Companies House

SH01(ef)

Return of Allotment of Shares

Company Name: **FUNDING CIRCLE HOLDINGS LIMITED**
Company Number: **07123934**

Received for filing in Electronic Format on the:**08/05/2017**

X65Z848J

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	26/04/2017	**03/05/2017**

Class of Shares:	**ORDINARY**	Number allotted	**19762**
Currency:	**GBP**	Nominal value of each share	**0.001**
		Amount paid:	**0.0425**
		Amount unpaid:	**0**

No shares allotted other than for cash

Class of Shares:	**ORDINARY**	Number allotted	**15469**
Currency:	**GBP**	Nominal value of each share	**0.001**
		Amount paid:	**0.101**
		Amount unpaid:	**0**

No shares allotted other than for cash

Class of Shares:	**ORDINARY**	Number allotted	**1250**
Currency:	**GBP**	Nominal value of each share	**0.001**
		Amount paid:	**0.1768**
		Amount unpaid:	**0**

No shares allotted other than for cash

Class of Shares:	**ORDINARY**	Number allotted	**1500**
Currency:	**GBP**	Nominal value of each share	**0.001**
		Amount paid:	**0.2227**
		Amount unpaid:	**0**

No shares allotted other than for cash

Class of Shares:	**ORDINARY**	Number allotted	**375**
Currency:	**GBP**	Nominal value of each share	**0.001**
		Amount paid:	**0.3172**
		Amount unpaid:	**0**

No shares allotted other than for cash

Class of Shares:	**ORDINARY**	Number allotted	**27475**
Currency:	**GBP**	Nominal value of each share	**0.001**
		Amount paid:	**0.3772**
		Amount unpaid:	**0**

No shares allotted other than for cash

Class of Shares:	**SERIES F PREFERRED SHARES**	Number allotted	**1199552**
		Nominal value of each share	**0.001**
		Amount paid:	**3.46**
Currency:	**GBP**	Amount unpaid:	**0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	**A ORDINARY SHARES OF 0.00001**	Number allotted	**1439625**
		Aggregate nominal value:	**14.39625**
Currency:	**GBP**		

Prescribed particulars

VOTING RIGHTS THE A ORDINARY SHARES HAVE NO VOTING RIGHTS. DIVIDEND RIGHTS THE A ORDINARY SHARES MAY PARTICIPATE IN ANY DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND PAYABLE TO THE SERIES A PREFERRED SHARES) PRO RATA TO THEIR SHAREHOLDING UNLESS THE BOARD DETERMINES THAT THE EQUITY VALUE OF THE COMPANY IS LESS THAN THE A/B THRESHOLD VALUE. LIQUIDATION PREFERENCE ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: • FIRST, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (A) EACH OF THE SERIES F SHAREHOLDERS, AN AMOUNT PER SERIES F PREFERRED SHARE HELD EQUAL TO THE SERIES F PREFERENCE AMOUNT; (B) EACH OF THE SERIES E SHAREHOLDERS, AN AMOUNT PER SERIES E PREFERRED SHARE HELD EQUAL TO THE SERIES E PREFERENCE AMOUNT; AND (C) EACH OF THE SERIES D SHAREHOLDERS, AN AMOUNT PER SERIES D PREFERRED SHARE HELD EQUAL TO THE SERIES D PREFERENCE AMOUNT (ON A PARI PASSU BASIS AS IF THE SERIES F PREFERRED SHARES, SERIES E PREFERRED SHARES AND THE SERIES D PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • SECOND, AFTER THE AMOUNTS PAYABLE PURSUANT TO ARTICLE 5.1.1.1 HAVE BEEN SETTLED IN FULL BUT IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (I) EACH OF THE SERIES C SHAREHOLDERS, AN AMOUNT PER SERIES C PREFERRED SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT; (II) EACH OF THE SERIES B SHAREHOLDERS, AN AMOUNT PER SERIES B PREFERRED SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT; (III) EACH OF THE SERIES A SHAREHOLDERS, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (IV) THE HOLDERS OF THE RELEVANT SERIES A PREFERRED SHARES, THE PREFERENCE DIVIDEND CALCULATED IN ACCORDANCE WITH ARTICLE 4.2, (ON A PARI PASSU BASIS AS IF THE SERIES C PREFERRED SHARES, THE

SERIES B PREFERRED SHARES, THE SERIES A PREFERRED SHARES AND THE RELEVANT SERIES A PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; • FOURTH, IN PAYING TO THE HOLDERS OF THE A, B, C AND D ORDINARY SHARES, IF ANY, A TOTAL OF £1.00 FOR ALL OF THE A, B, C AND D ORDINARY SHARES; AND • THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES (EXCLUDING THE A, B, C AND D ORDINARY SHARES) (ON A PARI PASSU). REDEMPTION RIGHTS THE A ORDINARY SHARES ARE REDEEMABLE AT THE OPTION OF THE SHAREHOLDER WITHIN 3 MONTHS OF THE DATE OF THEIR ISSUE.

Class of Shares:	**B ORDINARY SHARES OF 0.00001**	Number allotted	**650000**
		Aggregate nominal value:	**6.5**
Currency:	**GBP**		

Prescribed particulars

VOTING RIGHTS THE B ORDINARY SHARES HAVE NO VOTING RIGHTS. DIVIDEND RIGHTS THE B ORDINARY SHARES MAY PARTICIPATE IN ANY DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND PAYABLE TO THE SERIES A PREFERRED SHARES) PRO RATA TO THEIR SHAREHOLDING UNLESS THE BOARD DETERMINES THAT THE EQUITY VALUE OF THE COMPANY IS LESS THAN THE A/B THRESHOLD VALUE. LIQUIDATION PREFERENCE ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: • FIRST, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (A) EACH OF THE SERIES F SHAREHOLDERS, AN AMOUNT PER SERIES F PREFERRED SHARE HELD EQUAL TO THE SERIES F PREFERENCE AMOUNT; (B) EACH OF THE SERIES E SHAREHOLDERS, AN AMOUNT PER SERIES E PREFERRED SHARE HELD EQUAL TO THE SERIES E PREFERENCE AMOUNT; AND (C) EACH OF THE SERIES D SHAREHOLDERS, AN AMOUNT PER SERIES D PREFERRED SHARE HELD EQUAL TO THE SERIES D PREFERENCE AMOUNT (ON A PARI PASSU BASIS AS IF THE SERIES F PREFERRED SHARES, SERIES E PREFERRED SHARES AND THE SERIES D PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • SECOND, AFTER THE AMOUNTS PAYABLE PURSUANT TO ARTICLE

5.1.1.1 HAVE BEEN SETTLED IN FULL BUT IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (I) EACH OF THE SERIES C SHAREHOLDERS, AN AMOUNT PER SERIES C PREFERRED SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT; (II) EACH OF THE SERIES B SHAREHOLDERS, AN AMOUNT PER SERIES B PREFERRED SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT; (III) EACH OF THE SERIES A SHAREHOLDERS, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (IV) THE HOLDERS OF THE RELEVANT SERIES A PREFERRED SHARES, THE PREFERENCE DIVIDEND CALCULATED IN ACCORDANCE WITH ARTICLE 4.2, (ON A PARI PASSU BASIS AS IF THE SERIES C PREFERRED SHARES, THE SERIES B PREFERRED SHARES, THE SERIES A PREFERRED SHARES AND THE RELEVANT SERIES A PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; • FOURTH, IN PAYING TO THE HOLDERS OF THE A, B, C AND D ORDINARY SHARES, IF ANY, A TOTAL OF £1.00 FOR ALL OF THE A, B, C AND D ORDINARY SHARES; AND • THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES (EXCLUDING THE A, B, C AND D ORDINARY SHARES) (ON A PARI PASSU). REDEMPTION RIGHTS THE B ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	**C ORDINARY SHARES OF 0.00001**	Number allotted	**5857600**
		Aggregate nominal value:	**58.576**
Currency:	**GBP**		

Prescribed particulars

VOTING RIGHTS THE C ORDINARY SHARES HAVE NO VOTING RIGHTS. DIVIDEND RIGHTS THE C ORDINARY SHARES MAY PARTICIPATE IN ANY DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND PAYABLE TO THE SERIES A PREFERRED SHARES) PRO RATA TO THEIR SHAREHOLDING UNLESS THE BOARD DETERMINES THAT THE EQUITY VALUE OF THE COMPANY IS LESS THAN THE C/D THRESHOLD VALUE. LIQUIDATION PREFERENCE ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: • FIRST, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO:

(A) EACH OF THE SERIES F SHAREHOLDERS, AN AMOUNT PER SERIES F PREFERRED SHARE HELD EQUAL TO THE SERIES F PREFERENCE AMOUNT; (B) EACH OF THE SERIES E SHAREHOLDERS, AN AMOUNT PER SERIES E PREFERRED SHARE HELD EQUAL TO THE SERIES E PREFERENCE AMOUNT; AND (C) EACH OF THE SERIES D SHAREHOLDERS, AN AMOUNT PER SERIES D PREFERRED SHARE HELD EQUAL TO THE SERIES D PREFERENCE AMOUNT (ON A PARI PASSU BASIS AS IF THE SERIES F PREFERRED SHARES, SERIES E PREFERRED SHARES AND THE SERIES D PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • SECOND, AFTER THE AMOUNTS PAYABLE PURSUANT TO ARTICLE 5.1.1.1 HAVE BEEN SETTLED IN FULL BUT IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (I) EACH OF THE SERIES C SHAREHOLDERS, AN AMOUNT PER SERIES C PREFERRED SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT; (II) EACH OF THE SERIES B SHAREHOLDERS, AN AMOUNT PER SERIES B PREFERRED SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT; (III) EACH OF THE SERIES A SHAREHOLDERS, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (IV) THE HOLDERS OF THE RELEVANT SERIES A PREFERRED SHARES, THE PREFERENCE DIVIDEND CALCULATED IN ACCORDANCE WITH ARTICLE 4.2, (ON A PARI PASSU BASIS AS IF THE SERIES C PREFERRED SHARES, THE SERIES B PREFERRED SHARES, THE SERIES A PREFERRED SHARES AND THE RELEVANT SERIES A PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; • FOURTH, IN PAYING TO THE HOLDERS OF THE A, B, C AND D ORDINARY SHARES, IF ANY, A TOTAL OF £1.00 FOR ALL OF THE A, B, C AND D ORDINARY SHARES; AND • THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES (EXCLUDING THE A, B, C AND D ORDINARY SHARES) (ON A PARI PASSU). REDEMPTION RIGHTS THE C ORDINARY SHARES ARE REDEEMABLE AT THE OPTION OF THE SHAREHOLDER WITHIN 3 MONTHS OF THE DATE OF THEIR ISSUE.

Class of Shares:	**D ORDINARY SHARES OF 0.00001**	Number allotted	**1068850**
		Aggregate nominal value:	**10.6885**
Currency:	**GBP**		

Prescribed particulars

VOTING RIGHTS THE D ORDINARY SHARES HAVE NO VOTING RIGHTS. DIVIDEND RIGHTS THE D ORDINARY SHARES MAY PARTICIPATE IN ANY DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND PAYABLE TO THE SERIES A PREFERRED SHARES) PRO RATA TO THEIR SHAREHOLDING UNLESS THE BOARD DETERMINES THAT THE EQUITY VALUE OF THE COMPANY IS LESS THAN THE C/D THRESHOLD VALUE. LIQUIDATION PREFERENCE ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: • FIRST, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (A) EACH OF THE SERIES F SHAREHOLDERS, AN AMOUNT PER SERIES F PREFERRED SHARE HELD EQUAL TO THE SERIES F PREFERENCE AMOUNT; (B) EACH OF THE SERIES E SHAREHOLDERS, AN AMOUNT PER SERIES E PREFERRED SHARE HELD EQUAL TO THE SERIES E PREFERENCE AMOUNT; AND (C) EACH OF THE SERIES D SHAREHOLDERS, AN AMOUNT PER SERIES D PREFERRED SHARE HELD EQUAL TO THE SERIES D PREFERENCE AMOUNT (ON A PARI PASSU BASIS AS IF THE SERIES F PREFERRED SHARES, SERIES E PREFERRED SHARES AND THE SERIES D PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • SECOND, AFTER THE AMOUNTS PAYABLE PURSUANT TO ARTICLE 5.1.1.1 HAVE BEEN SETTLED IN FULL BUT IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (I) EACH OF THE SERIES C SHAREHOLDERS, AN AMOUNT PER SERIES C PREFERRED SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT; (II) EACH OF THE SERIES B SHAREHOLDERS, AN AMOUNT PER SERIES B PREFERRED SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT; (III) EACH OF THE SERIES A SHAREHOLDERS, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (IV) THE HOLDERS OF THE RELEVANT SERIES A PREFERRED SHARES, THE PREFERENCE DIVIDEND CALCULATED IN ACCORDANCE WITH ARTICLE 4.2, (ON A PARI PASSU BASIS AS IF THE SERIES C PREFERRED SHARES, THE SERIES B PREFERRED SHARES, THE SERIES A PREFERRED SHARES AND THE RELEVANT SERIES A PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; • FOURTH, IN PAYING TO THE HOLDERS OF THE A, B, C AND D ORDINARY SHARES, IF ANY, A TOTAL OF £1.00 FOR ALL OF THE A, B, C AND D ORDINARY SHARES; AND • THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES (EXCLUDING THE A, B, C AND D ORDINARY SHARES) (ON A PARI PASSU). REDEMPTION RIGHTS THE D ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	**DEFERRED SHARES OF 0.00001**	Number allotted	**2664461**
		Aggregate nominal value:	**26.64461**
Currency:	**GBP**		

Prescribed particulars

VOTING RIGHTS THE DEFERRED SHARES HAVE NO VOTING RIGHTS. DIVIDEND RIGHTS THE DEFERRED SHARES ARE NOT ENTITLED TO PARTICIPATE IN ANY DIVIDENDS. LIQUIDATION PREFERENCE ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: • FIRST, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (A) EACH OF THE SERIES F SHAREHOLDERS, AN AMOUNT PER SERIES F PREFERRED SHARE HELD EQUAL TO THE SERIES F PREFERENCE AMOUNT; (B) EACH OF THE SERIES E SHAREHOLDERS, AN AMOUNT PER SERIES E PREFERRED SHARE HELD EQUAL TO THE SERIES E PREFERENCE AMOUNT; AND (C) EACH OF THE SERIES D SHAREHOLDERS, AN AMOUNT PER SERIES D PREFERRED SHARE HELD EQUAL TO THE SERIES D PREFERENCE AMOUNT (ON A PARI PASSU BASIS AS IF THE SERIES F PREFERRED SHARES, SERIES E PREFERRED SHARES AND THE SERIES D PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • SECOND, AFTER THE AMOUNTS PAYABLE PURSUANT TO ARTICLE 5.1.1.1 HAVE BEEN SETTLED IN FULL BUT IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (I) EACH OF THE SERIES C SHAREHOLDERS, AN AMOUNT PER SERIES C PREFERRED SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT; (II) EACH OF THE SERIES B SHAREHOLDERS, AN AMOUNT PER SERIES B PREFERRED SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT; (III) EACH OF THE SERIES A SHAREHOLDERS, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (IV) THE HOLDERS OF THE RELEVANT SERIES A PREFERRED SHARES, THE PREFERENCE DIVIDEND CALCULATED IN ACCORDANCE WITH ARTICLE 4.2, (ON A PARI PASSU BASIS AS IF THE SERIES C PREFERRED SHARES, THE SERIES B PREFERRED SHARES, THE SERIES A PREFERRED SHARES AND THE RELEVANT SERIES A PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; • FOURTH, IN PAYING TO THE HOLDERS OF THE A, B, C AND D ORDINARY SHARES, IF ANY, A TOTAL OF £1.00 FOR ALL OF THE A, B, C AND D ORDINARY SHARES; AND • THEREAFTER,

THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES (EXCLUDING THE A, B, C AND D ORDINARY SHARES) (ON A PARI PASSU). REDEMPTION RIGHTS ALL THE DEFERRED SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION.

Class of Shares:	**ORDINARY SHARES OF 0.001**	Number allotted	**81884731**
		Aggregate nominal value:	**81884.73**
Currency:	**GBP**		

Prescribed particulars

VOTING RIGHTS THE ORDINARY SHARES SHALL BE ENTITLED TO ONE VOTE PER SHARE. DIVIDEND RIGHTS THE HOLDERS OF ORDINARY SHARES SHALL BE ENTITLED TO PARTICIPATE IN ANY DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND PAYABLE TO THE SERIES A PREFERRED SHARES) PRO RATA TO THEIR SHAREHOLDING. LIQUIDATION PREFERENCE ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: • FIRST, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (A) EACH OF THE SERIES F SHAREHOLDERS, AN AMOUNT PER SERIES F PREFERRED SHARE HELD EQUAL TO THE SERIES F PREFERENCE AMOUNT; (B) EACH OF THE SERIES E SHAREHOLDERS, AN AMOUNT PER SERIES E PREFERRED SHARE HELD EQUAL TO THE SERIES E PREFERENCE AMOUNT; AND (C) EACH OF THE SERIES D SHAREHOLDERS, AN AMOUNT PER SERIES D PREFERRED SHARE HELD EQUAL TO THE SERIES D PREFERENCE AMOUNT (ON A PARI PASSU BASIS AS IF THE SERIES F PREFERRED SHARES, SERIES E PREFERRED SHARES AND THE SERIES D PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • SECOND, AFTER THE AMOUNTS PAYABLE PURSUANT TO ARTICLE 5.1.1.1 HAVE BEEN SETTLED IN FULL BUT IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (I) EACH OF THE SERIES C SHAREHOLDERS, AN AMOUNT PER SERIES C PREFERRED SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT; (II) EACH OF THE SERIES B SHAREHOLDERS, AN AMOUNT PER SERIES B PREFERRED SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT; (III) EACH OF THE SERIES A SHAREHOLDERS, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (IV) THE HOLDERS OF THE RELEVANT SERIES A PREFERRED SHARES, THE PREFERENCE DIVIDEND CALCULATED IN ACCORDANCE WITH ARTICLE 4.2, (ON A PARI PASSU BASIS AS

IF THE SERIES C PREFERRED SHARES, THE SERIES B PREFERRED SHARES, THE SERIES A PREFERRED SHARES AND THE RELEVANT SERIES A PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; • FOURTH, IN PAYING TO THE HOLDERS OF THE A, B, C AND D ORDINARY SHARES, IF ANY, A TOTAL OF £1.00 FOR ALL OF THE A, B, C AND D SHARES ORDINARY; AND • THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES (EXCLUDING THE A, B, C AND D ORDINARY SHARES) (ON A PARI PASSU). REDEMPTION RIGHTS THE ORDINARY SHARES ARE NOT REDEEMABLE OTHER THE ORDINARY SHARES ISSUED ON THE ACQUISITION OF ZENCAP GLOBAL S.A. R.L. WERE ISSUED ON THE TERMS THAT IF THE AMOUNT (IF ANY) RECOVERABLE BY THE COMPANY UNDER THE SHARE PURCHASE AGREEMENT DATED 19 OCTOBER 2015 (THE "SPA") EXCEEDS THE AMOUNT OF THE HOLDBACK (AS DEFINED IN THE SPA), THE BOARD HAS THE RIGHT TO RECLASSIFY THE APPROPRIATE NUMBER OF SUCH SHARES AS DEFERRED SHARES.

Class of Shares:	**SERIES A PREFERRED SHARES OF 0.001**	Number allotted	**27392200**
		Aggregate nominal value:	**27392.2**
Currency:	**GBP**		

Prescribed particulars

VOTING RIGHTS THE SERIES A PREFERRED SHARES CARRY THE RIGHT TO ONE VOTE PER SHARE (ON AN “AS CONVERTED” BASIS AND INCLUDING ANY ANTI-DILUTION SHARES TO BE ISSUED). DIVIDEND RIGHTS THE SERIES A PREFERRED SHARES MAY PARTICIPATE IN ANY DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND PAYABLE TO THE SERIES A PREFERRED SHARES) PRO RATA TO THEIR SHAREHOLDING. LIQUIDATION PREFERENCE ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: • FIRST, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (A) EACH OF THE SERIES F SHAREHOLDERS, AN AMOUNT PER SERIES F PREFERRED SHARE HELD EQUAL TO THE SERIES F PREFERENCE AMOUNT; (B) EACH OF THE SERIES E SHAREHOLDERS, AN AMOUNT PER SERIES E PREFERRED SHARE HELD EQUAL TO THE

SERIES E PREFERENCE AMOUNT; AND (C) EACH OF THE SERIES D SHAREHOLDERS, AN AMOUNT PER SERIES D PREFERRED SHARE HELD EQUAL TO THE SERIES D PREFERENCE AMOUNT (ON A PARI PASSU BASIS AS IF THE SERIES F PREFERRED SHARES, SERIES E PREFERRED SHARES AND THE SERIES D PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • SECOND, AFTER THE AMOUNTS PAYABLE PURSUANT TO ARTICLE 5.1.1.1 HAVE BEEN SETTLED IN FULL BUT IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (I) EACH OF THE SERIES C SHAREHOLDERS, AN AMOUNT PER SERIES C PREFERRED SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT; (II) EACH OF THE SERIES B SHAREHOLDERS, AN AMOUNT PER SERIES B PREFERRED SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT; (III) EACH OF THE SERIES A SHAREHOLDERS, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (IV) THE HOLDERS OF THE RELEVANT SERIES A PREFERRED SHARES, THE PREFERENCE DIVIDEND CALCULATED IN ACCORDANCE WITH ARTICLE 4.2, (ON A PARI PASSU BASIS AS IF THE SERIES C PREFERRED SHARES, THE SERIES B PREFERRED SHARES, THE SERIES A PREFERRED SHARES AND THE RELEVANT SERIES A PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; • FOURTH, IN PAYING TO THE HOLDERS OF THE A, B, C AND D ORDINARY SHARES, IF ANY, A TOTAL OF £1.00 FOR ALL OF THE A, B, C AND D ORDINARY SHARES; AND • THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES (EXCLUDING THE A, B, C AND D ORDINARY SHARES) (ON A PARI PASSU). REDEMPTION RIGHTS THE SERIES A PREFERRED SHARES ARE NOT REDEEMABLE.

Class of Shares:	**SERIES B PREFERRED SHARES OF 0.001**	Number allotted	**31492900**
		Aggregate nominal value:	**31492.9**
Currency:	**GBP**		

Prescribed particulars

VOTING RIGHTS THE SERIES B PREFERRED SHARES CARRY THE RIGHT TO ONE VOTE PER SHARE (ON AN "AS CONVERTED" BASIS AND INCLUDING ANY ANTI-DILUTION SHARES TO BE ISSUED). DIVIDEND RIGHTS THE SERIES B PREFERRED SHARES MAY PARTICIPATE IN ANY DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND PAYABLE TO THE SERIES A

PREFERRED SHARES) PRO RATA TO THEIR SHAREHOLDING. LIQUIDATION PREFERENCE ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: • FIRST, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (A) EACH OF THE SERIES F SHAREHOLDERS, AN AMOUNT PER SERIES F PREFERRED SHARE HELD EQUAL TO THE SERIES F PREFERENCE AMOUNT; (B) EACH OF THE SERIES E SHAREHOLDERS, AN AMOUNT PER SERIES E PREFERRED SHARE HELD EQUAL TO THE SERIES E PREFERENCE AMOUNT; AND (C) EACH OF THE SERIES D SHAREHOLDERS, AN AMOUNT PER SERIES D PREFERRED SHARE HELD EQUAL TO THE SERIES D PREFERENCE AMOUNT (ON A PARI PASSU BASIS AS IF THE SERIES F PREFERRED SHARES, SERIES E PREFERRED SHARES AND THE SERIES D PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • SECOND, AFTER THE AMOUNTS PAYABLE PURSUANT TO ARTICLE 5.1.1.1 HAVE BEEN SETTLED IN FULL BUT IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (I) EACH OF THE SERIES C SHAREHOLDERS, AN AMOUNT PER SERIES C PREFERRED SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT; (II) EACH OF THE SERIES B SHAREHOLDERS, AN AMOUNT PER SERIES B PREFERRED SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT; (III) EACH OF THE SERIES A SHAREHOLDERS, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (IV) THE HOLDERS OF THE RELEVANT SERIES A PREFERRED SHARES, THE PREFERENCE DIVIDEND CALCULATED IN ACCORDANCE WITH ARTICLE 4.2, (ON A PARI PASSU BASIS AS IF THE SERIES C PREFERRED SHARES, THE SERIES B PREFERRED SHARES, THE SERIES A PREFERRED SHARES AND THE RELEVANT SERIES A PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; • FOURTH, IN PAYING TO THE HOLDERS OF THE A, B, C AND D ORDINARY SHARES, IF ANY, A TOTAL OF £1.00 FOR ALL OF THE A, B, C AND D ORDINARY SHARES; AND • THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES (EXCLUDING THE A, B, C AND D ORDINARY SHARES) (ON A PARI PASSU). REDEMPTION RIGHTS THE SERIES B PREFERRED SHARES ARE NOT REDEEMABLE.

Class of Shares:	**SERIES C PREFERRED**	Number allotted	**32520500**
		Aggregate nominal value:	**32520.5**

SHARES OF 0.001

Currency: GBP

Prescribed particulars

VOTING RIGHTS THE SERIES C PREFERRED SHARES CARRY THE RIGHT TO ONE VOTE PER SHARE (ON AN "AS CONVERTED" BASIS AND INCLUDING ANY ANTI-DILUTION SHARES TO BE ISSUED). DIVIDEND RIGHTS THE SERIES C PREFERRED SHARES MAY PARTICIPATE IN ANY DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND PAYABLE TO THE SERIES A PREFERRED SHARES) PRO RATA TO THEIR SHAREHOLDING. LIQUIDATION PREFERENCE ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: • FIRST, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (A) EACH OF THE SERIES F SHAREHOLDERS, AN AMOUNT PER SERIES F PREFERRED SHARE HELD EQUAL TO THE SERIES F PREFERENCE AMOUNT; (B) EACH OF THE SERIES E SHAREHOLDERS, AN AMOUNT PER SERIES E PREFERRED SHARE HELD EQUAL TO THE SERIES E PREFERENCE AMOUNT; AND (C) EACH OF THE SERIES D SHAREHOLDERS, AN AMOUNT PER SERIES D PREFERRED SHARE HELD EQUAL TO THE SERIES D PREFERENCE AMOUNT (ON A PARI PASSU BASIS AS IF THE SERIES F PREFERRED SHARES, SERIES E PREFERRED SHARES AND THE SERIES D PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • SECOND, AFTER THE AMOUNTS PAYABLE PURSUANT TO ARTICLE 5.1.1.1 HAVE BEEN SETTLED IN FULL BUT IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (I) EACH OF THE SERIES C SHAREHOLDERS, AN AMOUNT PER SERIES C PREFERRED SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT; (II) EACH OF THE SERIES B SHAREHOLDERS, AN AMOUNT PER SERIES B PREFERRED SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT; (III) EACH OF THE SERIES A SHAREHOLDERS, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (IV) THE HOLDERS OF THE RELEVANT SERIES A PREFERRED SHARES, THE PREFERENCE DIVIDEND CALCULATED IN ACCORDANCE WITH ARTICLE 4.2, (ON A PARI PASSU BASIS AS IF THE SERIES C PREFERRED SHARES, THE SERIES B PREFERRED SHARES, THE SERIES A PREFERRED SHARES AND THE RELEVANT SERIES A PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; • FOURTH, IN PAYING TO THE HOLDERS OF THE A, B, C AND D ORDINARY SHARES, IF ANY, A TOTAL OF £1.00 FOR ALL OF THE A, B, C AND D ORDINARY SHARES; AND • THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS

(IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES (EXCLUDING THE A, B, C AND D ORDINARY SHARES) (ON A PARI PASSU). REDEMPTION RIGHTS THE SERIES C PREFERRED SHARES ARE NOT REDEEMABLE.

Class of Shares:	**SERIES D PREFERRED SHARES OF 0.001**	Number allotted	**25595700**
		Aggregate nominal value:	**25595.7**
Currency:	**GBP**		

Prescribed particulars

VOTING RIGHTS THE SERIES D PREFERRED SHARES CARRY THE RIGHT TO ONE VOTE PER SHARE (ON AN "AS CONVERTED" BASIS AND INCLUDING ANY ANTI-DILUTION SHARES TO BE ISSUED). DIVIDEND RIGHTS THE SERIES D PREFERRED SHARES MAY PARTICIPATE IN ANY DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND PAYABLE TO THE SERIES A PREFERRED SHARES) PRO RATA TO THEIR SHAREHOLDING. LIQUIDATION PREFERENCE ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: • FIRST, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (A) EACH OF THE SERIES F SHAREHOLDERS, AN AMOUNT PER SERIES F PREFERRED SHARE HELD EQUAL TO THE SERIES F PREFERENCE AMOUNT; (B) EACH OF THE SERIES E SHAREHOLDERS, AN AMOUNT PER SERIES E PREFERRED SHARE HELD EQUAL TO THE SERIES E PREFERENCE AMOUNT; AND (C) EACH OF THE SERIES D SHAREHOLDERS, AN AMOUNT PER SERIES D PREFERRED SHARE HELD EQUAL TO THE SERIES D PREFERENCE AMOUNT (ON A PARI PASSU BASIS AS IF THE SERIES F PREFERRED SHARES, SERIES E PREFERRED SHARES AND THE SERIES D PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • SECOND, AFTER THE AMOUNTS PAYABLE PURSUANT TO ARTICLE 5.1.1.1 HAVE BEEN SETTLED IN FULL BUT IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (I) EACH OF THE SERIES C SHAREHOLDERS, AN AMOUNT PER SERIES C PREFERRED SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT; (II) EACH OF THE SERIES B SHAREHOLDERS, AN AMOUNT PER SERIES B PREFERRED SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT; (III) EACH OF THE SERIES A SHAREHOLDERS, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (IV) THE HOLDERS OF THE RELEVANT SERIES A

PREFERRED SHARES, THE PREFERENCE DIVIDEND CALCULATED IN ACCORDANCE WITH ARTICLE 4.2, (ON A PARI PASSU BASIS AS IF THE SERIES C PREFERRED SHARES, THE SERIES B PREFERRED SHARES, THE SERIES A PREFERRED SHARES AND THE RELEVANT SERIES A PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; • FOURTH, IN PAYING TO THE HOLDERS OF THE A, B, C AND D ORDINARY SHARES, IF ANY, A TOTAL OF £1.00 FOR ALL OF THE A, B, C AND D ORDINARY SHARES; AND • THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES (EXCLUDING THE A, B, C AND D ORDINARY SHARES) (ON A PARI PASSU). REDEMPTION RIGHTS THE SERIES D PREFERRED SHARES ARE NOT REDEEMABLE.

Class of Shares:	**SERIES E PREFERRED SHARES OF 0.001**	Number allotted	**31432400**
		Aggregate nominal value:	**31432.4**
Currency:	**GBP**		

Prescribed particulars

VOTING RIGHTS THE SERIES E PREFERRED SHARES CARRY THE RIGHT TO ONE VOTE PER SHARE (ON AN "AS CONVERTED" BASIS AND INCLUDING ANY ANTI-DILUTION SHARES TO BE ISSUED). DIVIDEND RIGHTS THE SERIES E PREFERRED SHARES MAY PARTICIPATE IN ANY DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND PAYABLE TO THE SERIES A PREFERRED SHARES) PRO RATA TO THEIR SHAREHOLDING. LIQUIDATION PREFERENCE ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: • FIRST, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (A) EACH OF THE SERIES F SHAREHOLDERS, AN AMOUNT PER SERIES F PREFERRED SHARE HELD EQUAL TO THE SERIES F PREFERENCE AMOUNT; (B) EACH OF THE SERIES E SHAREHOLDERS, AN AMOUNT PER SERIES E PREFERRED SHARE HELD EQUAL TO THE SERIES E PREFERENCE AMOUNT; AND (C) EACH OF THE SERIES D SHAREHOLDERS, AN AMOUNT PER SERIES D PREFERRED SHARE HELD EQUAL TO THE SERIES D PREFERENCE AMOUNT (ON A PARI PASSU BASIS AS IF THE SERIES F PREFERRED SHARES, SERIES E PREFERRED SHARES AND THE SERIES D PREFERRED SHARES CONSTITUTED A SINGLE

CLASS OF SHARE); • SECOND, AFTER THE AMOUNTS PAYABLE PURSUANT TO ARTICLE 5.1.1.1 HAVE BEEN SETTLED IN FULL BUT IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (I) EACH OF THE SERIES C SHAREHOLDERS, AN AMOUNT PER SERIES C PREFERRED SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT; (II) EACH OF THE SERIES B SHAREHOLDERS, AN AMOUNT PER SERIES B PREFERRED SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT; (III) EACH OF THE SERIES A SHAREHOLDERS, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (IV) THE HOLDERS OF THE RELEVANT SERIES A PREFERRED SHARES, THE PREFERENCE DIVIDEND CALCULATED IN ACCORDANCE WITH ARTICLE 4.2, (ON A PARI PASSU BASIS AS IF THE SERIES C PREFERRED SHARES, THE SERIES B PREFERRED SHARES, THE SERIES A PREFERRED SHARES AND THE RELEVANT SERIES A PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; • FOURTH, IN PAYING TO THE HOLDERS OF THE A, B, C AND D ORDINARY SHARES, IF ANY, A TOTAL OF £1.00 FOR ALL OF THE A, B, C AND D ORDINARY SHARES; AND • THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES (EXCLUDING THE A, B, C AND D ORDINARY SHARES) (ON A PARI PASSU). REDEMPTION RIGHTS THE SERIES E PREFERRED SHARES ARE NOT REDEEMABLE.

Class of Shares:	**SERIES F PREFERRED SHARES OF £0.001**	Number allotted	**23672990**
		Aggregate nominal value:	**23672.99**
Currency:	**GBP**		

Prescribed particulars

VOTING RIGHTS THE SERIES F PREFERRED SHARES CARRY THE RIGHT TO ONE VOTE PER SHARE (ON AN "AS CONVERTED" BASIS AND INCLUDING ANY ANTI-DILUTION SHARES TO BE ISSUED). DIVIDEND RIGHTS THE SERIES F PREFERRED SHARES MAY PARTICIPATE IN ANY DIVIDENDS (OTHER THAN THE PREFERENCE DIVIDEND PAYABLE TO THE SERIES A PREFERRED SHARES) PRO RATA TO THEIR SHAREHOLDING. LIQUIDATION PREFERENCE ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS

OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: • FIRST, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (A) EACH OF THE SERIES F SHAREHOLDERS, AN AMOUNT PER SERIES F PREFERRED SHARE HELD EQUAL TO THE SERIES F PREFERENCE AMOUNT; (B) EACH OF THE SERIES E SHAREHOLDERS, AN AMOUNT PER SERIES E PREFERRED SHARE HELD EQUAL TO THE SERIES E PREFERENCE AMOUNT; AND (C) EACH OF THE SERIES D SHAREHOLDERS, AN AMOUNT PER SERIES D PREFERRED SHARE HELD EQUAL TO THE SERIES D PREFERENCE AMOUNT (ON A PARI PASSU BASIS AS IF THE SERIES F PREFERRED SHARES, SERIES E PREFERRED SHARES AND THE SERIES D PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • SECOND, AFTER THE AMOUNTS PAYABLE PURSUANT TO ARTICLE 5.1.1.1 HAVE BEEN SETTLED IN FULL BUT IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO: (I) EACH OF THE SERIES C SHAREHOLDERS, AN AMOUNT PER SERIES C PREFERRED SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT; (II) EACH OF THE SERIES B SHAREHOLDERS, AN AMOUNT PER SERIES B PREFERRED SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT; (III) EACH OF THE SERIES A SHAREHOLDERS, AN AMOUNT PER SERIES A PREFERRED SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT; AND (IV) THE HOLDERS OF THE RELEVANT SERIES A PREFERRED SHARES, THE PREFERENCE DIVIDEND CALCULATED IN ACCORDANCE WITH ARTICLE 4.2, (ON A PARI PASSU BASIS AS IF THE SERIES C PREFERRED SHARES, THE SERIES B PREFERRED SHARES, THE SERIES A PREFERRED SHARES AND THE RELEVANT SERIES A PREFERRED SHARES CONSTITUTED A SINGLE CLASS OF SHARE); • THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; • FOURTH, IN PAYING TO THE HOLDERS OF THE A, B, C AND D ORDINARY SHARES, IF ANY, A TOTAL OF £1.00 FOR ALL OF THE A, B, C AND D ORDINARY SHARES; AND • THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES (EXCLUDING THE A, B, C AND D ORDINARY SHARES) (ON A PARI PASSU). REDEMPTION RIGHTS THE SERIES F PREFERRED SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	**GBP**	Total number of shares:	**265671957**
		Total aggregate nominal value:	**254108.22536**
		Total aggregate amount unpaid:	**0**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.