



Companies House

# CS01<sub>(ef)</sub>

## Confirmation Statement

Company Name: **GEOHERMAL INTERNATIONAL LIMITED**

Company Number: **05397984**



Received for filing in Electronic Format on the: **21/03/2018**

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Company Name: **GEOHERMAL INTERNATIONAL LIMITED**

Company Number: **05397984**

Confirmation **18/03/2018**

Statement date:

# Statement of Capital (Share Capital)

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|                  |          |                          |          |
|------------------|----------|--------------------------|----------|
| Class of Shares: | ORDINARY | Number allotted          | 877876   |
|                  | 2        | Aggregate nominal value: | 0.122903 |
| Currency:        | GBP      |                          |          |

Prescribed particulars

**A) SUBJECT TO ARTICLE 5.2, THE VOTING RIGHTS ATTACHING TO EACH CLASS OF SHARE SHALL BE: (A) - ON A WRITTEN RESOLUTION, EVERY MEMBER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAN B ORDINARY SHARES) ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED SHALL (SAVE AS OTHERWISE PROVIDED IN THE COMPANIES ACTS) HAVE ONE VOTE FOR EACH EQUITY SHARES HELD BY HIM; (B) AT A GENERAL MEETING OF THE COMPANY, EVERY MEMBER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAN B ORDINARY SHARES( WHO BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVES OR BY PROXY SHALL: (I) ON A SHOW ON HANDS HAVE ONE VOTE; AND (II) ON A POLL HAVE ONE VOTE FOR EACH EQUITY SHARES HELD BY HIM. ON A RESOLUTION UNDER S.168 OF THE COMPANIES ACTS FOR THE REMOVAL OF ANY OF THE NM INVESTOR DIRECTOR(S), FOR AS LONG AS THE NM INVESTORS HOLD, IN AGGREGATE AT LEAST 2% BY NUMBER OF THE ISSUED EQUITY SHARES, THE EQUITY SHARES HELD BY THE NM INVESTORS SHALL HAVE IN AGGREGATE TWICE THE NUMBER OF VOTES CARRIED BY ALL THE OTHER SHARES, APPORTIONED PRO RATA AS NEARLY AS PRACTICABLE AMONG THE EQUITY SHARES HELD BY THE NM INVESTORS. THE B ORDINARY SHARES WILL NOT CONFER THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO VOTE OF ANY WRITTEN RESOLUTION OF THE COMPANY. B) SUBJECT TO THE BOARD RECOMMENDING PAYMENT, NM INVESTOR CONSENT, AND ARTICLE 6.2, ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, THE B ORDINARY SHARES, THE ORDINARY 1 SHARES, THE ORDINARY 2 SHARES, THE ORDINARY 3 SHARES, THE ORDINARY 4 SHARES (PARI PASSU AS IF SUCH SHARES CONSTITUTED ONE CLASS OF SHARES) SUBJECT TO ARTICLE 6.2, THE ORDINARY 5 SHARES AND THE ORDINARY 6 SHARES SHALL CONFER NO RIGHT TO PARTICIPATE IN RELATION TO ANY DISTRIBUTION OF THE PROFITS OF THE COMPANY. C) ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE DISTRIBUTED AMONGST THE HOLDERS**

**OF THE EQUITY SHARES (PARI PASU AS IF SUCH SHARES CONSTITUTED ONE CLASS OF SHARES).**

|                         |                 |                                 |                |
|-------------------------|-----------------|---------------------------------|----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | <b>Number allotted</b>          | <b>855969</b>  |
|                         | <b>5</b>        | <b>Aggregate nominal value:</b> | <b>85596.9</b> |
| <b>Currency:</b>        | <b>GBP</b>      |                                 |                |

Prescribed particulars

**A) SUBJECT TO ARTICLE 5.2, THE VOTING RIGHTS ATTACHING TO EACH CLASS OF SHARE SHALL BE: (A) - ON A WRITTEN RESOLUTION, EVERY MEMBER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAN B ORDINARY SHARES) ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED SHALL (SAVE AS OTHERWISE PROVIDED IN THE COMPANIES ACTS) HAVE ONE VOTE FOR EACH EQUITY SHARES HELD BY HIM; (B) AT A GENERAL MEETING OF THE COMPANY, EVERY MEMBER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAN B ORDINARY SHARES( WHO BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVES OR BY PROXY SHALL: (I) ON A SHOW ON HANDS HAVE ONE VOTE; AND (II) ON A POLL HAVE ONE VOTE FOR EACH EQUITY SHARES HELD BY HIM. ON A RESOLUTION UNDER S.168 OF THE COMPANIES ACTS FOR THE REMOVAL OF ANY OF THE NM INVESTOR DIRECTOR(S), FOR AS LONG AS THE NM INVESTORS HOLD, IN AGGREGATE AT LEAST 2% BY NUMBER OF THE ISSUED EQUITY SHARES, THE EQUITY SHARES HELD BY THE NM INVESTORS SHALL HAVE IN AGGREGATE TWICE THE NUMBER OF VOTES CARRIED BY ALL THE OTHER SHARES, APPORTIONED PRO RATA AS NEARLY AS PRACTICABLE AMONG THE EQUITY SHARES HELD BY THE NM INVESTORS. THE B ORDINARY SHARES WILL NOT CONFER THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO VOTE OF ANY WRITTEN RESOLUTION OF THE COMPANY. B) SUBJECT TO THE BOARD RECOMMENDING PAYMENT, NM INVESTOR CONSENT, AND ARTICLE 6.2, ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, THE B ORDINARY SHARES, THE ORDINARY 1 SHARES, THE ORDINARY 2 SHARES, THE ORDINARY 3 SHARES, THE ORDINARY 4 SHARES (PARI PASSU AS IF SUCH SHARES CONSTITUTED ONE CLASS OF SHARES) SUBJECT TO ARTICLE 6.2, THE ORDINARY 5 SHARES AND THE ORDINARY 6 SHARES SHALL CONFER NO RIGHT TO PARTICIPATE IN RELATION TO ANY DISTRIBUTION OF THE PROFITS OF THE COMPANY. C) ORDINARY 5 & ORDINARY 6 SHARE TYPES HAVE THE RIGHT TO THE RETURN ON CAPITAL BUT EACH HAVE A BARRIER VALUE FOR THE SURPLUS OF ASSETS PER SHARE TO ACHIEVE BEFORE THEY ARE ENTITLED TO A RIGHT**

TO RETURN ON CAPITAL. THE BARRIERS ARE SET AT £0.10 PER SHARE FOR ORDINARY '5' SHARES AND £0.25 PER SHARE FOR ORDINARY '6' SHARES. BOTH SHARE TYPES ARE REDEEMABLE UP TO THE FIRST ANNIVERSARY OF THEIR ISSUE BY HOLDERS WHO HAVE NOT LEFT EMPLOYMENT OF THE COMPANY. THE DIRECTORS CONSIDER THE POSSIBILITY OF THESE SHARES BEING REDEEMED TO BE REMOTE AND THEREFORE THE SHARES HAVE BEEN CLASSIFIED AS EQUITY INSTRUMENTS OPPOSED TO DEBT INSTRUMENTS.

|                         |                 |                          |                  |
|-------------------------|-----------------|--------------------------|------------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>855969</b>    |
|                         | <b>6</b>        | Aggregate nominal value: | <b>213992.25</b> |

Currency: **GBP**

Prescribed particulars

**A) SUBJECT TO ARTICLE 5.2, THE VOTING RIGHTS ATTACHING TO EACH CLASS OF SHARE SHALL BE: (A) - ON A WRITTEN RESOLUTION, EVERY MEMBER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAN B ORDINARY SHARES) ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED SHALL (SAVE AS OTHERWISE PROVIDED IN THE COMPANIES ACTS) HAVE ONE VOTE FOR EACH EQUITY SHARES HELD BY HIM; (B) AT A GENERAL MEETING OF THE COMPANY, EVERY MEMBER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAN B ORDINARY SHARES( WHO BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVES OR BY PROXY SHALL: (I) ON A SHOW ON HANDS HAVE ONE VOTE; AND (II) ON A POLL HAVE ONE VOTE FOR EACH EQUITY SHARES HELD BY HIM. ON A RESOLUTION UNDER S.168 OF THE COMPANIES ACTS FOR THE REMOVAL OF ANY OF THE NM INVESTOR DIRECTOR(S), FOR AS LONG AS THE NM INVESTORS HOLD, IN AGGREGATE AT LEAST 2% BY NUMBER OF THE ISSUED EQUITY SHARES, THE EQUITY SHARES HELD BY THE NM INVESTORS SHALL HAVE IN AGGREGATE TWICE THE NUMBER OF VOTES CARRIED BY ALL THE OTHER SHARES, APPORTIONED PRO RATA AS NEARLY AS PRACTICABLE AMONG THE EQUITY SHARES HELD BY THE NM INVESTORS. THE B ORDINARY SHARES WILL NOT CONFER THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO VOTE OF ANY WRITTEN RESOLUTION OF THE COMPANY. B) SUBJECT TO THE BOARD RECOMMENDING PAYMENT, NM INVESTOR CONSENT, AND ARTICLE 6.2, ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, THE B ORDINARY SHARES, THE ORDINARY 1 SHARES, THE ORDINARY 2 SHARES, THE ORDINARY 3 SHARES, THE ORDINARY 4 SHARES (PARI PASSU AS IF SUCH SHARES CONSTITUTED ONE CLASS OF SHARES)**

SUBJECT TO ARTICLE 6.2, THE ORDINARY 5 SHARES AND THE ORDINARY 6 SHARES SHALL CONFER NO RIGHT TO PARTICIPATE IN RELATION TO ANY DISTRIBUTION OF THE PROFITS OF THE COMPANY. C) ORDINARY 5 & ORDINARY 6 SHARE TYPES HAVE THE RIGHT TO THE RETURN ON CAPITAL BUT EACH HAVE A BARRIER VALUE FOR THE SURPLUS OF ASSETS PER SHARE TO ACHIEVE BEFORE THEY ARE ENTITLED TO A RIGHT TO RETURN ON CAPITAL. THE BARRIERS ARE SET AT £0.10 PER SHARE FOR ORDINARY '5' SHARES AND £0.25 PER SHARE FOR ORDINARY '6' SHARES. BOTH SHARE TYPES ARE REDEEMABLE UP TO THE FIRST ANNIVERSARY OF THEIR ISSUE BY HOLDERS WHO HAVE NOT LEFT EMPLOYMENT OF THE COMPANY. THE DIRECTORS CONSIDER THE POSSIBILITY OF THESE SHARES BEING REDEEMED TO BE REMOTE AND THEREFORE THE SHARES HAVE BEEN CLASSIFIED AS EQUITY INSTRUMENTS OPPOSED TO DEBT INSTRUMENTS.

|                  |          |                          |           |
|------------------|----------|--------------------------|-----------|
| Class of Shares: | ORDINARY | Number allotted          | 630570    |
|                  | 1        | Aggregate nominal value: | 5000.4201 |
| Currency:        | GBP      |                          |           |

Prescribed particulars

A) SUBJECT TO ARTICLE 5.2, THE VOTING RIGHTS ATTACHING TO EACH CLASS OF SHARE SHALL BE: (A) - ON A WRITTEN RESOLUTION, EVERY MEMBER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAN B ORDINARY SHARES) ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED SHALL (SAVE AS OTHERWISE PROVIDED IN THE COMPANIES ACTS) HAVE ONE VOTE FOR EACH EQUITY SHARES HELD BY HIM; (B) AT A GENERAL MEETING OF THE COMPANY, EVERY MEMBER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAN B ORDINARY SHARES( WHO BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVES OR BY PROXY SHALL: (I) ON A SHOW ON HANDS HAVE ONE VOTE; AND (II) ON A POLL HAVE ONE VOTE FOR EACH EQUITY SHARES HELD BY HIM. ON A RESOLUTION UNDER S.168 OF THE COMPANIES ACTS FOR THE REMOVAL OF ANY OF THE NM INVESTOR DIRECTOR(S), FOR AS LONG AS THE NM INVESTORS HOLD, IN AGGREGATE AT LEAST 2% BY NUMBER OF THE ISSUED EQUITY SHARES, THE EQUITY SHARES HELD BY THE NM INVESTORS SHALL HAVE IN AGGREGATE TWICE THE NUMBER OF VOTES CARRIED BY ALL THE OTHER SHARES, APPORTIONED PRO RATA AS NEARLY AS PRACTICABLE AMONG THE EQUITY SHARES HELD BY THE NM INVESTORS. THE B ORDINARY SHARES WILL NOT CONFER THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO VOTE OF ANY WRITTEN RESOLUTION OF THE COMPANY. B) SUBJECT TO THE BOARD RECOMMENDING

PAYMENT, NM INVESTOR CONSENT, AND ARTICLE 6.2, ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, THE B ORDINARY SHARES, THE ORDINARY 1 SHARES, THE ORDINARY 2 SHARES, THE ORDINARY 3 SHARES, THE ORDINARY 4 SHARES (PARI PASSU AS IF SUCH SHARES CONSTITUTED ONE CLASS OF SHARES) SUBJECT TO ARTICLE 6.2, THE ORDINARY 5 SHARES AND THE ORDINARY 6 SHARES SHALL CONFER NO RIGHT TO PARTICIPATE IN RELATION TO ANY DISTRIBUTION OF THE PROFITS OF THE COMPANY. C) ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (PARI PASU AS IF SUCH SHARES CONSTITUTED ONE CLASS OF SHARES).

|                  |          |                          |            |
|------------------|----------|--------------------------|------------|
| Class of Shares: | ORDINARY | Number allotted          | 3780493    |
| Currency:        | GBP      | Aggregate nominal value: | 472561.625 |

Prescribed particulars

A) SUBJECT TO ARTICLE 5.2, THE VOTING RIGHTS ATTACHING TO EACH CLASS OF SHARE SHALL BE: (A) - ON A WRITTEN RESOLUTION, EVERY MEMBER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAN B ORDINARY SHARES) ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED SHALL (SAVE AS OTHERWISE PROVIDED IN THE COMPANIES ACTS) HAVE ONE VOTE FOR EACH EQUITY SHARES HELD BY HIM; (B) AT A GENERAL MEETING OF THE COMPANY, EVERY MEMBER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAN B ORDINARY SHARES( WHO BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVES OR BY PROXY SHALL: (I) ON A SHOW ON HANDS HAVE ONE VOTE; AND (II) ON A POLL HAVE ONE VOTE FOR EACH EQUITY SHARES HELD BY HIM. B) SUBJECT TO THE BOARD RECOMMENDING PAYMENT, NM INVESTOR CONSENT, AND ARTICLE 6.2, ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, THE B ORDINARY SHARES, THE ORDINARY 1 SHARES, THE ORDINARY 2 SHARES, THE ORDINARY 3 SHARES, THE ORDINARY 4 SHARES (PARI PASSU AS IF SUCH SHARES CONSTITUTED ONE CLASS OF SHARES) SUBJECT TO ARTICLE 6.2, THE ORDINARY 5 SHARES AND THE ORDINARY 6 SHARES SHALL CONFER NO RIGHT TO PARTICIPATE IN RELATION TO ANY DISTRIBUTION OF THE PROFITS OF THE COMPANY. C) ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS

**SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (PARI PASU AS IF SUCH SHARES CONSTITUTED ONE CLASS OF SHARES).**

|                         |                 |                                 |                 |
|-------------------------|-----------------|---------------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | <b>Number allotted</b>          | <b>12350000</b> |
|                         | <b>4</b>        | <b>Aggregate nominal value:</b> | <b>1235000</b>  |
| <b>Currency:</b>        | <b>GBP</b>      |                                 |                 |

Prescribed particulars

**A) SUBJECT TO ARTICLE 5.2, THE VOTING RIGHTS ATTACHING TO EACH CLASS OF SHARE SHALL BE: (A) - ON A WRITTEN RESOLUTION, EVERY MEMBER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAN B ORDINARY SHARES) ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED SHALL (SAVE AS OTHERWISE PROVIDED IN THE COMPANIES ACTS) HAVE ONE VOTE FOR EACH EQUITY SHARES HELD BY HIM; (B) AT A GENERAL MEETING OF THE COMPANY, EVERY MEMBER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAN B ORDINARY SHARES( WHO BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVES OR BY PROXY SHALL: (I) ON A SHOW ON HANDS HAVE ONE VOTE; AND (II) ON A POLL HAVE ONE VOTE FOR EACH EQUITY SHARES HELD BY HIM. ON A RESOLUTION UNDER S.168 OF THE COMPANIES ACTS FOR THE REMOVAL OF ANY OF THE NM INVESTOR DIRECTOR(S), FOR AS LONG AS THE NM INVESTORS HOLD, IN AGGREGATE AT LEAST 2% BY NUMBER OF THE ISSUED EQUITY SHARES, THE EQUITY SHARES HELD BY THE NM INVESTORS SHALL HAVE IN AGGREGATE TWICE THE NUMBER OF VOTES CARRIED BY ALL THE OTHER SHARES, APPORTIONED PRO RATA AS NEARLY AS PRACTICABLE AMONG THE EQUITY SHARES HELD BY THE NM INVESTORS. THE B ORDINARY SHARES WILL NOT CONFER THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO VOTE OF ANY WRITTEN RESOLUTION OF THE COMPANY. B) SUBJECT TO THE BOARD RECOMMENDING PAYMENT, NM INVESTOR CONSENT, AND ARTICLE 6.2, ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, THE B ORDINARY SHARES, THE ORDINARY 1 SHARES, THE ORDINARY 2 SHARES, THE ORDINARY 3 SHARES, THE ORDINARY 4 SHARES (PARI PASSU AS IF SUCH SHARES CONSTITUTED ONE CLASS OF SHARES) SUBJECT TO ARTICLE 6.2, THE ORDINARY 5 SHARES AND THE ORDINARY 6 SHARES SHALL CONFER NO RIGHT TO PARTICIPATE IN RELATION TO ANY DISTRIBUTION OF THE PROFITS OF THE COMPANY. C) ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE DISTRIBUTED AMONGST THE HOLDERS**

**OF THE EQUITY SHARES (PARI PASU AS IF SUCH SHARES CONSTITUTED ONE CLASS OF SHARES).**

|                         |                 |                                 |                 |
|-------------------------|-----------------|---------------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | <b>Number allotted</b>          | <b>117920</b>   |
|                         | <b>3</b>        | <b>Aggregate nominal value:</b> | <b>0.124995</b> |
| <b>Currency:</b>        | <b>GBP</b>      |                                 |                 |

Prescribed particulars

**A) SUBJECT TO ARTICLE 5.2, THE VOTING RIGHTS ATTACHING TO EACH CLASS OF SHARE SHALL BE: (A) - ON A WRITTEN RESOLUTION, EVERY MEMBER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAN B ORDINARY SHARES) ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED SHALL (SAVE AS OTHERWISE PROVIDED IN THE COMPANIES ACTS) HAVE ONE VOTE FOR EACH EQUITY SHARES HELD BY HIM; (B) AT A GENERAL MEETING OF THE COMPANY, EVERY MEMBER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAN B ORDINARY SHARES( WHO BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVES OR BY PROXY SHALL: (I) ON A SHOW ON HANDS HAVE ONE VOTE; AND (II) ON A POLL HAVE ONE VOTE FOR EACH EQUITY SHARES HELD BY HIM. ON A RESOLUTION UNDER S.168 OF THE COMPANIES ACTS FOR THE REMOVAL OF ANY OF THE NM INVESTOR DIRECTOR(S), FOR AS LONG AS THE NM INVESTORS HOLD, IN AGGREGATE AT LEAST 2% BY NUMBER OF THE ISSUED EQUITY SHARES, THE EQUITY SHARES HELD BY THE NM INVESTORS SHALL HAVE IN AGGREGATE TWICE THE NUMBER OF VOTES CARRIED BY ALL THE OTHER SHARES, APPORTIONED PRO RATA AS NEARLY AS PRACTICABLE AMONG THE EQUITY SHARES HELD BY THE NM INVESTORS. THE B ORDINARY SHARES WILL NOT CONFER THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO VOTE OF ANY WRITTEN RESOLUTION OF THE COMPANY. B) SUBJECT TO THE BOARD RECOMMENDING PAYMENT, NM INVESTOR CONSENT, AND ARTICLE 6.2, ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, THE B ORDINARY SHARES, THE ORDINARY 1 SHARES, THE ORDINARY 2 SHARES, THE ORDINARY 3 SHARES, THE ORDINARY 4 SHARES (PARI PASSU AS IF SUCH SHARES CONSTITUTED ONE CLASS OF SHARES) SUBJECT TO ARTICLE 6.2, THE ORDINARY 5 SHARES AND THE ORDINARY 6 SHARES SHALL CONFER NO RIGHT TO PARTICIPATE IN RELATION TO ANY DISTRIBUTION OF THE PROFITS OF THE COMPANY. C) ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE DISTRIBUTED AMONGST THE HOLDERS**



OF THE EQUITY SHARES (PARI PASU AS IF SUCH SHARES CONSTITUTED ONE CLASS OF SHARES).

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**Statement of Capital (Totals)**

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|           |            |                                |                       |
|-----------|------------|--------------------------------|-----------------------|
| Currency: | <b>GBP</b> | Total number of shares:        | <b>19468797</b>       |
|           |            | Total aggregate nominal value: | <b>2012151.442998</b> |
|           |            | Total aggregate amount unpaid: | <b>0</b>              |

## **Confirmation Statement**

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

# Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,  
Judicial Factor