

In accordance with
Section 619, 621 & 689
of the Companies Act
2006.

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

☒ **What this form is for**
You may use this form to give
notice of consolidation,
sub-division, redemption of
shares or re-conversion of stock
into shares.

☐ **What this form is NOT for**
You cannot use this form to give
notice of a conversion of shares
into stock.

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number	1	2	5	5	8	8	2	8
Company name in full	Ensco 1366 Limited							

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

All fields are mandatory unless
specified or indicated by *

2 Date of resolution

Date of resolution	^d 1	^d 3	^m 0	^m 1	^y 2	^y 0	^y 2	^y 2
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3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
A ORDINARY	198,500	0.60	119,100	1.00

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

5 Redemption

Please show the class number and nominal value of shares that have been
redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

New share structure			
Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

7

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

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

Currency table A

	Please see continuation page			
Totals		0	0.00	

Currency table B

Totals		0	0.00	

Currency table C

Totals		0	0.00	

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

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)^①

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 7 .	<div>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. Please use a Statement of capital continuation page if necessary.</div>
Class of share	PLEASE SEE CONTINUATION PAGE	
Prescribed particulars ^①		
Class of share		
Prescribed particulars ^①		
Class of share		
Prescribed particulars ^①		

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Signature

	I am signing this form on behalf of the company.	<div>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.</div>
Signature	<div>Signature</div> <div>X Stephen Halstead X</div>	
	This form may be signed by: Director ^② , Secretary, Person authorised ^③ , 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

4476

Company name

Gateley Plc

Address

One Forbury Square

The Forbury

Post town

Reading

County/Region

Postcode

R

G

1

3

E

B

Country

United Kingdom

DX

26452 Leeds Park Square

Telephone

0118 952 0820

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 entered the date of resolution in Section 2.

☐ Where applicable, you have completed Section 3, 4, 5 or 6.

☐ You have completed 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

06/16 Version 5.0 CHFP021

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

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8 Statement of capital (prescribed particulars of rights attached to shares) ^①		
Class of share	A ORDINARY	<div><div>① Prescribed particulars of rights attached to shares</div><div>The particulars are:</div><div><div>a. particulars of any voting rights, including rights that arise only in certain circumstances;</div><div>b. particulars of any rights, as respects dividends, to participate in a distribution;</div><div>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</div><div>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</div></div><div>A separate table must be used for each class of share.</div></div>
Prescribed particulars	<div><div>1. VOTING</div><div>Subject to articles 52 and 5.2 of the articles, the holders of the A Ordinary Shares (as defined in the articles) shall (in that capacity) be entitled to receive notice of, and to attend, speak and vote at, general meetings of the Company and to vote on any written resolution of the Shareholders (as defined in the articles) in accordance with article 54.2 of the articles.</div><div>If the Investor Majority (as defined in the articles) serves a notice in writing on the Company pursuant to article 5.2 of the articles (an Enhanced Voting Event Notice) then with effect from the date that is three Business Days (as defined in the articles) from when the notice is received by the Company until such notice is withdrawn by a further notice in writing to the Company from the Investor Majority, the Voting Shares (other than the A Ordinary Shares) (as each term is defined in the articles) shall, in relation to any general meeting of the Company and any written resolution of the Shareholders, be subject to a Suspension of Rights (as defined in the articles).</div><div>Subject to articles 52, 54.3 and 5.2 of the articles, upon any resolution proposed at a general meeting of the Company on a show of hands and on a poll every Voting Shareholder who is present in person or by proxy shall have one vote in respect of each Voting Share registered in his name and on a vote on a written resolution of the Shareholders every Voting Shareholder shall have one vote in respect of each Voting Share registered in his name provided that for these purposes, the number of votes that the A Ordinary Shares shall hold in aggregate shall be equal to one vote per A Ordinary Share and one vote per C3 Ordinary Share (as defined in the articles) then in issue, to be allocated amongst the holders of the A Ordinary Shares pro rata to the number of A Ordinary Shares held by them.</div><div>Except where article 5.2 of the articles applies, for so long as an LDC Shareholder (as defined in the articles) or any other LDC Entity (as defined in the articles) is the legal and/or beneficial owner of Shares (as defined in the articles), such Shares held by all LDC Shareholders and all LDC Entities (whether legally or beneficially) shall not confer more than 49.9% of the total voting rights of all Shares at any time.</div><div>2. INCOME</div><div>Subject to the redemption in full of the Investor Loan Notes (as defined in the articles), the A Ordinary Shares shall be entitled, in priority to any payment by way of dividend to the holders of any other Shares, to a cumulative cash participating dividend (exclusive of any associated tax credit) of an amount equal to 10% of the Net Profit (as defined in the articles) for each Accounting Period (as defined in the articles) ending on or after 31 May 2026. Please see article 6 of the articles for further details.</div></div>	

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

Class of share	A ORDINARY (CONTINUED)	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.
Prescribed particulars	<p>Subject to the payment of all Participating Dividends (as defined in the articles) and all Arrears (as defined in the articles) and any distributions made pursuant to article 9.4 of the articles, any profits available for distribution which the Company determines to distribute (which shall require Investor Approval (as defined in the articles)) shall be distributed amongst the holders of the Equity Shares (as defined in the articles) (other than the C3 Ordinary Shares) pari passu as if they constituted one class of Shares pro rata to the number of Equity Shares held by them (the Shareholder Dividend) provided that for these purposes, the number of Equity Shares that the holders of the A Ordinary Shares shall be deemed to hold in aggregate shall be equal to the number of A Ordinary Shares and C3 Ordinary Shares then in issue, to be allocated amongst the holders of the A Ordinary Shares pro rata to the number of A Ordinary Shares held by them.</p> <p>The amount of any Shareholder Dividend proposed to be distributed to the holders of A Ordinary Shares pursuant to article 7.1 of the articles shall be reduced by the amount of any Participating Dividend paid in the same Accounting Period (as defined in the articles) as the Shareholder Dividend and such amount shall instead be distributed amongst the holders of B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (as each term is defined in the articles) pari passu as if they constituted one class of Shares pro rata to the number of such Shares held by them.</p> <p>3. CAPITAL – WINDING UP Subject to article 8.2 of the articles on a return of capital of the Company on a winding up or otherwise (other than a redemption of Shares or the purchase by the Company of its own Shares) the surplus assets and retained profits of the Company available for distribution (the Surplus Assets) shall be distributed as follows:</p> <p>A. Where the amount of Surplus Assets is less than or equal to the aggregate of the C2 Threshold (as defined in the articles) and the A Threshold (as defined in the articles), the Surplus Assets shall be distributed amongst the holders of Equity Shares in the following order and priority:</p> <p>(i) an amount of such Surplus Assets equal to the A Threshold to the holders of A Ordinary Shares; and</p> <p>(ii) the balance of such Surplus Assets in excess of the A Threshold to the holders of A Ordinary Shares, B Ordinary Shares and C1 Ordinary Shares (pro rata to the number of Equity Shares (other than the C2 Ordinary Shares and the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue).</p>	

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Class of share	A ORDINARY (CONTINUED)	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.
Prescribed particulars	<p>B. Where the amount of Surplus Assets is more than the aggregate of the C2 Threshold plus the A Threshold and the conditions in article 9.2 have not been met, the Surplus Assets shall be distributed amongst the holders of Equity Shares in the following order and priority:</p> <p>(i) an amount of such Surplus Assets equal to the A Threshold to the holders of the A Ordinary Shares;</p> <p>(ii) the balance of such Surplus Assets in excess of the A Threshold up to an amount equal to the C2 Threshold to the holders of the A Ordinary Shares, B Ordinary Shares and C1 Ordinary Shares (pro rata to the number of Equity Shares (other than the C2 Ordinary Shares and the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the and the number of C3 Ordinary Shares then in issue); and</p> <p>(iii) the balance of such Surplus Assets in excess of the C2 Threshold to the holders of the A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (pro rata to the number of Equity Shares provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue).</p> <p>The amount to be paid under article 8.1 or article 9 of the articles to any holder of Shares which are subject to a Suspension of Rights pursuant to article 16 of the articles shall be capped at:</p> <p>A. where the Leaver (as defined in the articles) was a Bad Leaver or Very Bad Leaver (as each term is defined in the articles), the Sale Price (as defined in the articles) (determined in accordance with article 15.5) for those Shares; or</p> <p>B. where the Leaver was a Good Leaver (as defined in the articles), the Sale Price for those Shares (determined in accordance with article 15.5) increased by 5% per annum (such amount accruing on a daily basis from the Leaver Cessation Date (as defined in the articles) until the date of payment).</p> <p>4. CAPITAL – EXIT</p> <p>Subject to article 9.2 of the articles, on a Share Sale (as defined in the articles), the selling Shareholders shall procure that the total consideration shall (subject to article 8.2 of the articles) be apportioned between the holders of Equity Shares on the same basis as set out in article 8.</p>	

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Prescribed particulars	<p>On a Share Sale where:</p> <p>A. the Realisation Value (as defined in the articles), after deducting an amount equal to all Arrears and accruals of the Participating Dividend, is greater than the C3 Threshold (as defined in the articles); and</p> <p>B. the Investor Return (as defined in the articles) over the period from the Commencement Date (as defined in the articles) to and including completion of the Share Sale would, on completion of the Share Sale and on the basis of the apportionment set out in the table below equal or exceed:</p> <p>(i) an IRR (as defined in the articles) of at least 42%; and (ii) the Money Multiple (as defined in the articles); and</p> <p>C. the Share Sale occurs before the fourth anniversary of the Commencement Date (or such other later date as the Remuneration Committee (as defined in the articles) (whose majority decision must include the Investor Director (as defined in the articles)) shall agree), the selling Shareholders shall procure that the total consideration shall (subject to article 8.2 of the articles) be apportioned between the holders of Equity Shares in the following order and priority:</p> <p>(i) an amount of such total consideration equal to the A Threshold to the holders of the A Ordinary Shares;</p> <p>(ii) the balance of such total consideration in excess of the A Threshold up to an amount equal to the C2 Threshold to the holders of the A Ordinary Shares, B Ordinary Shares and C1 Ordinary Shares (pro rata to the number of Equity Shares (other than the C2 Ordinary Shares and the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue);</p> <p>(iii) the balance of such total consideration in excess of the C2 Threshold up to an amount equal to the C3 Threshold to the holders of the A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (pro rata to the number of Equity Shares (other than the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue); and</p> <p>(iv) any balance of such total consideration over the C3 Threshold, save for £1.00 to the holders of the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (as if one class).</p> <p>5. REDEMPTION The A Ordinary Shares are non-redeemable.</p>	

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

Class of share	B ORDINARY	
Prescribed particulars	<p>1. VOTING</p> <p>Subject to articles 52 and 5.2 of the articles, the holders of the A Ordinary Shares (as defined in the articles) shall (in that capacity) be entitled to receive notice of, and to attend, speak and vote at, general meetings of the Company and to vote on any written resolution of the Shareholders (as defined in the articles) in accordance with article 54.2 of the articles.</p> <p>If the Investor Majority (as defined in the articles) serves a notice in writing on the Company pursuant to article 5.2 of the articles (an Enhanced Voting Event Notice) then with effect from the date that is three Business Days (as defined in the articles) from when the notice is received by the Company until such notice is withdrawn by a further notice in writing to the Company from the Investor Majority, the Voting Shares (other than the A Ordinary Shares) (as each term is defined in the articles) shall, in relation to any general meeting of the Company and any written resolution of the Shareholders, be subject to a Suspension of Rights (as defined in the articles).</p> <p>Subject to articles 52, 54.3 and 5.2 of the articles, upon any resolution proposed at a general meeting of the Company on a show of hands and on a poll every Voting Shareholder who is present in person or by proxy shall have one vote in respect of each Voting Share registered in his name and on a vote on a written resolution of the Shareholders every Voting Shareholder shall have one vote in respect of each Voting Share registered in his name provided that for these purposes, the number of votes that the A Ordinary Shares shall hold in aggregate shall be equal to one vote per A Ordinary Share and one vote per C3 Ordinary Share (as defined in the articles) then in issue, to be allocated amongst the holders of the A Ordinary Shares pro rata to the number of A Ordinary Shares held by them.</p> <p>2. INCOME</p> <p>Subject to the payment of all Participating Dividends (as defined in the articles) and all Arrears (as defined in the articles) and any distributions made pursuant to article 9.4 of the articles, any profits available for distribution which the Company determines to distribute (which shall require Investor Approval (as defined in the articles)) shall be distributed amongst the holders of the Equity Shares (as defined in the articles) (other than the C3 Ordinary Shares) pari passu as if they constituted one class of Shares pro rata to the number of Equity Shares held by them (the Shareholder Dividend) provided that for these purposes, the number of Equity Shares that the holders of the A Ordinary Shares shall be deemed to hold in aggregate shall be equal to the number of A Ordinary Shares and C3 Ordinary Shares then in issue, to be allocated amongst the holders of the A Ordinary Shares pro rata to the number of A Ordinary Shares held by them.</p> <p>The amount of any Shareholder Dividend proposed to be distributed to the holders of A Ordinary Shares pursuant to article 7.1 of the articles shall be reduced by the amount of any Participating Dividend paid in the same Accounting Period (as defined in the articles)</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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Class of share	B ORDINARY (CONTINUED)	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>as the Shareholder Dividend and such amount shall instead be distributed amongst the holders of B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (as each term is defined in the articles) pari passu as if they constituted one class of Shares pro rata to the number of such Shares held by them.</p> <p>3. CAPITAL – WINDING UP Subject to article 8.2 of the articles on a return of capital of the Company on a winding up or otherwise (other than a redemption of Shares or the purchase by the Company of its own Shares) the surplus assets and retained profits of the Company available for distribution (the Surplus Assets) shall be distributed as follows:</p> <p>A. Where the amount of Surplus Assets is less than or equal to the aggregate of the C2 Threshold (as defined in the articles) and the A Threshold (as defined in the articles), the Surplus Assets shall be distributed amongst the holders of Equity Shares in the following order and priority:</p> <p>(i) an amount of such Surplus Assets equal to the A Threshold to the holders of the A Ordinary Shares; and</p> <p>(ii) the balance of such Surplus Assets in excess of the A Threshold to the holders of the A Ordinary Shares, B Ordinary Shares and C1 Ordinary Shares (pro rata to the number of Equity Shares (other than the C2 Ordinary Shares and the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue).</p> <p>B. Where the amount of Surplus Assets is more than the aggregate of the C2 Threshold plus the A Threshold and the conditions in article 9.2 have not been met, the Surplus Assets shall be distributed amongst the holders of Equity Shares in the following order and priority:</p> <p>(i) an amount of such Surplus Assets equal to the A Threshold to the holders of the A Ordinary Shares;</p> <p>(ii) the balance of such Surplus Assets in excess of the A Threshold up to an amount equal to the C2 Threshold to A Ordinary Shares, B Ordinary Shares and C1 Ordinary Shares (pro rata to the number of Equity Shares (other than the C2 Ordinary Shares and the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue);</p> <p>(iii) the balance of such Surplus Assets in excess of the C2 Threshold to A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (pro rata to the number of Equity Shares provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the</p>	<p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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

Class of share	B ORDINARY (CONTINUED)	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue).</p> <p>The amount to be paid under article 8.1 or article 9 of the articles to any holder of Shares which are subject to a Suspension of Rights pursuant to article 16 of the articles shall be capped at:</p> <p>A. where the Leaver (as defined in the articles) was a Bad Leaver or Very Bad Leaver (as each term is defined in the articles), the Sale Price (as defined in the articles) (determined in accordance with article 15.5) for those Shares; or</p> <p>B. where the Leaver was a Good Leaver (as defined in the articles), the Sale Price for those Shares (determined in accordance with article 15.5) increased by 5% per annum (such amount accruing on a daily basis from the Leaver Cessation Date (as defined in the articles) until the date of payment).</p> <p>4. CAPITAL – EXIT</p> <p>Subject to article 9.2 of the articles, on a Share Sale (as defined in the articles), the selling Shareholders shall procure that the total consideration shall (subject to article 8.2 of the articles) be apportioned between the holders of Equity Shares on the same basis as set out in article 8.</p> <p>On a Share Sale where:</p> <p>A. the Realisation Value (as defined in the articles), after deducting an amount equal to all Arrears and accruals of the Participating Dividend, is greater than the C3 Threshold (as defined in the articles); and</p> <p>B. the Investor Return (as defined in the articles) over the period from the Commencement Date (as defined in the articles) to and including completion of the Share Sale would, on completion of the Share Sale and on the basis of the apportionment set out in the table below equal or exceed:</p> <p>(i) an IRR (as defined in the articles) of at least 42%; and</p> <p>(ii) the Money Multiple (as defined in the articles); and</p> <p>3. the Share Sale occurs before the fourth anniversary of the Commencement Date (or such other later date as the Remuneration Committee (as defined in the articles) (whose majority decision must include the Investor Director (as defined in the articles)) shall agree), the selling Shareholders shall procure that the total consideration shall (subject to article 8.2 of the articles) be apportioned between the holders of Equity Shares in the following order and priority:</p> <p>A. an amount of such total consideration equal to the A Threshold to the holders of the A Ordinary Shares;</p>	<p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>

In accordance with
Section 619, 621 & 689
of the Companies Act
2006.

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Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8 Statement of capital (prescribed particulars of rights attached to shares)①		
Class of share	B ORDINARY (CONTINUED)	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.
Prescribed particulars	<p>B. the balance of such total consideration in excess of the A Threshold up to an amount equal to the C2 Threshold to the holders of the A Ordinary Shares, B Ordinary Shares and C1 Ordinary Shares (pro rata to the number of Equity Shares (other than the C2 Ordinary Shares and the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue);</p> <p>C. the balance of such total consideration in excess of the C2 Threshold up to an amount equal to the C3 Threshold to the holders of the A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (pro rata to the number of Equity Shares (other than the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue); and</p> <p>D. any balance of such total consideration over the C3 Threshold, save for £1.00 to the holders of the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (as if one class).</p> <p>5. REDEMPTION The B Ordinary Shares are non-redeemable.</p>	

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

Class of share	C1 ORDINARY	① Prescribed particulars of rights attached to shares The particulars are: <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. A separate table must be used for each class of share.
Prescribed particulars	<p>1. VOTING</p> <p>Subject to articles 52 and 5.2 of the articles, the holders of the A Ordinary Shares (as defined in the articles) shall (in that capacity) be entitled to receive notice of, and to attend, speak and vote at, general meetings of the Company and to vote on any written resolution of the Shareholders (as defined in the articles) in accordance with article 54.2 of the articles.</p> <p>If the Investor Majority (as defined in the articles) serves a notice in writing on the Company pursuant to article 5.2 of the articles (an Enhanced Voting Event Notice) then with effect from the date that is three Business Days (as defined in the articles) from when the notice is received by the Company until such notice is withdrawn by a further notice in writing to the Company from the Investor Majority, the Voting Shares (other than the A Ordinary Shares) (as each term is defined in the articles) shall, in relation to any general meeting of the Company and any written resolution of the Shareholders, be subject to a Suspension of Rights (as defined in the articles).</p> <p>Subject to articles 52, 54.3 and 5.2 of the articles, upon any resolution proposed at a general meeting of the Company on a show of hands and on a poll every Voting Shareholder who is present in person or by proxy shall have one vote in respect of each Voting Share registered in his name and on a vote on a written resolution of the Shareholders every Voting Shareholder shall have one vote in respect of each Voting Share registered in his name provided that for these purposes, the number of votes that the A Ordinary Shares shall hold in aggregate shall be equal to one vote per A Ordinary Share and one vote per C3 Ordinary Share (as defined in the articles) then in issue, to be allocated amongst the holders of the A Ordinary Shares pro rata to the number of A Ordinary Shares held by them.</p> <p>2. INCOME</p> <p>Subject to the payment of all Participating Dividends (as defined in the articles) and all Arrears (as defined in the articles) and any distributions made pursuant to article 9.4 of the articles, any profits available for distribution which the Company determines to distribute (which shall require Investor Approval (as defined in the articles)) shall be distributed amongst the holders of the Equity Shares (as defined in the articles) (other than the C3 Ordinary Shares) pari passu as if they constituted one class of Shares pro rata to the number of Equity Shares held by them (the Shareholder Dividend) provided that for these purposes, the number of Equity Shares that the holders of the A Ordinary Shares shall be deemed to hold in aggregate shall be equal to the number of A Ordinary Shares and C3 Ordinary Shares then in issue, to be allocated amongst the holders of the A Ordinary Shares pro rata to the number of A Ordinary Shares held by them.</p> <p>The amount of any Shareholder Dividend proposed to be distributed to the holders of A Ordinary Shares pursuant to article 7.1 of the (as defined in the articles) as the Shareholder Dividend and such amount shall instead be distributed amongst the holders of B Ordinary</p>	

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

Class of share	C1 ORDINARY (CONTINUED)	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.
Prescribed particulars	<p>Shares, C1 Ordinary Shares and C2 Ordinary Shares (as each term is defined in the articles) pari passu as if they constituted one class of Shares pro rata to the number of such Shares held by them.</p> <p>3. CAPITAL – WINDING UP Subject to article 8.2 of the articles on a return of capital of the Company on a winding up or otherwise (other than a redemption of Shares or the purchase by the Company of its own Shares) the surplus assets and retained profits of the Company available for distribution (the Surplus Assets) shall be distributed as follows:</p> <p>A. Where the amount of Surplus Assets is less than or equal to the aggregate of the C2 Threshold (as defined in the articles) and the A Threshold (as defined in the articles), the Surplus Assets shall be distributed amongst the holders of Equity Shares in the following order and priority:</p> <p>(i) an amount of such Surplus Assets equal to the A Threshold to the holders of A Ordinary Shares; and</p> <p>(ii) the balance of such Surplus Assets in excess of the A Threshold to the holders of A Ordinary Shares, B Ordinary Shares and C1 Ordinary Shares (pro rata to the number of Equity Shares (other than the C2 Ordinary Shares and the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue).</p> <p>B. Where the amount of Surplus Assets is more than the aggregate of the C2 Threshold plus the A Threshold and the conditions in article 9.2 have not been met, the Surplus Assets shall be distributed amongst the holders of Equity Shares in the following order and priority:</p> <p>(i) an amount of such Surplus Assets equal to the A Threshold to the holders of the A Ordinary Shares;</p> <p>(ii) the balance of such Surplus Assets in excess of the A Threshold up to an amount equal to the C2 Threshold to the holders of A Ordinary Shares, B Ordinary Shares and C1 Ordinary Shares (pro rata to the number of Equity Shares (other than the C2 Ordinary Shares and the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue);</p> <p>(iii) the balance of such Surplus Assets in excess of the C2 Threshold to the holders of the A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (pro rata to the number of Equity Shares provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue).</p>	

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Notice of consolidation, sub-division, redemption of shares or
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'Statement of capital (prescribed particulars of rights attached to shares)'^①

Class of share	C1 ORDINARY (CONTINUED)	
Prescribed particulars	<p>The amount to be paid under article 8.1 or article 9 of the articles to any holder of Shares which are subject to a Suspension of Rights pursuant to article 16 of the articles shall be capped at:</p> <p>A. where the Leaver (as defined in the articles) was a Bad Leaver or Very Bad Leaver (as each term is defined in the articles), the Sale Price (as defined in the articles) (determined in accordance with article 15.5 of the articles) for those Shares; or</p> <p>B. where the Leaver was a Good Leaver (as defined in the articles), the Sale Price for those Shares (determined in accordance with article 15.5 of the articles) increased by 5% per annum (such amount accruing on a daily basis from the Leaver Cessation Date (as defined in the articles) until the date of payment).</p> <p>4. CAPITAL – EXIT</p> <p>Subject to article 9.2 of the articles, on a Share Sale (as defined in the articles), the selling Shareholders shall procure that the total consideration shall (subject to article 8.2 of the articles) be apportioned between the holders of Equity Shares on the same basis as set out in article 8.</p> <p>On a Share Sale where:</p> <p>A. the Realisation Value (as defined in the articles), after deducting an amount equal to all Arrears and accruals of the Participating Dividend, is greater than the C3 Threshold (as defined in the articles); and</p> <p>B. the Investor Return (as defined in the articles) over the period from the Commencement Date (as defined in the articles) to and including completion of the Share Sale would, on completion of the Share Sale and on the basis of the apportionment set out in the table below equal or exceed:</p> <p>(i) an IRR (as defined in the articles) of at least 42%; and</p> <p>(ii) the Money Multiple (as defined in the articles); and</p> <p>C. the Share Sale occurs before the fourth anniversary of the Commencement Date (or such other later date as the Remuneration Committee (as defined in the articles) (whose majority decision must include the Investor Director (as defined in the articles)) shall agree), the selling Shareholders shall procure that the total consideration shall (subject to article 8.2 of the articles) be apportioned between the holders of Equity Shares in the following order and priority:</p> <p>(i). an amount of such total consideration equal to the A Threshold to the holders of the A Ordinary Shares;</p> <p>(ii). the balance of such total consideration in excess of the A Threshold up to an amount equal to the C2 Threshold to the holders of the A Ordinary Shares, B Ordinary Shares and C1 Ordinary</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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8 Statement of capital (prescribed particulars of rights attached to shares) ^①		
Class of share	C1 ORDINARY (CONTINUED)	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.
Prescribed particulars	<p>Shares (pro rata to the number of Equity Shares (other than the C2 Ordinary Shares and the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue);</p> <p>(iii) the balance of such total consideration in excess of the C2 Threshold up to an amount equal to the C3 Threshold to the holders of the A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (pro rata to the number of Equity Shares (other than the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue); and</p> <p>(iv) any balance of such total consideration over the C3 Threshold, save for £1.00 to the holders of the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (as if one class).</p> <p>5. REDEMPTION The C1 Ordinary Shares are non-redeemable.</p>	

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

Class of share	C2 ORDINARY	<p>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>1. VOTING</p> <p>Subject to articles 52 and 5.2 of the articles, the holders of the A Ordinary Shares (as defined in the articles) shall (in that capacity) be entitled to receive notice of, and to attend, speak and vote at, general meetings of the Company and to vote on any written resolution of the Shareholders (as defined in the articles) in accordance with article 54.2 of the articles.</p> <p>If the Investor Majority (as defined in the articles) serves a notice in writing on the Company pursuant to article 5.2 of the articles (an Enhanced Voting Event Notice) then with effect from the date that is three Business Days (as defined in the articles) from when the notice is received by the Company until such notice is withdrawn by a further notice in writing to the Company from the Investor Majority, the Voting Shares (other than the A Ordinary Shares) (as each term is defined in the articles) shall, in relation to any general meeting of the Company and any written resolution of the Shareholders, be subject to a Suspension of Rights (as defined in the articles).</p> <p>Subject to articles 52, 54.3 and 5.2 of the articles, upon any resolution proposed at a general meeting of the Company on a show of hands and on a poll every Voting Shareholder who is present in person or by proxy shall have one vote in respect of each Voting Share registered in his name and on a vote on a written resolution of the Shareholders every Voting Shareholder shall have one vote in respect of each Voting Share registered in his name provided that for these purposes, the number of votes that the A Ordinary Shares shall hold in aggregate shall be equal to one vote per A Ordinary Share and one vote per C3 Ordinary Share (as defined in the articles) then in issue, to be allocated amongst the holders of the A Ordinary Shares pro rata to the number of A Ordinary Shares held by them.</p> <p>2. INCOME</p> <p>Subject to the payment of all Participating Dividends (as defined in the articles) and all Arrears (as defined in the articles) and any distributions made pursuant to article 9.4 of the articles, any profits available for distribution which the Company determines to distribute (which shall require Investor Approval (as defined in the articles)) shall be distributed amongst the holders of the Equity Shares (as defined in the articles) (other than the C3 Ordinary Shares) pari passu as if they constituted one class of Shares pro rata to the number of Equity Shares held by them (the Shareholder Dividend) provided that for these purposes, the number of Equity Shares that the holders of the A Ordinary Shares shall be deemed to hold in aggregate shall be equal to the number of A Ordinary Shares and C3 Ordinary Shares then in issue, to be allocated amongst the holders of the A Ordinary Shares pro rata to the number of A Ordinary Shares held by them.</p> <p>The amount of any Shareholder Dividend proposed to be distributed to the holders of A Ordinary Shares pursuant to article 7.1 of the (as defined in the articles) as the Shareholder Dividend and such amount shall instead be distributed amongst the holders of B Ordinary</p>	

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

Class of share	C2 ORDINARY (CONTINUED)	
Prescribed particulars	<p>Shares, C1 Ordinary Shares and C2 Ordinary Shares (as each term is defined in the articles) pari passu as if they constituted one class of Shares pro rata to the number of such Shares held by them.</p> <p>3. CAPITAL – WINDING UP Subject to article 8.2 of the articles on a return of capital of the Company on a winding up or otherwise (other than a redemption of Shares or the purchase by the Company of its own Shares) the surplus assets and retained profits of the Company available for distribution (the Surplus Assets) shall be distributed as follows:</p> <p>A. Where the amount of Surplus Assets is less than or equal to the aggregate of the C2 Threshold (as defined in the articles) and the A Threshold (as defined in the articles), no amount shall be paid to the holders of the C2 Ordinary Shares.</p> <p>B. Where the amount of Surplus Assets is more than the aggregate of the C2 Threshold plus the A Threshold and the conditions in article 9.2 have not been met, the Surplus Assets shall be distributed amongst the holders of Equity Shares in the following order and priority:</p> <p>(i) an amount of such Surplus Assets equal to the A Threshold to the holders of the A Ordinary Shares;</p> <p>(ii) the balance of such Surplus Assets in excess of the A Threshold up to an amount equal to the C2 Threshold to A Ordinary Shares, B Ordinary Shares and C1 Ordinary Shares (pro rata to the number of Equity Shares (other than the C2 Ordinary Shares and the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue); and</p> <p>(iii) the balance of such Surplus Assets in excess of the C2 Threshold to A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (pro rata to the number of Equity Shares provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue).</p> <p>The amount to be paid under article 8.1 or article 9 of the articles to any holder of Shares which are subject to a Suspension of Rights pursuant to article 16 of the articles shall be capped at:</p> <p>A. where the Leaver (as defined in the articles) was a Bad Leaver or Very Bad Leaver (as each term is defined in the articles), the Sale Price (as defined in the articles) (determined in accordance with article 15.5) for those Shares; or</p> <p>B. where the Leaver was a Good Leaver (as defined in the articles), the Sale Price for those Shares (determined in accordance with</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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

Class of share	C2 ORDINARY (CONTINUED)	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>15.5) increased by 5% per annum (such amount accruing on a daily basis from the Leaver Cessation Date (as defined in the articles) until the date of payment).</p> <p>4. CAPITAL – EXIT</p> <p>Subject to article 9.2 of the articles, on a Share Sale (as defined in the articles), the selling Shareholders shall procure that the total consideration shall (subject to article 8.2 of the articles) be apportioned between the holders of Equity Shares on the same basis as set out in article 8.</p> <p>On a Share Sale where:</p> <p>A. the Realisation Value (as defined in the articles), after deducting an amount equal to all Arrears and accruals of the Participating Dividend, is greater than the C3 Threshold (as defined in the articles); and</p> <p>B. the Investor Return (as defined in the articles) over the period from the Commencement Date (as defined in the articles) to and including completion of the Share Sale would, on completion of the Share Sale and on the basis of the apportionment set out in the table below equal or exceed:</p> <p>(i) an IRR (as defined in the articles) of at least 42%; and</p> <p>(ii) the Money Multiple (as defined in the articles); and</p> <p>C. the Share Sale occurs before the fourth anniversary of the Commencement Date (or such other later date as the Remuneration Committee (as defined in the articles) (whose majority decision must include the Investor Director (as defined in the articles)) shall agree), the selling Shareholders shall procure that the total consideration shall (subject to article 8.2 of the articles) be apportioned between the holders of Equity Shares in the following order and priority:</p> <p>(i) an amount of such total consideration equal to the A Threshold to the holders of the A Ordinary Shares;</p> <p>(ii) the balance of such total consideration in excess of the A Threshold up to an amount equal to the C2 Threshold to the holders of the A Ordinary Shares, B Ordinary Shares and C1 Ordinary Shares (pro rata to the number of Equity Shares (other than the C2 Ordinary Shares and the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue);</p> <p>3. the balance of such total consideration in excess of the C2 Threshold up to an amount equal to the C3 Threshold to the holders of the A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (pro rata to the number of Equity Shares (other than the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be</p>	<p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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8 Statement of capital (prescribed particulars of rights attached to shares) ^①		
Class of share	C2 ORDINARY (CONTINUED)	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.
Prescribed particulars	<p>such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue); and</p> <p>(iv) any balance of such total consideration over the C3 Threshold, save for £1.00 to the holders of the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (as if one class).</p> <p>5. REDEMPTION The C2 Ordinary Shares are non-redeemable.</p>	

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

Class of share	C3 ORDINARY	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.
Prescribed particulars	<p>1. VOTING The holders of the C3 Ordinary Shares (as defined in the articles) shall not have the right to receive notice of nor to attend, vote or speak at any general meeting of the Company and shall not be entitled to vote on any written resolution of the Company.</p> <p>2. INCOME Subject to article 9.4 of the articles, the C3 Ordinary Shares shall have no rights to participate in any distributions made by the Company.</p> <p>3. CAPITAL – WINDING UP No amount shall be paid to the holders of the C3 Ordinary Shares on a return of capital of the Company on a winding up or otherwise (other than a redemption of Shares or the purchase by the Company of its own Shares).</p> <p>4. CAPITAL – EXIT Subject to article 9.2 of the articles, on a Share Sale (as defined in the articles), the selling Shareholders shall procure that the total consideration shall (subject to article 8.2 of the articles) be apportioned between the holders of Equity Shares on the same basis as set out in article 8.</p> <p>On a Share Sale where: A. the Realisation Value (as defined in the articles), after deducting an amount equal to all Arrears and accruals of the Participating Dividend, is greater than the C3 Threshold (as defined in the articles); and B. the Investor Return (as defined in the articles) over the period from the Commencement Date (as defined in the articles) to and including completion of the Share Sale would, on completion of the Share Sale and on the basis of the apportionment set out in the table below equal or exceed: (i) an IRR (as defined in the articles) of at least 42%; and (ii) the Money Multiple (as defined in the articles); and C. the Share Sale occurs before the fourth anniversary of the Commencement Date (or such other later date as the Remuneration Committee (as defined in the articles) (whose majority decision must include the Investor Director (as defined in the articles)) shall agree), the selling Shareholders shall procure that the total consideration shall (subject to article 8.2 of the articles) be apportioned between the holders of Equity Shares in the following order and priority: A. an amount of such total consideration equal to the A Threshold to the holders of the A Ordinary Shares; B. the balance of such total consideration in excess of the A Threshold up to an amount equal to the C2 Threshold to the holders</p>	

In accordance with
Section 619, 621 & 689
of the Companies Act
2006.

SH02 - continuation page
Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8 Statement of capital (prescribed particulars of rights attached to shares)①		
Class of share	C3 ORDINARY (CONTINUED)	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.
Prescribed particulars	<p>of the A Ordinary Shares, B Ordinary Shares and C1 Ordinary Shares (pro rata to the number of Equity Shares (other than the C2 Ordinary Shares and the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue);</p> <p>C. the balance of such total consideration in excess of the C2 Threshold up to an amount equal to the C3 Threshold to the holders of the A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (pro rata to the number of Equity Shares (other than the C3 Ordinary Shares) provided that for these purposes, the number of A Ordinary Shares shall be deemed to be such number as is equal to the number of A Ordinary Shares and the number of C3 Ordinary Shares then in issue); and</p> <p>D. any balance of such total consideration over the C3 Threshold, save for £1.00 to the holders of the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (as if one class).</p> <p>The amount to be paid under article 9 of the articles to any holder of Shares which are subject to a Suspension of Rights pursuant to article 16 of the articles shall be capped at:</p> <p>A. where the Leaver (as defined in the articles) was a Bad Leaver or Very Bad Leaver (as each term is defined in the articles), the Sale Price (as defined in the articles) (determined in accordance with article 15.5) for those Shares; or</p> <p>B. where the Leaver was a Good Leaver (as defined in the articles), the Sale Price for those Shares (determined in accordance with article 15.5) increased by 5% per annum (such amount accruing on a daily basis from the Leaver Cessation Date (as defined in the articles) until the date of payment).</p> <p>5. REDEMPTION The C3 Ordinary Shares are non-redeemable.</p>	