



SH01

Return of allotment of shares



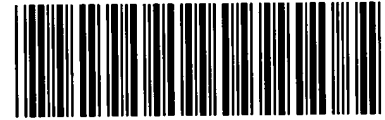
Companies House



Go online to file this information
www.gov.uk/companieshouse

☒ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

☐ **What this form is NOT for**
You cannot use this form to give notice of shares taken by special dividend on formation of the company for an allotment of a new class of shares by an unlimited company.



L11 *L829HBI3* #104
29/03/2019
COMPANIES HOUSE

1 Company details

Company number 1 1 7 2 3 0 1 9

Company name in full NEON TOPCO LIMITED

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

All fields are mandatory unless specified or indicated by *

2 Allotment dates

From Date 2 8 0 2 2 0 1 9
To Date d d m m y y y y

1 Allotment date
If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

| Currency ² | Class of shares (E.g. Ordinary/Preference etc.) | Number of shares allotted | Nominal value of each share | Amount paid (including share premium) on each share | Amount (if any) unpaid (including share premium) on each share |
|-----------------------|--|------------------------------|--------------------------------|--|---|
| GBP | A ORDINARY | 672,456 | £1.00 | £44.87 | Nil |
| GBP | A1 ORDINARY | 104,178 | £1.00 | £1.00 | Nil |
| GBP | B ORDINARY | 23,365 | £1.00 | £44.87 | Nil |

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if necessary.

Details of non-cash consideration.
If a PLC, please attach valuation report (if appropriate)

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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

Please use a Statement of Capital continuation page if necessary.

| Currency Complete a separate table for each currency | Class of shares E.g. Ordinary/Preference etc. | Number of shares | Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value | Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium |
|--|--|-------------------------------|--|---|
| Currency table A | | | | |
| | SEE CONTINUATION SHEET | | | |
| | | | | |
| | | | | |
| | Totals | | | |
| Currency table B | | | | |
| | | | | |
| | | | | |
| | | | | |
| | Totals | | | |
| Currency table C | | | | |
| | | | | |
| | | | | |
| | | | | |
| | Totals | | | |
| Totals (including continuation pages) | | Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
| | | 5,545,822 | £1,020,708.22 | NIL |

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

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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.

Prescribed particulars of rights attached to shares

The particulars are:

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

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

Continuation page
Please use a Statement of Capital continuation page if necessary.

Class of share

SEE CONTINUATION SHEET

Prescribed particulars

Class of share

Prescribed particulars

Class of share

Prescribed particulars

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X**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.

Person authorised

Under either section 270 or 274 of the Companies Act 2006.

This form may be signed by:

Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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Return of allotment of shares

**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 **YAGMUR YARAR**

Company name **MACFARLANES LLP**

Address **20 CURSITOR STREET**

Post town **LONDON**

County/Region **LONDON**

Postcode **E C 4 A 1 L T**

Country **UNITED KINGDOM**

DX

Telephone **+44 20 7849 2000**

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

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

**Where to send**

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

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

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

**Further information**

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

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

Shares allotted

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

06/16 Version 6.0

Statement of capital

Complete a separate table for each currency.

| | | | |
|---------------|-----------|--------------|-----|
| Totals | 5,545,822 | 1,020,708.22 | Nil |
|---------------|-----------|--------------|-----|

SH01 - continuation page

Return of allotment of shares

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

| | |
|------------------------|---|
| Class of share | A1 ORDINARY |
| Prescribed particulars | <p>Dividends</p> <p>Any Available Profits, which the Company may determine to distribute in respect of any financial year, shall be distributed amongst the holders of the A Ordinary Shares, the A1 Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of Share) according to the number of such Shares held by the relevant Shareholder at the relevant time. For the avoidance of doubt, the holders of any Deferred Shares shall not be entitled to participate in any distribution made in respect of any such Deferred Shares. The Company shall not pay any amounts to the holders of the A1 Ordinary Shares or the C Ordinary Shares, nor shall the holders of the A1 Ordinary Shares or the C Ordinary Shares be entitled to payment of any amounts until each holder of the A Ordinary Shares, the B Ordinary Shares and the Preference Shares shall first have received an amount equal to the Preferred Return in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder (for so long as each such holder is entitled to a Preferred Return in accordance with the provisions of these Articles).</p> <p>Return of Capital</p> <p>On a return of capital on a liquidation or otherwise (other than on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all other payments to be made in priority shall be applied in the following order:</p> <p>a) first, in priority to any payments to be made pursuant to b) below, in paying to the holders of Loan Notes an amount equal to the principal amount of such Loan Notes and, save in relation to holders who are Very Bad Leavers, all accrued but unpaid interest on such Loan Notes;</p> <p>b) second, in priority to any payments to be made pursuant to c) below, in paying to each holder of A Ordinary Shares, B Ordinary Shares and/or Preference Shares an amount equal to the Preferred Return in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder;</p> <p>c) third, , in priority to any payments to be made pursuant to d) below, in paying to each holder of A Ordinary Shares, B Ordinary Shares and/or Preference Shares an amount equal to 100 per cent. of the Issue Price in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder;</p> <p>d) fourth, until such time as any payments fall due to be made pursuant to e) below, the balance of assets (if any) after all payments to be made in priority pursuant to a), b) and c), shall be distributed amongst the holders of the A Ordinary Shares, the A1 Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of Share) according to the number of such Shares held by the relevant Shareholders at the relevant time; and</p> <p>e) fifth, after the distribution of the first £1,000,000,000 of such assets under a) to d), the holders of the Deferred Shares shall be entitled to receive 0.01p per Deferred Share of which it is the holder and thereafter any balance of such assets shall be distributed in the same manner as is set out</p> |

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Return of allotment of shares

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

| | |
|------------------------|---|
| Class of share | A1 ORDINARY |
| Prescribed particulars | <p>in d) above.</p> <p>Voting</p> <p>On a written resolution: a) every holder of A Ordinary Shares on the date on which the resolution is circulated as required by the Act shall, subject to these Articles and sections 289 and 290 of the Act, have one vote for each A Ordinary Share held by him; and</p> <p>b) every holder of B Ordinary Shares (together with his Permitted Transferees) on the date on which the resolution is circulated as required by the Act shall, subject to these Articles and sections 289 and 290 of the Act, have in aggregate such number of votes in respect of all of the B Ordinary Shares (and any other Shares) held by him and his Permitted Transferees as equals 5 per cent. of the total votes that may be cast on such resolution; PROVIDED that, in each case (i) the aggregate number of votes in respect of the A Ordinary Shares pursuant to a) above shall in no circumstances be less than 80 per cent. of the overall votes that may be cast on a written resolution, and (ii) the aggregate number of votes in respect of the B Ordinary Shares pursuant to b) above shall in no circumstances be more than 20 per cent. of the overall votes that may be cast on a written resolution, provided that if there are at any time more than four separate holders of B Ordinary Shares (taken together with their Permitted Transferees), then only the first four holders of such B Ordinary Shares (taken together with their Permitted Transferees) by reference to the date of acquisition of the first B Ordinary Shares held by such holders and as identified numerically in the Company's register of members shall be entitled to any votes on such resolution in respect of their B Ordinary Shares and no other holder of B Ordinary Shares shall be entitled to any votes in respect of his B Ordinary Shares; and</p> <p>On a resolution to be passed at a general meeting of the Company on a poll or on a show of hands:</p> <p>a) every holder of A Ordinary Shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each A Ordinary Share of which he is the holder; and</p> <p>b) every holder of B Ordinary Shares (together with his Permitted Transferees) who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have in aggregate such number of votes in respect of all of the B Ordinary Shares held by him and his Permitted Transferees as equals 5 per cent. of the total votes that may be cast on such resolution, PROVIDED that, in each case (i) the aggregate number of votes in respect of the A Ordinary Shares pursuant to a) above shall in no circumstances be less than 80 per cent. of the overall votes that may be cast on a resolution to be passed at a general meeting of the Company on a poll or on a show of Shares pursuant to b) above shall in no circumstances be more than 20 per cent of the overall votes that may be cast on a resolution to be passed at a general meeting of the Company on a poll or on a show of hands, provided that if there are at any time more than four separate holders of B Ordinary</p> |

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

| | |
|------------------------|---|
| Class of share | A ORDINARY |
| Prescribed particulars | <p>Dividends</p> <p>Any Available Profits, which the Company may determine to distribute in respect of any financial year, shall be distributed amongst the holders of the A Ordinary Shares, the A1 Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of Share) according to the number of such Shares held by the relevant Shareholder at the relevant time. For the avoidance of doubt, the holders of any Deferred Shares shall not be entitled to participate in any distribution made in respect of any such Deferred Shares. The Company shall not pay any amounts to the holders of the A1 Ordinary Shares or the C Ordinary Shares, nor shall the holders of the A1 Ordinary Shares or the C Ordinary Shares be entitled to payment of any amounts until each holder of the A Ordinary Shares, the B Ordinary Shares and the Preference Shares shall first have received an amount equal to the Preferred Return in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder (for so long as each such holder is entitled to a Preferred Return in accordance with the provisions of these Articles).</p> <p>Return of Capital</p> <p>On a return of capital on a liquidation or otherwise (other than on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all other payments to be made in priority shall be applied in the following order:</p> <p>a) first, in priority to any payments to be made pursuant to b) below, in paying to the holders of Loan Notes an amount equal to the principal amount of such Loan Notes and, save in relation to holders who are Very Bad Leavers, all accrued but unpaid interest on such Loan Notes;</p> <p>b) second, in priority to any payments to be made pursuant to c) below, in paying to each holder of A Ordinary Shares, B Ordinary Shares and/or Preference Shares an amount equal to the Preferred Return in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder;</p> <p>c) third, , in priority to any payments to be made pursuant to d) below, in paying to each holder of A Ordinary Shares, B Ordinary Shares and/or Preference Shares an amount equal to 100 per cent. of the Issue Price in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder;</p> <p>d) fourth, until such time as any payments fall due to be made pursuant to e) below, the balance of assets (if any) after all payments to be made in priority pursuant to a), b) and c), shall be distributed amongst the holders of the A Ordinary Shares, the A1 Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of Share) according to the number of such Shares held by the relevant Shareholders at the relevant time; and</p> <p>e) fifth, after the distribution of the first £1,000,000,000 of such assets under a) to d), the holders of the Deferred Shares shall be entitled to receive 0.01p per Deferred Share of which it is the holder and thereafter any balance of such assets shall be distributed in the same manner as is set out</p> |

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

| | |
|------------------------|---|
| Class of share | A ORDINARY |
| Prescribed particulars | <p>in d) above.</p> <p>Voting</p> <p>On a written resolution: a) every holder of A Ordinary Shares on the date on which the resolution is circulated as required by the Act shall, subject to these Articles and sections 289 and 290 of the Act, have one vote for each A Ordinary Share held by him; and</p> <p>b) every holder of B Ordinary Shares (together with his Permitted Transferees) on the date on which the resolution is circulated as required by the Act shall, subject to these Articles and sections 289 and 290 of the Act, have in aggregate such number of votes in respect of all of the B Ordinary Shares (and any other Shares) held by him and his Permitted Transferees as equals 5 per cent. of the total votes that may be cast on such resolution; PROVIDED that, in each case (i) the aggregate number of votes in respect of the A Ordinary Shares pursuant to a) above shall in no circumstances be less than 80 per cent. of the overall votes that may be cast on a written resolution, and (ii) the aggregate number of votes in respect of the B Ordinary Shares pursuant to b) above shall in no circumstances be more than 20 per cent. of the overall votes that may be cast on a written resolution, provided that if there are at any time more than four separate holders of B Ordinary Shares (taken together with their Permitted Transferees), then only the first four holders of such B Ordinary Shares (taken together with their Permitted Transferees) by reference to the date of acquisition of the first B Ordinary Shares held by such holders and as identified numerically in the Company's register of members shall be entitled to any votes on such resolution in respect of their B Ordinary Shares and no other holder of B Ordinary Shares shall be entitled to any votes in respect of his B Ordinary Shares; and</p> <p>On a resolution to be passed at a general meeting of the Company on a poll or on a show of hands:</p> <p>a) every holder of A Ordinary Shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each A Ordinary Share of which he is the holder; and</p> <p>b) every holder of B Ordinary Shares (together with his Permitted Transferees) who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have in aggregate such number of votes in respect of all of the B Ordinary Shares held by him and his Permitted Transferees as equals 5 per cent. of the total votes that may be cast on such resolution, PROVIDED that, in each case (i) the aggregate number of votes in respect of the A Ordinary Shares pursuant to a) above shall in no circumstances be less than 80 per cent. of the overall votes that may be cast on a resolution to be passed at a general meeting of the Company on a poll or on a show of Shares pursuant to b) above shall in no circumstances be more than 20 per cent of the overall votes that may be cast on a resolution to be passed at a general meeting of the Company on a poll or on a show of hands, provided that if there are at any time more than four separate holders of B Ordinary</p> |

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

| | |
|------------------------|---|
| Class of share | B ORDINARY |
| Prescribed particulars | <p>Dividends</p> <p>Any Available Profits, which the Company may determine to distribute in respect of any financial year, shall be distributed amongst the holders of the A Ordinary Shares, the A1 Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of Share) according to the number of such Shares held by the relevant Shareholder at the relevant time. For the avoidance of doubt, the holders of any Deferred Shares shall not be entitled to participate in any distribution made in respect of any such Deferred Shares. The Company shall not pay any amounts to the holders of the A1 Ordinary Shares or the C Ordinary Shares, nor shall the holders of the A1 Ordinary Shares or the C Ordinary Shares be entitled to payment of any amounts until each holder of the A Ordinary Shares, the B Ordinary Shares and the Preference Shares shall first have received an amount equal to the Preferred Return in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder (for so long as each such holder is entitled to a Preferred Return in accordance with the provisions of these Articles).</p> <p>Return of Capital</p> <p>On a return of capital on a liquidation or otherwise (other than on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all other payments to be made in priority shall be applied in the following order:</p> <p>a) first, in priority to any payments to be made pursuant to b) below, in paying to the holders of Loan Notes an amount equal to the principal amount of such Loan Notes and, save in relation to holders who are Very Bad Leavers, all accrued but unpaid interest on such Loan Notes;</p> <p>b) second, in priority to any payments to be made pursuant to c) below, in paying to each holder of A Ordinary Shares, B Ordinary Shares and/or Preference Shares an amount equal to the Preferred Return in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder;</p> <p>c) third, , in priority to any payments to be made pursuant to d) below, in paying to each holder of A Ordinary Shares, B Ordinary Shares and/or Preference Shares an amount equal to 100 per cent. of the Issue Price in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder;</p> <p>d) fourth, until such time as any payments fall due to be made pursuant to e) below, the balance of assets (if any) after all payments to be made in priority pursuant to a), b) and c), shall be distributed amongst the holders of the A Ordinary Shares, the A1 Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of Share) according to the number of such Shares held by the relevant Shareholders at the relevant time; and</p> <p>e) fifth, after the distribution of the first £1,000,000,000 of such assets under a) to d), the holders of the Deferred Shares shall be entitled to receive 0.01p per Deferred Share of which it is the holder and thereafter any balance of such assets shall be distributed in the same manner as is set out</p> |

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Return of allotment of shares

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

| | | |
|------------------------|---|--|
| Class of share | B ORDINARY | |
| Prescribed particulars | <p>in d) above.</p> <p>Voting</p> <p>On a written resolution: a) every holder of A Ordinary Shares on the date on which the resolution is circulated as required by the Act shall, subject to these Articles and sections 289 and 290 of the Act, have one vote for each A Ordinary Share held by him; and</p> <p>b) every holder of B Ordinary Shares (together with his Permitted Transferees) on the date on which the resolution is circulated as required by the Act shall, subject to these Articles and sections 289 and 290 of the Act, have in aggregate such number of votes in respect of all of the B Ordinary Shares (and any other Shares) held by him and his Permitted Transferees as equals 5 per cent. of the total votes that may be cast on such resolution; PROVIDED that, in each case (i) the aggregate number of votes in respect of the A Ordinary Shares pursuant to a) above shall in no circumstances be less than 80 per cent. of the overall votes that may be cast on a written resolution, and (ii) the aggregate number of votes in respect of the B Ordinary Shares pursuant to b) above shall in no circumstances be more than 20 per cent. of the overall votes that may be cast on a written resolution, provided that if there are at any time more than four separate holders of B Ordinary Shares (taken together with their Permitted Transferees), then only the first four holders of such B Ordinary Shares (taken together with their Permitted Transferees) by reference to the date of acquisition of the first B Ordinary Shares held by such holders and as identified numerically in the Company's register of members shall be entitled to any votes on such resolution in respect of their B Ordinary Shares and no other holder of B Ordinary Shares shall be entitled to any votes in respect of his B Ordinary Shares; and</p> <p>On a resolution to be passed at a general meeting of the Company on a poll or on a show of hands:</p> <p>a) every holder of A Ordinary Shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each A Ordinary Share of which he is the holder; and</p> <p>b) every holder of B Ordinary Shares (together with his Permitted Transferees) who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have in aggregate such number of votes in respect of all of the B Ordinary Shares held by him and his Permitted Transferees as equals 5 per cent. of the total votes that may be cast on such resolution, PROVIDED that, in each case (i) the aggregate number of votes in respect of the A Ordinary Shares pursuant to a) above shall in no circumstances be less than 80 per cent. of the overall votes that may be cast on a resolution to be passed at a general meeting of the Company on a poll or on a show of Shares pursuant to b) above shall in no circumstances be more than 20 per cent of the overall votes that may be cast on a resolution to be passed at a general meeting of the Company on a poll or on a show of hands, provided that if there are at any time more than four separate holders of B Ordinary</p> | |

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Return of allotment of shares

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

| | |
|------------------------|---|
| Class of share | C ORDINARY |
| Prescribed particulars | <p>Dividends</p> <p>Any Available Profits, which the Company may determine to distribute in respect of any financial year, shall be distributed amongst the holders of the A Ordinary Shares, the A1 Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of Share) according to the number of such Shares held by the relevant Shareholder at the relevant time. For the avoidance of doubt, the holders of any Deferred Shares shall not be entitled to participate in any distribution made in respect of any such Deferred Shares. The Company shall not pay any amounts to the holders of the A1 Ordinary Shares or the C Ordinary Shares, nor shall the holders of the A1 Ordinary Shares or the C Ordinary Shares be entitled to payment of any amounts until each holder of the A Ordinary Shares, the B Ordinary Shares and the Preference Shares shall first have received an amount equal to the Preferred Return in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder (for so long as each such holder is entitled to a Preferred Return in accordance with the provisions of these Articles).</p> <p>Return of Capital</p> <p>On a return of capital on a liquidation or otherwise (other than on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all other payments to be made in priority shall be applied in the following order:</p> <p>a) first, in priority to any payments to be made pursuant to b) below, in paying to the holders of Loan Notes an amount equal to the principal amount of such Loan Notes and, save in relation to holders who are Very Bad Leavers, all accrued but unpaid interest on such Loan Notes;</p> <p>b) second, in priority to any payments to be made pursuant to c) below, in paying to each holder of A Ordinary Shares, B Ordinary Shares and/or Preference Shares an amount equal to the Preferred Return in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder;</p> <p>c) third, , in priority to any payments to be made pursuant to d) below, in paying to each holder of A Ordinary Shares, B Ordinary Shares and/or Preference Shares an amount equal to 100 per cent. of the Issue Price in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder;</p> <p>d) fourth, until such time as any payments fall due to be made pursuant to e) below, the balance of assets (if any) after all payments to be made in priority pursuant to a), b) and c), shall be distributed amongst the holders of the A Ordinary Shares, the A1 Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of Share) according to the number of such Shares held by the relevant Shareholders at the relevant time; and</p> <p>e) fifth, after the distribution of the first £1,000,000,000 of such assets under a) to d), the holders of the Deferred Shares shall be entitled to receive 0.01p per Deferred Share of which it is the holder and thereafter any balance of such assets shall be distributed in the same manner as is set out</p> |

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| | |
|------------------------|---|
| Class of share | C ORDINARY |
| Prescribed particulars | <p>in d) above.</p> <p>Voting</p> <p>On a written resolution: a) every holder of A Ordinary Shares on the date on which the resolution is circulated as required by the Act shall, subject to these Articles and sections 289 and 290 of the Act, have one vote for each A Ordinary Share held by him; and</p> <p>b) every holder of B Ordinary Shares (together with his Permitted Transferees) on the date on which the resolution is circulated as required by the Act shall, subject to these Articles and sections 289 and 290 of the Act, have in aggregate such number of votes in respect of all of the B Ordinary Shares (and any other Shares) held by him and his Permitted Transferees as equals 5 per cent. of the total votes that may be cast on such resolution; PROVIDED that, in each case (i) the aggregate number of votes in respect of the A Ordinary Shares pursuant to a) above shall in no circumstances be less than 80 per cent. of the overall votes that may be cast on a written resolution, and (ii) the aggregate number of votes in respect of the B Ordinary Shares pursuant to b) above shall in no circumstances be more than 20 per cent. of the overall votes that may be cast on a written resolution, provided that if there are at any time more than four separate holders of B Ordinary Shares (taken together with their Permitted Transferees), then only the first four holders of such B Ordinary Shares (taken together with their Permitted Transferees) by reference to the date of acquisition of the first B Ordinary Shares held by such holders and as identified numerically in the Company's register of members shall be entitled to any votes on such resolution in respect of their B Ordinary Shares and no other holder of B Ordinary Shares shall be entitled to any votes in respect of his B Ordinary Shares; and</p> <p>On a resolution to be passed at a general meeting of the Company on a poll or on a show of hands:</p> <p>a) every holder of A Ordinary Shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each A Ordinary Share of which he is the holder; and</p> <p>b) every holder of B Ordinary Shares (together with his Permitted Transferees) who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have in aggregate such number of votes in respect of all of the B Ordinary Shares held by him and his Permitted Transferees as equals 5 per cent. of the total votes that may be cast on such resolution, PROVIDED that, in each case (i) the aggregate number of votes in respect of the A Ordinary Shares pursuant to a) above shall in no circumstances be less than 80 per cent. of the overall votes that may be cast on a resolution to be passed at a general meeting of the Company on a poll or on a show of Shares pursuant to b) above shall in no circumstances be more than 20 per cent of the overall votes that may be cast on a resolution to be passed at a general meeting of the Company on a poll or on a show of hands, provided that if there are at any time more than four separate holders of B Ordinary</p> |

SH01 - continuation page

Return of allotment of shares

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

| Class of share | PREFERENCE |
|------------------------|---|
| Prescribed particulars | <p>Dividends</p> <p>Any Available Profits, which the Company may determine to distribute in respect of any financial year, shall be distributed amongst the holders of the A Ordinary Shares, the A1 Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of Share) according to the number of such Shares held by the relevant Shareholder at the relevant time. For the avoidance of doubt, the holders of any Deferred Shares shall not be entitled to participate in any distribution made in respect of any such Deferred Shares. The Company shall not pay any amounts to the holders of the A1 Ordinary Shares or the C Ordinary Shares, nor shall the holders of the A1 Ordinary Shares or the C Ordinary Shares be entitled to payment of any amounts until each holder of the A Ordinary Shares, the B Ordinary Shares and the Preference Shares shall first have received an amount equal to the Preferred Return in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder (for so long as each such holder is entitled to a Preferred Return in accordance with the provisions of these Articles).</p> <p>Return of Capital</p> <p>On a return of capital on a liquidation or otherwise (other than on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and all other payments to be made in priority shall be applied in the following order:</p> <p>a) first, in priority to any payments to be made pursuant to b) below, in paying to the holders of Loan Notes an amount equal to the principal amount of such Loan Notes and, save in relation to holders who are Very Bad Leavers, all accrued but unpaid interest on such Loan Notes;</p> <p>b) second, in priority to any payments to be made pursuant to c) below, in paying to each holder of A Ordinary Shares, B Ordinary Shares and/or Preference Shares an amount equal to the Preferred Return in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder;</p> <p>c) third, , in priority to any payments to be made pursuant to d) below, in paying to each holder of A Ordinary Shares, B Ordinary Shares and/or Preference Shares an amount equal to 100 per cent. of the Issue Price in respect of each A Ordinary Share, B Ordinary Share and/or Preference Share (as applicable) of which it is the holder;</p> <p>d) fourth, until such time as any payments fall due to be made pursuant to e) below, the balance of assets (if any) after all payments to be made in priority pursuant to a), b) and c), shall be distributed amongst the holders of the A Ordinary Shares, the A1 Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares (pari passu as if the same constituted one class of Share) according to the number of such Shares held by the relevant Shareholders at the relevant time; and</p> <p>e) fifth, after the distribution of the first £1,000,000,000 of such assets under a) to d), the holders of the Deferred Shares shall be entitled to receive 0.01p per Deferred Share of which it is the holder and thereafter any balance of such assets shall be distributed in the same manner as is set out</p> |

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

| Class of share | PREFERENCE | |
|------------------------|---|--|
| Prescribed particulars | <p>in d) above.</p> <p>Voting</p> <p>On a written resolution: a) every holder of A Ordinary Shares on the date on which the resolution is circulated as required by the Act shall, subject to these Articles and sections 289 and 290 of the Act, have one vote for each A Ordinary Share held by him; and</p> <p>b) every holder of B Ordinary Shares (together with his Permitted Transferees) on the date on which the resolution is circulated as required by the Act shall, subject to these Articles and sections 289 and 290 of the Act, have in aggregate such number of votes in respect of all of the B Ordinary Shares (and any other Shares) held by him and his Permitted Transferees as equals 5 per cent. of the total votes that may be cast on such resolution; PROVIDED that, in each case (i) the aggregate number of votes in respect of the A Ordinary Shares pursuant to a) above shall in no circumstances be less than 80 per cent. of the overall votes that may be cast on a written resolution, and (ii) the aggregate number of votes in respect of the B Ordinary Shares pursuant to b) above shall in no circumstances be more than 20 per cent. of the overall votes that may be cast on a written resolution, provided that if there are at any time more than four separate holders of B Ordinary Shares (taken together with their Permitted Transferees), then only the first four holders of such B Ordinary Shares (taken together with their Permitted Transferees) by reference to the date of acquisition of the first B Ordinary Shares held by such holders and as identified numerically in the Company's register of members shall be entitled to any votes on such resolution in respect of their B Ordinary Shares and no other holder of B Ordinary Shares shall be entitled to any votes in respect of his B Ordinary Shares; and</p> <p>On a resolution to be passed at a general meeting of the Company on a poll or on a show of hands:</p> <p>a) every holder of A Ordinary Shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each A Ordinary Share of which he is the holder; and</p> <p>b) every holder of B Ordinary Shares (together with his Permitted Transferees) who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have in aggregate such number of votes in respect of all of the B Ordinary Shares held by him and his Permitted Transferees as equals 5 per cent. of the total votes that may be cast on such resolution, PROVIDED that, in each case (i) the aggregate number of votes in respect of the A Ordinary Shares pursuant to a) above shall in no circumstances be less than 80 per cent. of the overall votes that may be cast on a resolution to be passed at a general meeting of the Company on a poll or on a show of Shares pursuant to b) above shall in no circumstances be more than 20 per cent of the overall votes that may be cast on a resolution to be passed at a general meeting of the Company on a poll or on a show of hands, provided that if there are at any time more than four separate holders of B Ordinary</p> | |