### Company details

**Company number**: 0 8 7 8 3 4 7 7

**Company name in full**: MCOLLS RETAIL GROUP PLC

**Filling in this form**

- Please complete in typescript or in bold black capitals.
- All fields are mandatory unless specified or indicated by "*

### Allotment dates 1

<table>
<thead>
<tr>
<th>From Date</th>
<th>To Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>01 08 70 7</td>
<td>01 01 6</td>
</tr>
</tbody>
</table>

**Allotment date**

- If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

### Shares allotted

**Please give details of the shares allotted, including bonus shares.**

(Please use a continuation page if necessary.)

<table>
<thead>
<tr>
<th>Currency</th>
<th>Class of shares (E.g. Ordinary/Preference etc.)</th>
<th>Number of shares allotted</th>
<th>Nominal value of each share</th>
<th>Amount paid (including share premium) on each share</th>
<th>Amount (if any) unpaid (including share premium) on each share</th>
</tr>
</thead>
<tbody>
<tr>
<td>£</td>
<td>ORDINARY</td>
<td>10460732</td>
<td>0.001</td>
<td>1.25</td>
<td>0.00</td>
</tr>
</tbody>
</table>

**Currency**

- If currency details are not completed we will assume currency is in pound sterling.

**Details of non-cash consideration.**

- If a PLC, please attach valuation report (if appropriate).

### Continuation page

- Please use a continuation page if necessary.
### Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up. Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'. Please use a Statement of Capital continuation page if necessary.

<table>
<thead>
<tr>
<th>Currency</th>
<th>Class of shares</th>
<th>Number of shares</th>
<th>Aggregate nominal value</th>
<th>Total aggregate amount unpaid, if any (£, €, $, etc)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Currency table A</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>£</td>
<td>Ordinary Shares</td>
<td>115172774</td>
<td>115,172.77</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Totals</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>115172774</td>
<td>115,172.77</td>
<td>0</td>
</tr>
</tbody>
</table>

| **Currency table B** |                  |                 |                          |                                                      |

| **Currency table C** |                  |                 |                          |                                                      |

| **Totals** |                  |                 |                          |                                                      |

<table>
<thead>
<tr>
<th><strong>Total number of shares</strong></th>
<th><strong>Total aggregate nominal value</strong></th>
<th><strong>Total aggregate amount unpaid</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>115172774</td>
<td>115,172.77</td>
<td>0</td>
</tr>
</tbody>
</table>

\* Please list total aggregate values in different currencies separately. For example: £100 + €100 + $10 etc.
**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.

<table>
<thead>
<tr>
<th>Class of share</th>
<th>Prescribed particulars</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary</td>
<td>See continuation sheet</td>
</tr>
</tbody>
</table>

**Prescribed particulars of rights attached to shares**

The particulars are:

a. particulars of any voting rights, including rights that arise only in certain circumstances;

b. particulars of any rights, as respects dividends, to participate in a distribution;

c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and

d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

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

**Continuation page**

Please use a Statement of Capital continuation page if necessary.

---

**Signature**

I am signing this form on behalf of the company.

[Signature]

This form may be signed by:

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

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**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.

**Person authorised**

Under either section 270 or 274 of the Companies Act 2006.
Return of allotment 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: Aisling Arthur
Company name: Travers Smith LLP
Address: 10 Snow Hill
Post town: London
County/Region:
Postcode: EC1A 2AL
Country:
DX:
Telephone: 020 7295 3000

Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:
☐ The company name and number match the information held on the public Register.
☐ You have shown the date(s) of allotment in section 2.
☐ You have completed all appropriate share details in section 3.
☐ You have completed the relevant sections of the statement of capital.
☐ You have signed the form.

Important information

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

Where to send

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

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

For companies registered in Scotland:
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse
Statement of capital (prescribed particulars of rights attached to shares)

<table>
<thead>
<tr>
<th>Class of share</th>
<th>Ordinary</th>
</tr>
</thead>
<tbody>
<tr>
<td>Prescribed particulars</td>
<td>Voting</td>
</tr>
</tbody>
</table>

- On a poll every member present an person or by proxy or by representative (in the case of a corporate member) shall have one vote for each share of which he is the holder, proxy or representative. On a poll, a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes in the same way.

- In the case of joint holders of a share, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

- A member in respect of whom an order has been made by any court or official having jurisdiction (whether in the United Kingdom or elsewhere) that he is or may be suffering from mental disorder or is otherwise incapable of running his affairs may vote by his guardian, receiver, curator bonis or other person authorised for that purpose and appointed by the court (and that person may vote by proxy) provided that evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised, and in default the right to vote shall not be exercisable.

- No objections may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the Chairman of the meeting whose decision is final.
Statement of capital (prescribed particulars of rights attached to shares)

<table>
<thead>
<tr>
<th>Class of share</th>
<th>Ordinary</th>
</tr>
</thead>
<tbody>
<tr>
<td>Prescribed particulars</td>
<td>Dividends</td>
</tr>
</tbody>
</table>

- Subject to the Statutes, the Company may by ordinary resolution declare that out of profits available for distribution there be paid dividends to members in accordance with their respective rights and priorities but no dividend shall exceed the amount recommended by the Board.

- Except as otherwise provided by the Articles or the rights attached to any shares, all dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividend is paid, but no amount paid on a share in advance of the date upon which a call is payable shall be treated for the purposes of Article 170 or Article 173 as paid on the share.

- All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date or be entitled to dividends declared after a particular date, such share shall rank for or be entitled to dividends accordingly.

- The Board may deduct from any dividend payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares in the Company.
5

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

<table>
<thead>
<tr>
<th>Class of share</th>
<th>Ordinary</th>
</tr>
</thead>
<tbody>
<tr>
<td>Prescribed particulars</td>
<td></td>
</tr>
<tr>
<td>• All dividends and interest shall belong and be paid (subject to any lien of the Company) to those members whose names shall be on the register at the date at which such dividend shall be declared or at the date at which such interest shall be payable respectively, or at such other date as the Company by ordinary resolution or the Board may determine, notwithstanding any subsequent transfer or transmission of shares.</td>
<td></td>
</tr>
<tr>
<td>• The Board may pay the dividends or interest payable on shares in respect of which any person is by transmission entitled to be registered as holder to such person upon production of such certificate and evidence as would be required if such person desired to be registered as a member in respect of such shares.</td>
<td></td>
</tr>
<tr>
<td>• Any one of two or more joint holders may give effectual receipts for any dividends or other monies payable in respect of the share held by him as joint holder.</td>
<td></td>
</tr>
</tbody>
</table>

Capital

Subject to the provisions of the Statutes, whenever the capital of the Company is divided into different classes of shares, the rights attached to any class may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated, whether or not the Company is being wound up, either with the consent in writing of the holders of not less than three-quarters in nominal amount of the issued shares of the affected class, or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class (but not otherwise).
### Statement of capital (prescribed particulars of rights attached to shares)

<table>
<thead>
<tr>
<th>Class of share</th>
<th>Prescribed particulars</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Ordinary</td>
</tr>
<tr>
<td></td>
<td><strong>Winding up/end of life</strong></td>
</tr>
<tr>
<td></td>
<td>- The power of sale of a liquidator shall include a power to sell wholly or partially shares or debentures, or other obligations of another company, either then already constituted, or about to be constituted, for the purpose of carrying out the sale.</td>
</tr>
<tr>
<td></td>
<td>- On any voluntary winding-up of the Company, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act or the Insolvency Act 1986 (as amended), divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. Any such division shall be in accordance with the existing rights of the members. The liquidator may, with the like sanction, vest the whole or any part of the assets of the Company in trustees on such trusts for the benefit of the members as he, with the like sanction, shall determine, but no member shall be compelled to accept any assets on which there is a liability.</td>
</tr>
</tbody>
</table>

**Whether shares are redeemable**

- The articles are silent on whether the shares are redeemable.