLY, IN PAYING TO EACH HOLDER OF EQUITY SHARES (PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) ANY DIVIDENDS ON SUCH EQUITY SHARES HELD BY SUCH HOLDER WHICH HAVE BEEN DECLARED IN ACCORDANCE WITH ARTICLE 4.1 BUT ARE UNPAID; AND (B) THEREAFTER AND SUBJECT TO ARTICLE 5.2(C), IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF EQUITY SHARES HELD BY THEM RESPECTIVELY (PRO RATA AS IF THE EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES) PROVIDED ALWAYS THAT NO CONVERTED SHARE SHALL BE ENTITLED TO ANY DISTRIBUTION PURSUANT TO THIS ARTICLE 5.2(B) OF ANY AMOUNT TO THE EXTENT THAT (WHEN TAKING ACCOUNT OF ANY DIVIDENDS OR OTHER DISTRIBUTIONS PREVIOUSLY PAID ON THAT CONVERTED SHARE OR PAID PURSUANT TO ARTICLE 5.2(A) ABOVE; THE AGGREGATE AMOUNT DISTRIBUTED TO IT WOULD EXCEED ITS RELEVANT CONVERSION VALUE. ANY PART OF THE AGGREGATE AMOUNT NOT DISTRIBUTED TO ANY CONVERTED SHARE SHALL BE DISTRIBUTED TO THE HOLDERS OF THE OTHER EQUITY SHARES (OTHER THAN CONVERTED SHARES) ELIGIBLE TO PARTICIPATE IN SUCH DISTRIBUTION PRO RATA AS IF SUCH EQUITY SHARES CONSTITUTED A SINGLE CLASS OF SHARES. (C) ALL DEFERRED SHARES SHALL ONLY HAVE AN ENTITLEMENT TO PARTICIPATE PRO RATA IN ANY RETURN OF CAPITAL IN CIRCUMSTANCES IN WHICH THE AMOUNT RETURNED TO A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EXCEEDS £10,000,000 PER EQUITY SHARE, IN WHICH CASE THE HOLDERS OF DEFERRED SHARES SHALL ONLY BE ENTITLED TO RECEIVE AN AGGREGATE AMOUNT OF £1 FOR ALL DEFERRED SHARES THEN IN ISSUE WHICH SHALL BE DISTRIBUTED AMONGST THE HOLDERS IN PROPORTION TO THE NUMBERS OF DEFERRED SHARES HELD BY THEM RESPECTIVELY. VOTING RIGHTS AT ANY TIME WHEN ANY C5 ORDINARY SHARES ARE IN ISSUE, THE C5 ORDINARY SHARES SHALL CONFER THE RIGHT TO 5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME WHICH SHALL BE ALLOCATED AMONGST THE HOLDERS OF C5 ORDINARY SHARES IN PROPORTION TO THE NUMBER OF C5 ORDINARY SHARES. NON RFDEEMABLE C5 ORDINARY SHARES ARE NON REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	96700
		Total aggregate nominal value:	8943.61
		Total aggregate amount unpaid:	0

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1:	26042 A1 ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL SPINKS
Shareholding 2:	1532 A4 ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL SPINKS
Shareholding 3:	26042 A2 ORDINARY shares held as at the date of this confirmation statement
Name:	PATRICK BRADSHAW
Shareholding 4:	1532 A5 ORDINARY shares held as at the date of this confirmation statement
Name:	PATRICK BRADSHAW
Shareholding 5:	2316 A3 ORDINARY shares held as at the date of this confirmation statement
Name:	JASON CHAINEY
Shareholding 6:	136 A6 ORDINARY shares held as at the date of this confirmation statement
Name:	JASON CHAINEY
Shareholding 7:	21261 B1 ORDINARY shares held as at the date of this confirmation statement
Name:	PCP CAYMAN AIV LP
Shareholding 8:	3037 B2 ORDINARY shares held as at the date of this confirmation statement
Name:	PCP CAYMAN AIV LP
Shareholding 9:	1139 B1 ORDINARY shares held as at the date of this confirmation statement
Name:	PCP V CAYMAN MF HOLDCO LP
Shareholding 10:	163 B2 ORDINARY shares held as at the date of this confirmation statement
Name:	PCP V CAYMAN MF HOLDCO LP
Shareholding 11:	6000 C4 ORDINARY shares held as at the date of this confirmation statement
Name:	RICHARD PIPER

Shareholding 12: **1000 ORDINARY C1 shares held as at the date of this confirmation statement**
Name: **MARK COMPTON**

Shareholding 13: **1500 ORDINARY C1 shares held as at the date of this confirmation statement**
Name: **SUSAN MACFARLANE**

Shareholding 14: **5000 ORDINARY C5 shares held as at the date of this confirmation statement**
Name: **ANDREW DALY**

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor