

SH01

Return of allotment of shares



Companies House

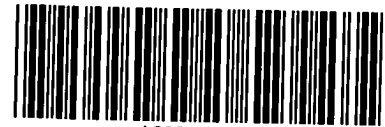


Go online to file this information
www.gov.uk/companieshouse

WEDNESDAY

☒ **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 sub
on formation of the company
for an allotment of a new cla
shares by an unlimited company.



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SCT

10/03/2021

#81

COMPANIES HOUSE

1 Company details

Company number

S	C	3	3	5	3	2	0
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Company name in full

INNIS & GUNN HOLDINGS 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 ¹

From Date

d	0	d	7	m	0	m	1	y	2	y	0	y	2	y	1
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

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	ORDINARY	5,079,501	0.014084507	0.0354365517	NIL
GBP	E	4	1	704	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	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

	SEE CONTINUATION PAGE			
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
62,922,571	886,238.3212829	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**.

Class of share

A ORDINARY

Prescribed particulars

1

All definitions are per the articles of association adopted 07/01/2021. Each A Share will entitle its Holder to receive notice of, attend and vote at any general meeting of the Company, and to receive copies of and agree to a proposed written resolution. Notwithstanding the Articles, neither a Leaver or the Relevant Member in respect of such Leaver (as the case may be) will (except where the Leaver is the Founder and he is a Good Leaver) have any rights to receive notice of or attend or vote at any general meeting of the Company, nor to receive a copy of or agree to a proposed written resolution. CONT:

Class of share

ORDINARY

Prescribed particulars

1

Each Ordinary Share will entitle its Holder to receive notice of, attend and vote at any general meeting of the Company, and to receive copies of and agree to a proposed written resolution. Notwithstanding the Articles, neither a Leaver or the Relevant Member in respect of such Leaver (as the case may be) will (except where the Leaver is the Founder and he is a Good Leaver) have any rights to receive notice of or attend or vote at any general meeting of the Company, nor to receive a copy of or agree to a proposed written resolution. CONT:

Class of share

B INVESTMENT

Prescribed particulars

1

Holders of B Investment Shares will have no rights to receive notice of or attend and vote at any general meeting of the Company, nor to receive a copy of or agree to a proposed written resolution. This is without prejudice to the rights of Holders of B Investment Shares to vote on a resolution of the B Investment Shares as a class. The Board may elect to invite holders of B Investment Shares to attend (but not vote) at a general meeting. CONT:

1 Prescribed particulars of rights attached to shares

The particulars are:

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

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

Continuation page

Please use a Statement of Capital continuation page if necessary.

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X *E. Foulie* X

This form may be signed by:

Director 2, Secretary, Person authorised 3, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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.

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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

Z FOWLIE

Company name

VIALEX LIMITED

Address

1-4 ATHOLL CRESCENT

THIRD FLOOR

Post town

EDINBURGH

County/Region

SCOTLAND

Postcode

E H 1 0 6 H E

Country

UK

DX

Telephone

03332 400 127

**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

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

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	
GBP	A ORDINARY	35,496,598	499,952.0830072		
GBP	ORDINARY	10,553,538	148,641.3798358		
GBP	B INVESTMENT	1,673,995	23,577.3942955		
GBP	C ORDINARY	15,198,435	214,062.464146		
GBP	D ORDINARY	1	1		
GBP	E ORDINARY	4	4		
Totals		62,922,571	886,238.3212844		NIL

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Class of share	A ORDINARY	
Prescribed particulars	<p>Any dividend declared from time to time shall be allocated between the Holders of the Non-D and E Equity Shares (treating the Non-D and E Equity Shares as a single class of shares) pro rata as near as possible in proportion to the number of Non-D and E Equity Shares held by them respectively. If a Share is issued on terms providing that such Share shall be entitled to a dividend as if the nominal value of it were fully paid from a particular date (in part or full) then such Share shall be entitled to a dividend on that basis. No dividend shall be payable in respect of any Shares unless and until the amount of such dividend when aggregated with all dividends then payable to the Holder of such Shares exceeds the sum of £20 and all the dividends declared but not paid pursuant to Article 31.3 shall be held by the Company as dedicated retained dividends on trust for such Holder of Shares and shall be payable to such persons on the earlier of: (i) the winding up of the Company; or (ii) when the cumulative value of such withheld dividends exceeds £20; or (iii) on an Exit. For the avoidance of doubt, any dividends declared but not paid pursuant to Article 31.3 shall not accrue interest thereon.</p> <p>CONT:</p>	

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Class of share	A ORDINARY	
Prescribed particulars	<p>On a return of capital of the Company on a Liquidation or otherwise (other than a redemption of Shares or the purchase by the Company of its own Shares), or in the event of any other Exit, the Equity Proceeds available for distribution among the Shareholders shall be applied in the following order and priority: First, in paying to each of the C Shareholders, in priority to any other classes of Shares, any Arrears of dividend due pursuant to Article 31; Second, in paying an amount equal to the Preference Amount in relation to all the C Shares to the C Shareholders pro rata to the number of C Shares held (the aggregate amount of those payments being the "Aggregate Preference Amount"); Third, in paying any Arrears of dividend due pursuant to Article 31 (except to the extent distributed under Article 32.1 (a)), to each other class of Shares pro rata; Fourth, in distributing the D Share Equity Proceeds (if any) to the D Shareholder and the E Share Equity Proceeds (if any) to the E Shareholder; and Fifth, if there is a balance, the balance of the Equity Proceeds (after the application of Articles 32.1(a) to (d)) (the "Residual Proceeds") plus the Aggregate Preference Amount (the sum of the Residual Proceeds and the Aggregate Preference Amount being the "Non-D and E Proceeds") is notionally allocated between the Non-D and E Equity Shareholders (treating the Non-D and E Equity Shares as a single class of share) pro rata as near as possible in proportion to the number of on-D and E Equity Shares held by them respectively. Then:(i) if that notional allocation of the Non-D and E Proceeds results in the amount allocated to the C Shareholders (the "C Allocation") being more than the Aggregate Preference Amount (as payable to the C Shareholders under Article 32.1(b)), the amount by which the C Allocation exceeds the Aggregate Preference Amount shall be distributed to the C Shareholders, and the balance of the Residual-Proceeds shall be distributed to the Non-D and E Equity Shareholders other than the C Shareholders pro rata as near as possible to the number of Non-D and E Equity Shares held by them respectively; or (ii) if that notional allocation of the Non-D and E Proceeds results in the C Allocation being less than the Aggregate Preference Amount (as payable to the C Shareholders under Article 32.1 (b)), the whole of the Residual Proceeds shall be distributed to the Non-D and E Equity Shareholders other than the C Shareholders pro rata as near as possible to the number of Non-D and E Equity Shares held by them respectively.</p> <p>Any return on a particular class of Shares shall (subject to the application of the Preference Amount on C Shares) be made amongst the Holders of that class of Shares pro rata as nearly as possible in the proportion that their respective holdings of Shares of that class bears to the total number of issued Shares of that class.</p> <p>No Equity Proceeds will be distributed until any loans made by any C Shareholder to the Company or any other Group Company have been repaid in full together with accrued but unpaid interest (or the relevant lender has consented to repayment not being made).</p>	

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Class of share	ORDINARY	
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Class of share	ORDINARY	
Prescribed particulars	<p>On a return of capital of the Company on a Liquidation or otherwise (other than a redemption of Shares or the purchase by the Company of its own Shares), or in the event of any other Exit, the Equity Proceeds available for distribution among the Shareholders shall be applied in the following order and priority: First, in paying to each of the C Shareholders, in priority to any other classes of Shares, any Arrears of dividend due pursuant to Article 31; Second, in paying an amount equal to the Preference Amount in relation to all the C Shares to the C Shareholders pro rata to the number of C Shares held (the aggregate amount of those payments being the "Aggregate Preference Amount"); Third, in paying any Arrears of dividend due pursuant to Article 31 (except to the extent distributed under Article 32.1 (a)), to each other class of Shares pro rata; Fourth, in distributing the D Share Equity Proceeds (if any) to the D Shareholder and the E Share Equity Proceeds (if any) to the E Shareholder; and Fifth, if there is a balance, the balance of the Equity Proceeds (after the application of Articles 32.1(a) to (d)) (the "Residual Proceeds") plus the Aggregate Preference Amount (the sum of the Residual Proceeds and the Aggregate Preference Amount being the "Non-D and E Proceeds") is notionally allocated between the Non-D and E Equity Shareholders (treating the Non-D and E Equity Shares as a single class of share) pro rata as near as possible in proportion to the number of on-D and E Equity Shares held by them respectively. Then:(i) if that notional allocation of the Non-D and E Proceeds results in the amount allocated to the C Shareholders (the "C Allocation") being more than the Aggregate Preference Amount (as payable to the C Shareholders under Article 32.1(b)), the amount by which the C Allocation exceeds the Aggregate Preference Amount shall be distributed to the C Shareholders, and the balance of the Residual-Proceeds shall be distributed to the Non-D and E Equity Shareholders other than the C Shareholders pro rata as near as possible to the number of Non-D and E Equity Shares held by them respectively; or (ii) if that notional allocation of the Non-D and E Proceeds results in the C Allocation being less than the Aggregate Preference Amount (as payable to the C Shareholders under Article 32.1 (b)), the whole of the Residual Proceeds shall be distributed to the Non-D and E Equity Shareholders other than the C Shareholders pro rata as near as possible to the number of Non-D and E Equity Shares held by them respectively.</p> <p>Any return on a particular class of Shares shall (subject to the application of the Preference Amount on C Shares) be made amongst the Holders of that class of Shares pro rata as nearly as possible in the proportion that their respective holdings of Shares of that class bears to the total number of issued Shares of that class.</p> <p>No Equity Proceeds will be distributed until any loans made by any C Shareholder to the Company or any other Group Company have been repaid in full together with accrued but unpaid interest (or the relevant lender has consented to repayment not being made).</p>	

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Class of share	B INVESTMENT	
Prescribed particulars	<p>Any dividend declared from time to time shall be allocated between the Holders of the Non-D and E Equity Shares (treating the Non-D and E Equity Shares as a single class of shares) pro rata as near as possible in proportion to the number of Non-D and E Equity Shares held by them respectively. If a Share is issued on terms providing that such Share shall be entitled to a dividend as if the nominal value of it were fully paid from a particular date (in part or full) then such Share shall be entitled to a dividend on that basis. No dividend shall be payable in respect of any Shares unless and until the amount of such dividend when aggregated with all dividends then payable to the Holder of such Shares exceeds the sum of £20 and all the dividends declared but not paid pursuant to Article 31.3 shall be held by the Company as dedicated retained dividends on trust for such Holder of Shares and shall be payable to such persons on the earlier of: (i) the winding up of the Company; or (ii) when the cumulative value of such withheld dividends exceeds £20; or (iii) on an Exit. For the avoidance of doubt, any dividends declared but not paid pursuant to Article 31.3 shall not accrue interest thereon.</p> <p>CONT:</p>	

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Class of share	B INVESTMENT	
Prescribed particulars	<p>On a return of capital of the Company on a Liquidation or otherwise (other than a redemption of Shares or the purchase by the Company of its own Shares), or in the event of any other Exit, the Equity Proceeds available for distribution among the Shareholders shall be applied in the following order and priority: First, in paying to each of the C Shareholders, in priority to any other classes of Shares, any Arrears of dividend due pursuant to Article 31; Second, in paying an amount equal to the Preference Amount in relation to all the C Shares to the C Shareholders pro rata to the number of C Shares held (the aggregate amount of those payments being the "Aggregate Preference Amount"); Third, in paying any Arrears of dividend due pursuant to Article 31 (except to the extent distributed under Article 32.1 (a)), to each other class of Shares pro rata; Fourth, in distributing the D Share Equity Proceeds (if any) to the D Shareholder and the E Share Equity Proceeds (if any) to the E Shareholder; and Fifth, if there is a balance, the balance of the Equity Proceeds (after the application of Articles 32.1(a) to (d)) (the "Residual Proceeds") plus the Aggregate Preference Amount (the sum of the Residual Proceeds and the Aggregate Preference Amount being the "Non-D and E Proceeds") is notionally allocated between the Non-D and E Equity Shareholders (treating the Non-D and E Equity Shares as a single class of share) pro rata as near as possible in proportion to the number of on-D and E Equity Shares held by them respectively. Then: (i) if that notional allocation of the Non-D and E Proceeds results in the amount allocated to the C Shareholders (the "C Allocation") being more than the Aggregate Preference Amount (as payable to the C Shareholders under Article 32.1(b)), the amount by which the C Allocation exceeds the Aggregate Preference Amount shall be distributed to the C Shareholders, and the balance of the Residual-Proceeds shall be distributed to the Non-D and E Equity Shareholders other than the C Shareholders pro rata as near as possible to the number of Non-D and E Equity Shares held by them respectively; or (ii) if that notional allocation of the Non-D and E Proceeds results in the C Allocation being less than the Aggregate Preference Amount (as payable to the C Shareholders under Article 32.1 (b)), the whole of the Residual Proceeds shall be distributed to the Non-D and E Equity Shareholders other than the C Shareholders pro rata as near as possible to the number of Non-D and E Equity Shares held by them respectively.</p> <p>Any return on a particular class of Shares shall (subject to the application of the Preference Amount on C Shares) be made amongst the Holders of that class of Shares pro rata as nearly as possible in the proportion that their respective holdings of Shares of that class bears to the total number of issued Shares of that class.</p> <p>No Equity Proceeds will be distributed until any loans made by any C Shareholder to the Company or any other Group Company have been repaid in full together with accrued but unpaid interest (or the relevant lender has consented to repayment not being made).</p>	

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Class of share	C ORDINARY	
Prescribed particulars	<p>Each C Share will entitle its Holder to receive notice of, attend and vote at any general meeting of the Company, and to receive copies of and agree to a proposed written resolution. Notwithstanding the Articles, neither a Leaver or the Relevant Member in respect of such Leaver (as the case may be) will (except where the Leaver is the Founder and he is a Good Leaver) have any rights to receive notice of or attend or vote at any general meeting of the Company, nor to receive a copy of or agree to a proposed written resolution.</p> <p>Any dividend declared from time to time shall be allocated between the Holders of the Non-D and E Equity Shares (treating the Non-D and E Equity Shares as a single class of shares) pro rata as near as possible in proportion to the number of Non-D and E Equity Shares held by them respectively. If a Share is issued on terms providing that such Share shall be entitled to a dividend as if the nominal value of it were fully paid from a particular date (in part or full) then such Share shall be entitled to a dividend on that basis. No dividend shall be payable in respect of any Shares unless and until the amount of such dividend when aggregated with all dividends then payable to the Holder of such Shares exceeds the sum of £20 and all the dividends declared but not paid pursuant the Articles shall be held by the Company as dedicated retained dividends on trust for such Holder of Shares and shall be payable to such persons on the earlier of: (i) the winding up of the Company; or (ii) when the cumulative value of such withheld dividends exceeds £20; or (iii) on an Exit. For the avoidance of doubt, any dividends declared but not paid pursuant to the Articles shall not accrue interest thereon.</p> <p>On a return of capital of the Company on a Liquidation or otherwise (other than a redemption of Shares or the purchase by the Company of its own Shares), or in the event of any other Exit, the Equity Proceeds available for distribution among the Shareholders shall be applied in the following order and priority: First, in paying to each of the C Shareholders, in priority to any other classes of Shares, any Arrears of dividend due pursuant to Article 31; Second, in paying an amount equal to the Preference Amount in relation to all the C Shares to the C Shareholders pro rata to the number of C Shares held (the aggregate amount of those payments being the "Aggregate Preference Amount"); Third, in paying any Arrears of dividend due pursuant to Article 31 (except to the extent distributed under Article 32.1 (a)), to each other class of Shares pro rata; Fourth, in distributing the D Share Equity Proceeds (if any) to the D Shareholder and the E Share Equity Proceeds (if any) to the E Shareholder; and Fifth, if there is a balance, the balance of the Equity Proceeds (after the application of Articles 32.1(a) to (d)) (the "Residual Proceeds") plus the Aggregate Preference Amount (the sum of the Residual Proceeds and the Aggregate Preference Amount being the "Non-D and E Proceeds") is notionally allocated between the Non-D and E Equity Shareholders (treating the Non-D and E Equity Shares as a single class of share) pro rata as near as possible in proportion to the number of on-D and E Equity Shares held by them respectively.</p> <p>CONT:</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY	
Prescribed particulars	<p>Then:(i) if that notional allocation of the Non-D and E Proceeds results in the amount allocated to the C Shareholders (the "C Allocation") being more than the Aggregate Preference Amount (as payable to the C Shareholders under Article 32.1(b)), the amount by which the C Allocation exceeds the Aggregate Preference Amount shall be distributed to the C Shareholders, and the balance of the Residual-Proceeds shall be distributed to the Non-D and E Equity Shareholders other than the C Shareholders pro rata as near as possible to the number of Non-D and E Equity Shares held by them respectively; or (ii) if that notional allocation of the Non-D and E Proceeds results in the C Allocation being less than the Aggregate Preference Amount (as payable to the C Shareholders under Article 32.1 (b)), the whole of the Residual Proceeds shall be distributed to the Non-D and E Equity Shareholders other than the C Shareholders pro rata as near as possible to the number of Non-D and E Equity Shares held by them respectively.</p> <p>Any return on a particular class of Shares shall (subject to the application of the Preference Amount on C Shares) be made amongst the Holders of that class of Shares pro rata as nearly as possible in the proportion that their respective holdings of Shares of that class bears to the total number of issued Shares of that class.</p> <p>No Equity Proceeds will be distributed until any loans made by any C Shareholder to the Company or any other Group Company have been repaid in full together with accrued but unpaid interest (or the relevant lender has consented to repayment not being made).</p>	

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	D ORDINARY	
Prescribed particulars	<p>The D Shareholder will have no rights to receive notice of or attend and vote at any general meeting of the Company, nor to receive a copy of or agree to a proposed written resolution. This is without prejudice to the rights of the D Shareholder to vote on a resolution of the D Shares as a class. The Board may elect to invite the D Shareholder to attend (but not vote) at a general meeting.</p> <p>The D Shareholder shall not be entitled to receive any dividends declared by the Company.</p> <p>CONT:</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D ORDINARY	
Prescribed particulars	<p>On a return of capital of the Company on a Liquidation or otherwise (other than a redemption of Shares or the purchase by the Company of its own Shares), or in the event of any other Exit, the Equity Proceeds available for distribution among the Shareholders shall be applied in the following order and priority: First, in paying to each of the C Shareholders, in priority to any other classes of Shares, any Arrears of dividend due pursuant to Article 31; Second, in paying an amount equal to the Preference Amount in relation to all the C Shares to the C Shareholders pro rata to the number of C Shares held (the aggregate amount of those payments being the "Aggregate Preference Amount"); Third, in paying any Arrears of dividend due pursuant to Article 31 (except to the extent distributed under Article 32.1 (a)), to each other class of Shares pro rata; Fourth, in distributing the D Share Equity Proceeds (if any) to the D Shareholder and the E Share Equity Proceeds (if any) to the E Shareholder; and Fifth, if there is a balance, the balance of the Equity Proceeds (after the application of Articles 32.1(a) to (d)) (the "Residual Proceeds") plus the Aggregate Preference Amount (the sum of the Residual Proceeds and the Aggregate Preference Amount being the "Non-D and E Proceeds") is notionally allocated between the Non-D and E Equity Shareholders (treating the Non-D and E Equity Shares as a single class of share) pro rata as near as possible in proportion to the number of on-D and E Equity Shares held by them respectively. Then:(i) if that notional allocation of the Non-D and E Proceeds results in the amount allocated to the C Shareholders (the "C Allocation") being more than the Aggregate Preference Amount (as payable to the C Shareholders under Article 32.1(b)), the amount by which the C Allocation exceeds the Aggregate Preference Amount shall be distributed to the C Shareholders, and the balance of the Residual-Proceeds shall be distributed to the Non-D and E Equity Shareholders other than the C Shareholders pro rata as near as possible to the number of Non-D and E Equity Shares held by them respectively; or (ii) if that notional allocation of the Non-D and E Proceeds results in the C Allocation being less than the Aggregate Preference Amount (as payable to the C Shareholders under Article 32.1 (b)), the whole of the Residual Proceeds shall be distributed to the Non-D and E Equity Shareholders other than the C Shareholders pro rata as near as possible to the number of Non-D and E Equity Shares held by them respectively.</p> <p>Any return on a particular class of Shares shall (subject to the application of the Preference Amount on C Shares) be made amongst the Holders of that class of Shares pro rata as nearly as possible in the proportion that their respective holdings of Shares of that class bears to the total number of issued Shares of that class.</p> <p>No Equity Proceeds will be distributed until any loans made by any C Shareholder to the Company or any other Group Company have been repaid in full together with accrued but unpaid interest (or the relevant lender has consented to repayment not being made).</p>	

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	E ORDINARY	
Prescribed particulars	<p>The E Shareholder will have no rights to receive notice of or attend and vote at any general meeting of the Company, nor to receive a copy of or agree to a proposed written resolution. This is without prejudice to the rights of the E Shareholder to vote on a resolution of the E Shares as a class. The Board may elect to invite the E Shareholder to attend (but not vote) at a general meeting.</p> <p>The E Shareholder shall not be entitled to receive any dividends declared by the Company.</p> <p>SEE CONTINUATION PAGE</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	E ORDINARY	
Prescribed particulars	<p>On a return of capital of the Company on a Liquidation or otherwise (other than a redemption of Shares or the purchase by the Company of its own Shares), or in the event of any other Exit, the Equity Proceeds available for distribution among the Shareholders shall be applied in the following order and priority: First, in paying to each of the C Shareholders, in priority to any other classes of Shares, any Arrears of dividend due pursuant to Article 31; Second, in paying an amount equal to the Preference Amount in relation to all the C Shares to the C Shareholders pro rata to the number of C Shares held (the aggregate amount of those payments being the "Aggregate Preference Amount"); Third, in paying any Arrears of dividend due pursuant to Article 31 (except to the extent distributed under Article 32.1 (a)), to each other class of Shares pro rata; Fourth, in distributing the D Share Equity Proceeds (if any) to the D Shareholder and the E Share Equity Proceeds (if any) to the E Shareholder; and Fifth, if there is a balance, the balance of the Equity Proceeds (after the application of Articles 32.1(a) to (d)) (the "Residual Proceeds") plus the Aggregate Preference Amount (the sum of the Residual Proceeds and the Aggregate Preference Amount being the "Non-D and E Proceeds") is notionally allocated between the Non-D and E Equity Shareholders (treating the Non-D and E Equity Shares as a single class of share) pro rata as near as possible in proportion to the number of on-D and E Equity Shares held by them respectively. Then:(i) if that notional allocation of the Non-D and E Proceeds results in the amount allocated to the C Shareholders (the "C Allocation") being more than the Aggregate Preference Amount (as payable to the C Shareholders under Article 32.1(b)), the amount by which the C Allocation exceeds the Aggregate Preference Amount shall be distributed to the C Shareholders, and the balance of the Residual-Proceeds shall be distributed to the Non-D and E Equity Shareholders other than the C Shareholders pro rata as near as possible to the number of Non-D and E Equity Shares held by them respectively; or (ii) if that notional allocation of the Non-D and E Proceeds results in the C Allocation being less than the Aggregate Preference Amount (as payable to the C Shareholders under Article 32.1 (b)), the whole of the Residual Proceeds shall be distributed to the Non-D and E Equity Shareholders other than the C Shareholders pro rata as near as possible to the number of Non-D and E Equity Shares held by them respectively.</p> <p>Any return on a particular class of Shares shall (subject to the application of the Preference Amount on C Shares) be made amongst the Holders of that class of Shares pro-rata as nearly as possible in the proportion that their respective holdings of Shares of that class bears to the total number of issued Shares of that class.</p> <p>No Equity Proceeds will be distributed until any loans made by any C Shareholder to the Company or any other Group Company have been repaid in full together with accrued but unpaid interest (or the relevant lender has consented to repayment not being made).</p>	