



**✓ What this form is for**  
You may use this form to give notice of a cancellation of shares by a limited company on purchase

**X What this form is NOT for**  
You cannot use this form to  
give notice of a cancellation of  
shares held by a public company  
under section 663 of the  
Companies Act 2006. To  
please use form SH07



A11 05/09/2016 #4  
COMPANIES HOUSE

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e

## 1 Company details

Company number	0	7	1	2	3	9	3	4
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Company name in full	Funding Circle Holdings Limited
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→ **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 cancellation
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Date of cancellation	<sup>d</sup> 2	<sup>d</sup> 2	<sup>m</sup> 0	<sup>m</sup> 6	<sup>y</sup> 2	<sup>y</sup> 0	<sup>y</sup> 1	<sup>y</sup> 6
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3	Shares cancelled
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[illegible]

## SH06

## Notice of cancellation of shares

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## Statement of capital

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

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

Please use a Statement of Capital continuation page if necessary.

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

	See Continuation Sheets			
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
237,026,834	£227,572 14	0

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

See Continuation Sheets

Prescribed particulars  
①**① Prescribed particulars of rights attached to shares**

The particulars are

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

A separate table must be used for each class of share

**Continuation pages**

Please use a Statement of Capital continuation page if necessary

Class of share

Prescribed particulars  
①

Class of share

Prescribed particulars  
①

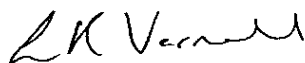
6

**Signature**

I am signing this form on behalf of the company

Signature

Signature



X

This form may be signed by  
Director<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, 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

# SH06

## Notice of cancellation of shares



### Presenter information

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

Contact name The Company Secretary

Company name Funding Circle Holdings Limited

Address 71 Queen Victoria Street

Post town London

County/Region

Postcode E C 4 V 4 A Y

Country

DX

Telephone



### Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have completed section 2
- ☐ You have completed section 3
- ☐ You have completed the relevant sections of the statement of capital
- ☐ You have signed the form.



### Important information

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



### Where to send

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

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

**For companies registered in Scotland**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)

## Statement of capital

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

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## Notice of cancellation of shares

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

Class of share	A Ordinary Shares
Prescribed particulars	<p>The A Ordinary Shares have no voting rights</p> <p>The holders of A 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 shareholdings (to the extent vested), unless the Board determines that the equity value of the Company is less than the amount determined by the Board (the C/D Threshold)</p> <p>On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held</p> <p>The A Ordinary Shares are redeemable at the option of the shareholder at any time within 3 months from the date of issue of the relevant A Ordinary Shares</p>

#### • 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

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## Notice of cancellation of shares

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

Class of share	B Ordinary Shares	
Prescribed particulars	<p>The B Ordinary Shares have no voting rights</p> <p>The holders of B 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 shareholdings (to the extent vested), unless the Board determines that the equity value of the Company is less than the amount determined by the Board (the C/D Threshold Value)</p> <p>On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held</p> <p>The B Ordinary Shares are not redeemable</p>	<p>• Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder</li> </ul> <p>A separate table must be used for each class of share</p>

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## Notice of cancellation of shares

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

Class of share	C Ordinary Shares
Prescribed particulars	<p>The C Ordinary Shares have no voting rights</p> <p>The holders of C 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 shareholdings (to the extent vested), unless the Board determines that the equity value of the Company is less than the threshold amount determined by the Board (the C/D Threshold)</p> <p>On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0.3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held</p> <p>The C Ordinary Shares are redeemable at the option of the shareholder at any time within 3 months from the date of issue of the relevant C Ordinary Shares</p>

#### ① Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share



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## Notice of cancellation of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares) <sup>1</sup>

Class of share	D Ordinary Shares
Prescribed particulars	<p>The D Ordinary Shares have no voting rights</p> <p>The holders of D 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 shareholdings (to the extent vested), unless the Board determines that the equity value of the Company is less than the threshold amount determined by the Board (the C/D Threshold)</p> <p>On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held</p> <p>The D Ordinary Shares are not redeemable</p>

#### <sup>1</sup> Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

# SH06 - continuation page

## Notice of cancellation of shares

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

Class of share	Deferred Shares
Prescribed particulars	<p>The Deferred Shares have no voting rights</p> <p>The Deferred Shares are not entitled to participate in any dividends</p> <p>On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held</p> <p>The Deferred Shares may be redeemed by the Company at any time at its option for one penny for all the Deferred Shares registered in the name of any holder</p>

#### ① Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

# SH06 - continuation page

## Notice of cancellation of shares

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

Class of share	Ordinary Shares
Prescribed particulars	<p>The Ordinary Shares shall be entitled to one vote per share</p> <p>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 shareholdings</p> <p>On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than the C/D Threshold Value, in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held</p> <p>The Ordinary Shares are not redeemable</p> <p>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</p>

#### ① Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

# SH06 - continuation page

## Notice of cancellation of shares

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

Class of share	Series A Preferred Shares
Prescribed particulars	<p>The Series A Preferred Shares shall carry the right to one vote per share (on an "as converted" basis and including any anti-dilution shares due to be issued)</p> <p>The Series A Preferred Shares are entitled to a fixed cash preferential dividend (the "Preference Dividend")</p> <p>On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held</p> <p>The Series A Preferred Shares are not redeemable</p>

#### ① Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

# SH06 - continuation page

## Notice of cancellation of shares

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

Class of share	Series B Preferred Shares	
Prescribed particulars	<p>The Series B Preferred Shares shall carry the right to one vote per share (on an "as converted" basis and including any anti-dilution shares to be issued)</p> <p>The Series B Preferred Shares are entitled to participate in dividends (other than the Preference Dividend) pro rata to their shareholdings</p> <p>On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held</p> <p>The Series B Preferred Shares are not redeemable</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder</li> </ul> <p>A separate table must be used for each class of share</p>

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## Notice of cancellation of shares

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

Class of share	Series C Preferred Shares	
Prescribed particulars	<p>The Series C Preferred Shares shall carry the right to one vote per share (on an "as converted basis and including any anti-dilution shares due to be issued)</p> <p>The holders of Series C Preferred Shares are entitled to participate in dividends (other than the Preference Dividend) pro rata to their shareholdings</p> <p>On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held</p> <p>The Series C Preferred Shares are not redeemable</p>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder</li> </ul> <p>A separate table must be used for each class of share</p>

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## Notice of cancellation of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares) <sup>1</sup>

Class of share	Series D Preferred Shares
Prescribed particulars	<p>The Series D Preferred Shares shall carry the right to one vote per share (on an "as converted" basis and including any anti-dilution shares due to be issued)</p> <p>The holders of Series D Preferred Shares are entitled to participate in dividends (other than the Preference Dividend) pro rata to their shareholdings</p> <p>On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held</p> <p>The Series D Preferred Shares are not redeemable</p>

#### <sup>1</sup> 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

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

Class of share	Series E Preferred Shares	
Prescribed particulars	<p>The Series E Preferred Shares shall carry the right to one vote per share (on as "as converted" basis and including any anti-dilution shares due to be issued)</p> <p>The holders of Series E Preferred Shares are entitled to participate in dividends (other than the Preference Dividend) pro rata to their shareholdings</p> <p>On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held</p> <p>The Series E Preferred Shares are not redeemable</p>	<p><b>• Prescribed particulars of rights attached to shares</b> The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder</li> </ul> <p>A separate table must be used for each class of share</p>