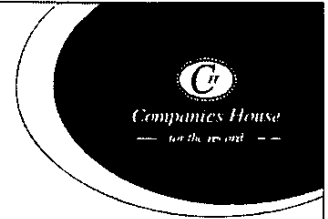


SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



What this form is for
You may use this form to give notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

What this form is NOT for
You cannot use this form to give notice of a conversion of shares into stock

MONDAY



A04 *A114S203* #125
24/09/2012
COMPANIES HOUSE

1 Company details	
Company number	0 4 2 4 0 8 7 5
Company name in full	Mobile Computing Systems Ltd
<p>→ Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *</p>	

2 Date of resolution	
Date of resolution	d ² d ⁶ m ⁰ m ³ y ² y ⁰ y ¹ y ²

3 Consolidation				
Please show the amendments to each class of share				
	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division				
Please show the amendments to each class of share				
	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

5 Redemption		
Please show the class number and nominal value of shares that have been redeemed Only redeemable shares can be redeemed		
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share
Preference - CRP	47083	1 00

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6 Re-conversion			
Please show the class number and nominal value of shares following re-conversion from stock			
New share structure			
Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

Statement of capital

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form

7 Statement of capital (Share capital in pound sterling (£))				
Please complete the table below to show each share classes held in pound sterling If all your issued capital is in sterling, only complete Section 7 and then go to Section 10				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary	0 50		401	£ 201 000047
'A' Ordinary	0 50		182	£ 91
'A' Preference	1 00		35,000	£ 35,000
CRP	1 00		94,167	£ 94,167
Totals			129750	£ 129,459 000047

8 Statement of capital (Share capital in other currencies)				
Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency				
Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
Totals				

❶ Including both the nominal value and any share premium ❷ Number of shares issued multiplied by nominal value of each share Continuation pages
Please use a Statement of Capital continuation page if necessary

❸ Total number of issued shares in this class

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Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

9 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	1 Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares	129,750	
Total aggregate nominal value 1	129,459 000047	

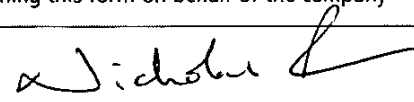
10 Statement of capital (Prescribed particulars of rights attached to shares) **2**

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 7 and Section 8	2 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 and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Class of share	Ordinary	
Prescribed particulars	The holders of the Ordinary Shares shall be entitled to receive notice of and to attend and speak at any general meetings of the Company and the holder of such shares who (being an individual) is present in person or by proxy or (being a corporation) is present by duly authorised representative or by proxy shall, on show of hands, have one vote, and, on a poll, have one vote each for every share of which he is the holder	
Class of share	'A' Ordinary	
Prescribed particulars	The holders of the 'A' Ordinary Shares shall be entitled to receive notice of and to attend and speak at any general meetings of the Company and the holder of such shares who (being an individual) is present in person or by proxy or (being a corporation) is present by duly authorised representative or by proxy shall, on show of hands, have one vote, and, on a poll, have one vote each for every share of which he is the holder	
Class of share	'A' Preference	
Prescribed particulars	The holders shall not be entitled to receive notice of or to attend at general meetings The profits of the Company available by law for distribution in respect of any Financial Year shall, without resolution of the Board or the Company in general meeting and before application of profits to reserve or any other purpose, be applied first to pay to the members holding CRP Preference Shares and 'A' Preference Shares a cumulative preferential net cash dividend which is equal to 8% of the Issue Price of each such share	

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Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

Class of share	CRP	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares</p> <p>A separate table must be used for each class of share</p> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars	<p>The holders shall not be entitled to receive notice of or to attend at general meetings</p> <p>The profits of the Company available by law for distribution in respect of any Financial Year shall, without resolution of the Board or the Company in general meeting and before application of profits to reserve or any other purpose, be applied first to pay to the members holding CRP Preference Shares and 'A' Preference Shares a cumulative preferential net cash dividend which is equal to 8% of the Issue Price of each such share</p>	
Class of share		
Prescribed particulars		

11	Signature	
	I am signing this form on behalf of the company	
Signature	<p>Signature</p> <p>X  X</p> <p>MANAGING DIRECTOR</p>	<p>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</p> <p>③ Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
	This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager	

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Presenter information

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

Contact name

Company name

Address

Post town

County/Region

Postcode

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 entered the date of resolution in Section 2
- Where applicable, you have completed Section 3, 4, 5 or 6
- You have completed 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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

5 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary	
Prescribed particulars ❶	<p>Subject to payment of the 'A' Ordinary Dividend and CRP Dividend and the 'A' Preference Dividend any remaining profits which the Company determines are available for distribution in respect of any Financial Year (having regard to the provisions of the Act) may only be distributed to members with the prior approval of the members of the Company in general meeting (including the approval of the Investor) In the event the Investor does consent to a further distribution of profits so available then such funds so available shall first be applied amongst the holders of the Ordinary Shares such that the Ordinary Shareholders receive a dividend per Ordinary Share equal to the amount per Share received by the holders of the 'A' Ordinary Shares and if the amount available for distribution is less than the amount received per share by the 'A' Ordinary Shareholders multiplied by the number of Ordinary Shares then in issue then the Ordinary Shareholders will receive the whole of such amount divided between them pro rata to their holdings of Ordinary Shares</p> <p>Any remaining profits which the Company determines to distribute in respect of any Financial Year following the payment of the CRP Dividend, the 'A' Ordinary Dividend, the 'A' Preference Dividend and the dividend payable above may, subject to the approval of members of the Company in general meeting (including the approval of the Investor) be applied in distributing the balance of such profits amongst the holders of the 'A' Ordinary Shares and the Ordinary Shares then in issue pari passu according to the number of such Shares held by them respectively as if they constituted one class of Share</p> <p>The shares are not redeemable On a return of capital on liquidation or otherwise the assets of the Company available for distribution amongst the shareholders of the Company shall be applied first in paying 'A' Ordinary Shareholders accrued and unpaid Dividends and the Issue Price of their shares, second in paying CRP Shareholders accrued and unpaid Dividends and the Issue Price of their shares, third in paying Ordinary Shareholders declared and unpaid Dividends and the Issue Price of their shares, fourth in paying 'A' Preference Shareholders declared and unpaid Dividends and the Issue Price of their shares, thereafter in distributing the balance of such assets amongst the holders of the Ordinary Shares and the 'A' Ordinary Shares pari passu in proportion to the numbers of the Ordinary Shares and the 'A' Ordinary shares held</p>	<p>❶ Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>

5 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	'A' Ordinary	
Prescribed particulars ①	<p>The profits of the Company available by law for distribution in respect of any Financial Year shall be applied first in paying CRP and 'A' Preference Dividends and second to pay to the members holding 'A' Ordinary Shares a cumulative preferential net cash dividend which is equal to the per centum of Net Profits for the relevant Financial Year set out in the table below. Each dividend payable in relation to the 'A' Ordinary Shares shall be paid 4 months after the end of the relevant Financial Year of the Company or 14 days after the date on which the audited accounts of the Company for the relevant Financial Year are signed by the directors, whichever is earlier.</p> <p>Financial Year Dividend (% of Net Profits)</p> <p>1 July 2010 to 30 June 2011 9.5%</p> <p>1 July 2011 to 30 June 2012 11.5%</p> <p>1 July 2012 to 30 June 2013 13.5%</p> <p>1 July 2013 to 30 June 2014 15.5%</p> <p>1 July 2014 to 30 June 2015 and in each subsequent financial year 17.5%</p> <p>For as long as there are 'A' Ordinary Shares in issue, the Company shall require the Auditors at the Company's expense to prepare a statement of the Net Profits for each Financial Year of the Company within 3 months of the end of the relevant Financial Year. Where the Company is precluded by the Act or otherwise from paying in full any 'A' Ordinary Dividend on the date specified then the Company shall pay, on that date, the maximum sum which can then, consistently with the Act be paid by the Company firstly to the CRP Shareholders and the 'A' Preference Shareholders pro rata to the holding then 'A' Ordinary Shareholders, and as soon as the Company is no longer precluded from doing so, the Company shall in respect of such Shares pay on account of that dividend for the time being remaining outstanding, and until all arrears, accruals and deficiencies of such dividends have been paid in full, the maximum amount of such dividends which can, consistently with the Act properly be paid by the Company at that time.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p>

SH19 - Continuation page
Statement of capital

5 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	'A' Ordinary (cont)	
<p>Prescribed particulars ①</p>	<p>The shares are not redeemable. On a return of capital on liquidation or otherwise the assets of the Company available for distribution amongst the shareholders of the Company shall be applied first in paying 'A' Ordinary Shareholders accrued and unpaid Dividends and the Issue Price of their shares, second in paying CRP Shareholders accrued and unpaid Dividends and the Issue Price of their shares, third in paying Ordinary Shareholders declared and unpaid Dividends and the Issue Price of their shares, fourth in paying 'A' Preference Shareholders declared and unpaid Dividends and the Issue Price of their shares, thereafter in distributing the balance of such assets amongst the holders of the Ordinary Shares and the 'A' Ordinary Shares parri passu in proportion to the numbers of the Ordinary Shares and the 'A' Ordinary shares held by them respectively</p>	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>

SH19 - Continuation page

Statement of capital

5 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	'A' Preference	<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>
Prescribed particulars 1	<p>Each CRP Dividend and 'A' Preference Dividend shall be payable in two instalments on 30 June and 31 December in each Financial Year</p> <p>Where the Company is precluded by the Act or otherwise from paying in full any CRP Dividend or 'A' Preference Dividend on the date specified then the Company shall pay, on that date, the maximum sum which can then, consistently with the Act be paid by the Company to the CRP Shareholders and the 'A' Preference Shareholders pro rata to the holding, and as soon as the Company is no longer precluded from doing so, the Company shall in respect of such Shares pay on account of that dividend for the time being remaining outstanding, and until all arrears, accruals and deficiencies of such dividends have been paid in full, the maximum amount of such dividends which can, consistently with the Act properly be paid by the Company at that time</p> <p>On a return of capital on liquidation or otherwise the assets of the Company available for distribution amongst the shareholders of the Company shall be applied first in paying 'A' Ordinary Shareholders accrued and unpaid Dividends and the Issue Price of their shares, second in paying CRP Shareholders accrued and unpaid Dividends and the Issue Price of their shares, third in paying Ordinary Shareholders declared and unpaid Dividends and the Issue Price of their shares, fourth in paying 'A' Preference Shareholders declared and unpaid Dividends and the Issue Price of their shares, thereafter in distributing the balance of such assets amongst the holders of the Ordinary Shares and the 'A' Ordinary Shares parri passu in proportion to the numbers of the Ordinary Shares and the 'A' Ordinary shares held by them respectively</p>	

5 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	'A' Preference Shares (cont)
Prescribed particulars ①	<p>The Company shall have the right subject to the provisions of the Companies Act and provided all dividends declared or earned on the CRP Shares and/ or the 'A' Ordinary Shares have been paid in full to redeem the 'A@ Preference Shares at £1 00 per 'A' Preference Share in three equal instalments on 30 June 2008, 30 June 2009 and 30 June 2010</p> <p>One month prior to a relevant redemption date the 'A' Preference Shareholders shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled Upon such delivery the Company shall pay to such holder the amount then due to him in respect of such redemption and shall issue new Share certificate(s) in relation to the remaining 'A' Preference Shares held by the relevant Shareholder</p> <p>Upon redemption, the 'A' Preference Dividend payable in respect of redeemed 'A' Preference Shares shall cease to accrue</p> <p>Subject to the Act, the Company may, at any time, with the prior approval of the Investor redeem all or some of the 'A' Preference Shares for a cash payment to be made by the Company to the holders of the 'A' Preference Shares of</p> <p>(i) a sum equal to capital paid up on the 'A' Preference Shares, and (ii) a sum equal to all the arrears and accruals of the 'A' Preference Dividend to be calculated down to and including the date of redemption and to be payable irrespective of whether or not such dividend has been declared or earned or become due and payable by serving notice of such redemption upon the holders of 'A' Preference Shares specifying the date upon which redemption is to take place being not less than 14 days and not more than 30 days from the date of such notice</p>
	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>

5 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	CRP	
<p>Prescribed particulars ①</p>	<p>Each CRP Dividend and 'A' Preference Dividend shall be payable in two instalments on 30 June and 31 December in each Financial Year Where the Company is precluded by the Act or otherwise from paying in full any CRP Dividend or 'A' Preference Dividend on the date specified then the Company shall pay, on that date, the maximum sum which can then, consistently with the Act be paid by the Company to the CRP Shareholders and the 'A' Preference Shareholders pro rata to the holding, and as soon as the Company is no longer precluded from doing so, the Company shall in respect of such Shares pay on account of that dividend for the time being remaining outstanding, and until all arrears, accruals and deficiencies of such dividends have been paid in full, the maximum amount of such dividends which can, consistently with the Act properly be paid by the Company at that time On a return of capital on liquidation or otherwise the assets of the Company available for distribution amongst the shareholders of the Company shall be applied first in paying 'A' Ordinary Shareholders accrued and unpaid Dividends and the Issue Price of their shares, second in paying CRP Shareholders accrued and unpaid Dividends and the Issue Price of their shares, third in paying Ordinary Shareholders declared and unpaid Dividends and the Issue Price of their shares, fourth in paying 'A' Preference Shareholders declared and unpaid Dividends and the Issue Price of their shares, thereafter in distributing the balance of such assets amongst the holders of the Ordinary Shares and the 'A' Ordinary Shares parri passu in proportion to the numbers of the Ordinary Shares and the 'A' Ordinary shares held by them respectively</p>	<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 and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share</p>

SH19 - Continuation page
Statement of capital

5 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	CRP Shares (cont)
Prescribed particulars ①	<p>The Company shall, subject to the provisions of the Companies Act, redeem the CRP Shares for a cash payment of £1 20 per CRP Share, together with all arrears or accruals of the CRP Dividend thereon in two equal tranches of 47,083 CRP Shares each on 30 June 2008 and 30 June 2009 and one tranche of 47,084 CRP Shares on 30 June 2010, calculated down to the date fixed for redemption and to be payable whether or not such dividend has been declared or earned</p> <p>One month prior to a relevant redemption date the CRP Shareholders shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled Upon such delivery the Company shall pay to such holder the amount then due to him in respect of such redemption and shall issue new Share certificate(s) in relation to the remaining CRP Shares held by the relevant Shareholder</p> <p>Upon redemption, the CRP Dividend payable in respect of redeemed CRP Shares shall cease to accrue</p> <p>Subject to the Act, the Company may, at any time, with the prior approval of the Investor redeem all or some of the CRP Shares for a cash payment to be made by the Company to the holders of the CRP Shares of</p> <p>(i) a sum equal to £1 20 per CRP Share</p> <p>(ii) a sum equal to all the arrears and accruals of the CRP Dividend to be calculated down to and including the date of redemption and to be payable irrespective of whether or not such dividend has been declared or earned or become due and payable</p> <p>by serving notice of such redemption upon the holders of CRP Shares specifying the date upon which redemption is to take place being not less than 14 days and not more than 30 days from the date of such notice</p>
	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>