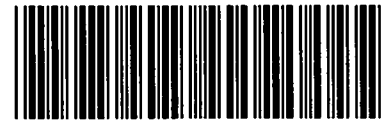


Notice of cancellation of shares



Companies House

THURSDAY



COMPANIES HOUSE

[illegible]

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
---	--	------------------	--	---

Currency table A

	SEE CONTINUATION SHEET			
Totals				

Currency table B

Totals				

Currency table C

Totals				

Total issued share capital table

Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + \$10	Total aggregate amount unpaid ❶ Show different currencies separately. For example: £100 + €100 + \$10
Grand total	3,481,540	1,562,470.54	0

❶ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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

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

Class of share

SEE CONTINUATION SHEET

Prescribed particulars

①

Class of share

SEE CONTINUATION SHEET

Prescribed particulars

①

Class of share

SEE CONTINUATION SHEET

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

Please use a Statement of Capital continuation page if necessary.

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Michael Yiannis Michael

DD36208FB03147C...

X

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.

This form may be signed by:

Director②, Secretary, Person authorised③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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**Presenter information**

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

Contact name

Company name

FREETHS LLP

Address

THE COLMORE BUILDING

20 COLMORE CIRCUS, QUEENSWAY

Post town

BIRMINGHAM

County/Region

WEST MIDLANDS

Postcode

B 4 6 A T

Country

UNITED KINGDOM

DX

Telephone

**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 completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

SH06 - continuation page
Notice of cancellation of shares**5 Statement of capital (prescribed particulars of rights attached to shares) ①**

Class of share	A ORDINARY
Prescribed particulars	<p>INCOME: The holders of A Preference Shares shall be entitled to receive, in priority to the holders of all other shares the Long Term Dividend. The different classes of Equity Ordinary Shares shall not rank pari passu for dividend purposes. Subject to Investor Consent, the balance of any profits of the company (after the payment of the Long Term Dividend) resolved to be distributed in any financial year or period shall be distributed amongst the holders of each (or any one or more) class of Equity Ordinary Shares (as the Board may determine with Investor Consent) pro rata according to the number of Equity Ordinary Shares held in each such class and in the case of the G Ordinary Shares, the respective entitlement of each of the holders of the G Ordinary Shares to the value of the deemed Exit Proceeds (as the Board may determine with Investor Consent at the relevant time) in excess of the Hurdle.</p> <p>CAPITAL: If the the Hurdle is not met, on a return of capital, Exit Proceeds shall be distributed as follows: the A Preference Return shall be paid in respect of the A Preference Shares and the A Ordinary Shares. The BGF Proceeds less the A Preference Return shall be paid in respect of the A Ordinary Shares. The Non-A Preference Return shall be paid in respect of the B Preference Shares, C Preference Shares and D Preference Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares. Nil to the G Ordinary Shares.</p> <p>If the the Hurdle is met, on a return of capital, Exit Proceeds shall be distributed as follows: The same as above in respect of the A Preference Return. The BGF Proceeds less the (i) A Preference Return and (ii) BGF G Ordinary Shares (Series A) Proportion of the Hurdle Excess Returns shall be paid in respect of the A Ordinary Shares. The same as above in respect of the Non-A Preference Return. £15,000,000 x (100% - the BGF Proportion) in respect of the Ordinary Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares and the G Ordinary Shares.</p> <p>VOTING: The holders of the Equity Shares (other than the C Ordinary Shares) (as defined in the company's articles of association) shall have the right to receive notice of and attend and vote and speak at any general meeting of the company and shall be entitled to vote on any written resolution of the company. Save as provided otherwise in the Companies Act 2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote for each A Ordinary Share held by him, two votes for each B Ordinary Share, E Ordinary Share and F Ordinary Share held by him and one vote for each D Ordinary Share held by him. Subject to Article 3.4.2 of the company's articles of association, the voting rights conferred on the A Ordinary Shares shall be restricted to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to article 3.4.1. The Preference Shares, C Ordinary Shares and G Ordinary Shares are non-voting.</p>

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.

SH06 - continuation page
Notice of cancellation of shares**5 Statement of capital (prescribed particulars of rights attached to shares) ^①**

Class of share	B ORDINARY
Prescribed particulars	<p>INCOME: The holders of A Preference Shares shall be entitled to receive, in priority to the holders of all other shares the Long Term Dividend. The different classes of Equity Ordinary Shares shall not rank pari passu for dividend purposes. Subject to Investor Consent, the balance of any profits of the company (after the payment of the Long Term Dividend) resolved to be distributed in any financial year or period shall be distributed amongst the holders of each (or any one or more) class of Equity Ordinary Shares (as the Board may determine with Investor Consent) pro rata according to the number of Equity Ordinary Shares held in each such class and in the case of the G Ordinary Shares, the respective entitlement of each of the holders of the G Ordinary Shares to the value of the deemed Exit Proceeds (as the Board may determine with Investor Consent at the relevant time) in excess of the Hurdle.</p> <p>CAPITAL: If the the Hurdle is not met, on a return of capital, Exit Proceeds shall be distributed as follows: the A Preference Return shall be paid in respect of the A Preference Shares and the A Ordinary Shares. The BGF Proceeds less the A Preference Return shall be paid in respect of the A Ordinary Shares. The Non-A Preference Return shall be paid in respect of the B Preference Shares, C Preference Shares and D Preference Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares. Nil to the G Ordinary Shares. If the the Hurdle is met, on a return of capital, Exit Proceeds shall be distributed as follows: The same as above in respect of the A Preference Return. The BGF Proceeds less the (i) A Preference Return and (ii) BGF G Ordinary Shares (Series A) Proportion of the Hurdle Excess Returns shall be paid in respect of the A Ordinary Shares. The same as above in respect of the Non-A Preference Return. £15,000,000 x (100% – the BGF Proportion) in respect of the Ordinary Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares and the G Ordinary Shares.</p> <p>VOTING: The holders of the Equity Shares (other than the C Ordinary Shares) (as defined in the company's articles of association) shall have the right to receive notice of and attend and vote and speak at any general meeting of the company and shall be entitled to vote on any written resolution of the company. Save as provided otherwise in the Companies Act 2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote for each A Ordinary Share held by him, two votes for each B Ordinary Share, E Ordinary Share and F Ordinary Share held by him and one vote for each D Ordinary Share held by him. Subject to Article 3.4.2 of the company's articles of association, the voting rights conferred on the A Ordinary Shares shall be restricted to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to article 3.4.1. The Preference Shares, C Ordinary Shares and G Ordinary Shares are non-voting.</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.



SH06 - continuation page
Notice of cancellation of shares**5** Statement of capital (prescribed particulars of rights
attached to shares) ¹

Class of share	C ORDINARY
Prescribed particulars	<p>INCOME: The holders of A Preference Shares shall be entitled to receive, in priority to the holders of all other shares the Long Term Dividend. The different classes of Equity Ordinary Shares shall not rank pari passu for dividend purposes. Subject to Investor Consent, the balance of any profits of the company (after the payment of the Long Term Dividend) resolved to be distributed in any financial year or period shall be distributed amongst the holders of each (or any one or more) class of Equity Ordinary Shares (as the Board may determine with Investor Consent) pro rata according to the number of Equity Ordinary Shares held in each such class and in the case of the G Ordinary Shares, the respective entitlement of each of the holders of the G Ordinary Shares to the value of the deemed Exit Proceeds (as the Board may determine with Investor Consent at the relevant time) in excess of the Hurdle.</p> <p>CAPITAL: If the the Hurdle is not met, on a return of capital, Exit Proceeds shall be distributed as follows: the A Preference Return shall be paid in respect of the A Preference Shares and the A Ordinary Shares. The BGF Proceeds less the A Preference Return shall be paid in respect of the A Ordinary Shares. The Non-A Preference Return shall be paid in respect of the B Preference Shares, C Preference Shares and D Preference Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares. Nil to the G Ordinary Shares. If the the Hurdle is met, on a return of capital, Exit Proceeds shall be distributed as follows: The same as above in respect of the A Preference Return. The BGF Proceeds less the (i) A Preference Return and (ii) BGF G Ordinary Shares (Series A) Proportion of the Hurdle Excess Returns shall be paid in respect of the A Ordinary Shares. The same as above in respect of the Non-A Preference Return. £15,000,000 x (100% – the BGF Proportion) in respect of the Ordinary Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares and the G Ordinary Shares.</p> <p>VOTING: The holders of the Equity Shares (other than the C Ordinary Shares) (as defined in the company's articles of association) shall have the right to receive notice of and attend and vote and speak at any general meeting of the company and shall be entitled to vote on any written resolution of the company. Save as provided otherwise in the Companies Act 2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote for each A Ordinary Share held by him, two votes for each B Ordinary Share, E Ordinary Share and F Ordinary Share held by him and one vote for each D Ordinary Share held by him. Subject to Article 3.4.2 of the company's articles of association, the voting rights conferred on the A Ordinary Shares shall be restricted to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to article 3.4.1. The Preference Shares, C Ordinary Shares and G Ordinary Shares are non-voting.</p>

**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.



SH06 - continuation page
Notice of cancellation of shares**5 Statement of capital (prescribed particulars of rights attached to shares) ①**

Class of share	D ORDINARY
Prescribed particulars	<p>INCOME: The holders of A Preference Shares shall be entitled to receive, in priority to the holders of all other shares the Long Term Dividend. The different classes of Equity Ordinary Shares shall not rank pari passu for dividend purposes. Subject to Investor Consent, the balance of any profits of the company (after the payment of the Long Term Dividend) resolved to be distributed in any financial year or period shall be distributed amongst the holders of each (or any one or more) class of Equity Ordinary Shares (as the Board may determine with Investor Consent) pro rata according to the number of Equity Ordinary Shares held in each such class and in the case of the G Ordinary Shares, the respective entitlement of each of the holders of the G Ordinary Shares to the value of the deemed Exit Proceeds (as the Board may determine with Investor Consent at the relevant time) in excess of the Hurdle.</p> <p>CAPITAL: If the the Hurdle is not met, on a return of capital, Exit Proceeds shall be distributed as follows: the A Preference Return shall be paid in respect of the A Preference Shares and the A Ordinary Shares. The BGF Proceeds less the A Preference Return shall be paid in respect of the A Ordinary Shares. The Non-A Preference Return shall be paid in respect of the B Preference Shares, C Preference Shares and D Preference Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares. Nil to the G Ordinary Shares. If the the Hurdle is met, on a return of capital, Exit Proceeds shall be distributed as follows: The same as above in respect of the A Preference Return. The BGF Proceeds less the (i) A Preference Return and (ii) BGF G Ordinary Shares (Series A) Proportion of the Hurdle Excess Returns shall be paid in respect of the A Ordinary Shares. The same as above in respect of the Non-A Preference Return. £15,000,000 x (100% – the BGF Proportion) in respect of the Ordinary Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares and the G Ordinary Shares.</p> <p>VOTING: The holders of the Equity Shares (other than the C Ordinary Shares) (as defined in the company's articles of association) shall have the right to receive notice of and attend and vote and speak at any general meeting of the company and shall be entitled to vote on any written resolution of the company. Save as provided otherwise in the Companies Act 2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote for each A Ordinary Share held by him, two votes for each B Ordinary Share, E Ordinary Share and F Ordinary Share held by him and one vote for each D Ordinary Share held by him. Subject to Article 3.4.2 of the company's articles of association, the voting rights conferred on the A Ordinary Shares shall be restricted to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to article 3.4.1. The Preference Shares, C Ordinary Shares and G Ordinary Shares are non-voting.</p>

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.



SH06 - continuation page
Notice of cancellation of shares**5 Statement of capital (prescribed particulars of rights attached to shares) ¹**

Class of share	E ORDINARY
Prescribed particulars	<p>INCOME: The holders of A Preference Shares shall be entitled to receive, in priority to the holders of all other shares the Long Term Dividend. The different classes of Equity Ordinary Shares shall not rank pari passu for dividend purposes. Subject to Investor Consent, the balance of any profits of the company (after the payment of the Long Term Dividend) resolved to be distributed in any financial year or period shall be distributed amongst the holders of each (or any one or more) class of Equity Ordinary Shares (as the Board may determine with Investor Consent) pro rata according to the number of Equity Ordinary Shares held in each such class and in the case of the G Ordinary Shares, the respective entitlement of each of the holders of the G Ordinary Shares to the value of the deemed Exit Proceeds (as the Board may determine with Investor Consent at the relevant time) in excess of the Hurdle.</p> <p>CAPITAL: If the the Hurdle is not met, on a return of capital, Exit Proceeds shall be distributed as follows: the A Preference Return shall be paid in respect of the A Preference Shares and the A Ordinary Shares. The BGF Proceeds less the A Preference Return shall be paid in respect of the A Ordinary Shares. The Non-A Preference Return shall be paid in respect of the B Preference Shares, C Preference Shares and D Preference Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares. Nil to the G Ordinary Shares. If the the Hurdle is met, on a return of capital, Exit Proceeds shall be distributed as follows: The same as above in respect of the A Preference Return. The BGF Proceeds less the (i) A Preference Return and (ii) BGF G Ordinary Shares (Series A) Proportion of the Hurdle Excess Returns shall be paid in respect of the A Ordinary Shares. The same as above in respect of the Non-A Preference Return. £15,000,000 x (100% – the BGF Proportion) in respect of the Ordinary Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares and the G Ordinary Shares.</p> <p>VOTING: The holders of the Equity Shares (other than the C Ordinary Shares) (as defined in the company's articles of association) shall have the right to receive notice of and attend and vote and speak at any general meeting of the company and shall be entitled to vote on any written resolution of the company. Save as provided otherwise in the Companies Act 2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote for each A Ordinary Share held by him, two votes for each B Ordinary Share, E Ordinary Share and F Ordinary Share held by him and one vote for each D Ordinary Share held by him. Subject to Article 3.4.2 of the company's articles of association, the voting rights conferred on the A Ordinary Shares shall be restricted to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to article 3.4.1. The Preference Shares, C Ordinary Shares and G Ordinary Shares are non-voting.</p>

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.



SH06 - continuation page
Notice of cancellation of shares**5 Statement of capital (prescribed particulars of rights attached to shares) ①**

Class of share	F ORDINARY
Prescribed particulars	<p>INCOME: The holders of A Preference Shares shall be entitled to receive, in priority to the holders of all other shares the Long Term Dividend. The different classes of Equity Ordinary Shares shall not rank pari passu for dividend purposes. Subject to Investor Consent, the balance of any profits of the company (after the payment of the Long Term Dividend) resolved to be distributed in any financial year or period shall be distributed amongst the holders of each (or any one or more) class of Equity Ordinary Shares (as the Board may determine with Investor Consent) pro rata according to the number of Equity Ordinary Shares held in each such class and in the case of the G Ordinary Shares, the respective entitlement of each of the holders of the G Ordinary Shares to the value of the deemed Exit Proceeds (as the Board may determine with Investor Consent at the relevant time) in excess of the Hurdle.</p> <p>CAPITAL: If the the Hurdle is not met, on a return of capital, Exit Proceeds shall be distributed as follows: the A Preference Return shall be paid in respect of the A Preference Shares and the A Ordinary Shares. The BGF Proceeds less the A Preference Return shall be paid in respect of the A Ordinary Shares. The Non-A Preference Return shall be paid in respect of the B Preference Shares, C Preference Shares and D Preference Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares. Nil to the G Ordinary Shares. If the the Hurdle is met, on a return of capital, Exit Proceeds shall be distributed as follows: The same as above in respect of the A Preference Return. The BGF Proceeds less the (i) A Preference Return and (ii) BGF G Ordinary Shares (Series A) Proportion of the Hurdle Excess Returns shall be paid in respect of the A Ordinary Shares. The same as above in respect of the Non-A Preference Return. £15,000,000 x (100% – the BGF Proportion) in respect of the Ordinary Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares and the G Ordinary Shares.</p> <p>VOTING: The holders of the Equity Shares (other than the C Ordinary Shares) (as defined in the company's articles of association) shall have the right to receive notice of and attend and vote and speak at any general meeting of the company and shall be entitled to vote on any written resolution of the company. Save as provided otherwise in the Companies Act 2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote for each A Ordinary Share held by him, two votes for each B Ordinary Share, E Ordinary Share and F Ordinary Share held by him and one vote for each D Ordinary Share held by him. Subject to Article 3.4.2 of the company's articles of association, the voting rights conferred on the A Ordinary Shares shall be restricted to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to article 3.4.1. The Preference Shares, C Ordinary Shares and G Ordinary Shares are non-voting.</p>

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.



SH06 - continuation page
Notice of cancellation of shares**5 Statement of capital (prescribed particulars of rights attached to shares) ①**

Class of share	G ORDINARY
Prescribed particulars	<p>INCOME: The holders of A Preference Shares shall be entitled to receive, in priority to the holders of all other shares the Long Term Dividend. The different classes of Equity Ordinary Shares shall not rank pari passu for dividend purposes. Subject to Investor Consent, the balance of any profits of the company (after the payment of the Long Term Dividend) resolved to be distributed in any financial year or period shall be distributed amongst the holders of each (or any one or more) class of Equity Ordinary Shares (as the Board may determine with Investor Consent) pro rata according to the number of Equity Ordinary Shares held in each such class and in the case of the G Ordinary Shares, the respective entitlement of each of the holders of the G Ordinary Shares to the value of the deemed Exit Proceeds (as the Board may determine with Investor Consent at the relevant time) in excess of the Hurdle.</p> <p>CAPITAL: If the the Hurdle is not met, on a return of capital, Exit Proceeds shall be distributed as follows: the A Preference Return shall be paid in respect of the A Preference Shares and the A Ordinary Shares. The BGF Proceeds less the A Preference Return shall be paid in respect of the A Ordinary Shares. The Non-A Preference Return shall be paid in respect of the B Preference Shares, C Preference Shares and D Preference Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares. Nil to the G Ordinary Shares. If the the Hurdle is met, on a return of capital, Exit Proceeds shall be distributed as follows: The same as above in respect of the A Preference Return. The BGF Proceeds less the (i) A Preference Return and (ii) BGF G Ordinary Shares (Series A) Proportion of the Hurdle Excess Returns shall be paid in respect of the A Ordinary Shares. The same as above in respect of the Non-A Preference Return. £15,000,000 x (100% – the BGF Proportion) in respect of the Ordinary Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares and the G Ordinary Shares.</p> <p>VOTING: The holders of the Equity Shares (other than the C Ordinary Shares) (as defined in the company's articles of association) shall have the right to receive notice of and attend and vote and speak at any general meeting of the company and shall be entitled to vote on any written resolution of the company. Save as provided otherwise in the Companies Act 2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote for each A Ordinary Share held by him, two votes for each B Ordinary Share, E Ordinary Share and F Ordinary Share held by him and one vote for each D Ordinary Share held by him. Subject to Article 3.4.2 of the company's articles of association, the voting rights conferred on the A Ordinary Shares shall be restricted to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to article 3.4.1. The Preference Shares, C Ordinary Shares and G Ordinary Shares are non-voting.</p>

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.



SH06 - continuation page
Notice of cancellation of shares**5 Statement of capital (prescribed particulars of rights attached to shares) ①**

Class of share	A PREFERENCE
Prescribed particulars	<p>INCOME: The holders of A Preference Shares shall be entitled to receive, in priority to the holders of all other shares the Long Term Dividend. The different classes of Equity Ordinary Shares shall not rank pari passu for dividend purposes. Subject to Investor Consent, the balance of any profits of the company (after the payment of the Long Term Dividend) resolved to be distributed in any financial year or period shall be distributed amongst the holders of each (or any one or more) class of Equity Ordinary Shares (as the Board may determine with Investor Consent) pro rata according to the number of Equity Ordinary Shares held in each such class and in the case of the G Ordinary Shares, the respective entitlement of each of the holders of the G Ordinary Shares to the value of the deemed Exit Proceeds (as the Board may determine with Investor Consent at the relevant time) in excess of the Hurdle.</p> <p>CAPITAL: If the the Hurdle is not met, on a return of capital, Exit Proceeds shall be distributed as follows: the A Preference Return shall be paid in respect of the A Preference Shares and the A Ordinary Shares. The BGF Proceeds less the A Preference Return shall be paid in respect of the A Ordinary Shares. The Non-A Preference Return shall be paid in respect of the B Preference Shares, C Preference Shares and D Preference Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares. Nil to the G Ordinary Shares. If the the Hurdle is met, on a return of capital, Exit Proceeds shall be distributed as follows: The same as above in respect of the A Preference Return. The BGF Proceeds less the (i) A Preference Return and (ii) BGF G Ordinary Shares (Series A) Proportion of the Hurdle Excess Returns shall be paid in respect of the A Ordinary Shares. The same as above in respect of the Non-A Preference Return. £15,000,000 x (100% – the BGF Proportion) in respect of the Ordinary Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares and the G Ordinary Shares.</p> <p>VOTING: The holders of the Equity Shares (other than the C Ordinary Shares) (as defined in the company's articles of association) shall have the right to receive notice of and attend and vote and speak at any general meeting of the company and shall be entitled to vote on any written resolution of the company. Save as provided otherwise in the Companies Act 2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote for each A Ordinary Share held by him, two votes for each B Ordinary Share, E Ordinary Share and F Ordinary Share held by him and one vote for each D Ordinary Share held by him. Subject to Article 3.4.2 of the company's articles of association, the voting rights conferred on the A Ordinary Shares shall be restricted to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to article 3.4.1. The Preference Shares, C Ordinary Shares and G Ordinary Shares are non-voting.</p>

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.

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Notice of cancellation of shares**5 Statement of capital (prescribed particulars of rights attached to shares) ①**

Class of share	B PREFERENCE	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>INCOME: The holders of A Preference Shares shall be entitled to receive, in priority to the holders of all other shares the Long Term Dividend. The different classes of Equity Ordinary Shares shall not rank <i>pari passu</i> for dividend purposes. Subject to Investor Consent, the balance of any profits of the company (after the payment of the Long Term Dividend) resolved to be distributed in any financial year or period shall be distributed amongst the holders of each (or any one or more) class of Equity Ordinary Shares (as the Board may determine with Investor Consent) <i>pro rata</i> according to the number of Equity Ordinary Shares held in each such class and in the case of the G Ordinary Shares, the respective entitlement of each of the holders of the G Ordinary Shares to the value of the deemed Exit Proceeds (as the Board may determine with Investor Consent at the relevant time) in excess of the Hurdle.</p> <p>CAPITAL: If the the Hurdle is not met, on a return of capital, Exit Proceeds shall be distributed as follows: the A Preference Return shall be paid in respect of the A Preference Shares and the A Ordinary Shares. The BGF Proceeds less the A Preference Return shall be paid in respect of the A Ordinary Shares. The Non-A Preference Return shall be paid in respect of the B Preference Shares, C Preference Shares and D Preference Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares. Nil to the G Ordinary Shares. If the the Hurdle is met, on a return of capital, Exit Proceeds shall be distributed as follows: The same as above in respect of the A Preference Return. The BGF Proceeds less the (i) A Preference Return and (ii) BGF G Ordinary Shares (Series A) Proportion of the Hurdle Excess Returns shall be paid in respect of the A Ordinary Shares. The same as above in respect of the Non-A Preference Return. £15,000,000 x (100% – the BGF Proportion) in respect of the Ordinary Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares and the G Ordinary Shares.</p> <p>VOTING: The holders of the Equity Shares (other than the C Ordinary Shares) (as defined in the company's articles of association) shall have the right to receive notice of and attend and vote and speak at any general meeting of the company and shall be entitled to vote on any written resolution of the company. Save as provided otherwise in the Companies Act 2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote for each A Ordinary Share held by him, two votes for each B Ordinary Share, E Ordinary Share and F Ordinary Share held by him and one vote for each D Ordinary Share held by him. Subject to Article 3.4.2 of the company's articles of association, the voting rights conferred on the A Ordinary Shares shall be restricted to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to article 3.4.1. The Preference Shares, C Ordinary Shares and G Ordinary Shares are non-voting.</p>	



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Class of share	C PREFERENCE	
Prescribed particulars	<p>INCOME: The holders of A Preference Shares shall be entitled to receive, in priority to the holders of all other shares the Long Term Dividend. The different classes of Equity Ordinary Shares shall not rank pari passu for dividend purposes. Subject to Investor Consent, the balance of any profits of the company (after the payment of the Long Term Dividend) resolved to be distributed in any financial year or period shall be distributed amongst the holders of each (or any one or more) class of Equity Ordinary Shares (as the Board may determine with Investor Consent) pro rata according to the number of Equity Ordinary Shares held in each such class and in the case of the G Ordinary Shares, the respective entitlement of each of the holders of the G Ordinary Shares to the value of the deemed Exit Proceeds (as the Board may determine with Investor Consent at the relevant time) in excess of the Hurdle.</p> <p>CAPITAL: If the the Hurdle is not met, on a return of capital, Exit Proceeds shall be distributed as follows: the A Preference Return shall be paid in respect of the A Preference Shares and the A Ordinary Shares. The BGF Proceeds less the A Preference Return shall be paid in respect of the A Ordinary Shares. The Non-A Preference Return shall be paid in respect of the B Preference Shares, C Preference Shares and D Preference Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares. Nil to the G Ordinary Shares. If the the Hurdle is met, on a return of capital, Exit Proceeds shall be distributed as follows: The same as above in respect of the A Preference Return. The BGF Proceeds less the (i) A Preference Return and (ii) BGF G Ordinary Shares (Series A) Proportion of the Hurdle Excess Returns shall be paid in respect of the A Ordinary Shares. The same as above in respect of the Non-A Preference Return. £15,000,000 x (100% – the BGF Proportion) in respect of the Ordinary Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares and the G Ordinary Shares.</p> <p>VOTING: The holders of the Equity Shares (other than the C Ordinary Shares) (as defined in the company's articles of association) shall have the right to receive notice of and attend and vote and speak at any general meeting of the company and shall be entitled to vote on any written resolution of the company. Save as provided otherwise in the Companies Act 2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote for each A Ordinary Share held by him, two votes for each B Ordinary Share, E Ordinary Share and F Ordinary Share held by him and one vote for each D Ordinary Share held by him. Subject to Article 3.4.2 of the company's articles of association, the voting rights conferred on the A Ordinary Shares shall be restricted to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to article 3.4.1. The Preference Shares, C Ordinary Shares and G Ordinary Shares are non-voting.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>



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Class of share	D PREFERENCE	
Prescribed particulars	<p>INCOME: The holders of A Preference Shares shall be entitled to receive, in priority to the holders of all other shares the Long Term Dividend. The different classes of Equity Ordinary Shares shall not rank pari passu for dividend purposes. Subject to Investor Consent, the balance of any profits of the company (after the payment of the Long Term Dividend) resolved to be distributed in any financial year or period shall be distributed amongst the holders of each (or any one or more) class of Equity Ordinary Shares (as the Board may determine with Investor Consent) pro rata according to the number of Equity Ordinary Shares held in each such class and in the case of the G Ordinary Shares, the respective entitlement of each of the holders of the G Ordinary Shares to the value of the deemed Exit Proceeds (as the Board may determine with Investor Consent at the relevant time) in excess of the Hurdle.</p> <p>CAPITAL: If the the Hurdle is not met, on a return of capital, Exit Proceeds shall be distributed as follows: the A Preference Return shall be paid in respect of the A Preference Shares and the A Ordinary Shares. The BGF Proceeds less the A Preference Return shall be paid in respect of the A Ordinary Shares. The Non-A Preference Return shall be paid in respect of the B Preference Shares, C Preference Shares and D Preference Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares. Nil to the G Ordinary Shares. If the the Hurdle is met, on a return of capital, Exit Proceeds shall be distributed as follows: The same as above in respect of the A Preference Return. The BGF Proceeds less the (i) A Preference Return and (ii) BGF G Ordinary Shares (Series A) Proportion of the Hurdle Excess Returns shall be paid in respect of the A Ordinary Shares. The same as above in respect of the Non-A Preference Return. £15,000,000 x (100% – the BGF Proportion) in respect of the Ordinary Shares. The balance of the Exit Proceeds in respect of the Ordinary Shares and the G Ordinary Shares.</p> <p>VOTING: The holders of the Equity Shares (other than the C Ordinary Shares) (as defined in the company's articles of association) shall have the right to receive notice of and attend and vote and speak at any general meeting of the company and shall be entitled to vote on any written resolution of the company. Save as provided otherwise in the Companies Act 2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote for each A Ordinary Share held by him, two votes for each B Ordinary Share, E Ordinary Share and F Ordinary Share held by him and one vote for each D Ordinary Share held by him. Subject to Article 3.4.2 of the company's articles of association, the voting rights conferred on the A Ordinary Shares shall be restricted to the lower of 40% of the voting rights attaching to all shares and the number of votes allocated pursuant to article 3.4.1. The Preference Shares, C Ordinary Shares and G Ordinary Shares are non-voting.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>



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5 Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	
Prescribed particulars	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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 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. <p>A separate table must be used for each class of share.</p>