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## Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>DEFERRED</b>	Number allotted	<b>2</b>
<b>Currency:</b>	<b>GBP</b>	Aggregate nominal value:	<b>2</b>
		Amount paid per share	<b>1</b>
		Amount unpaid per share	<b>0</b>

Prescribed particulars

**A) VOTING THE HOLDERS OF DEFERRED SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR ATTEND OR SPEAK AT ANY GENERAL MEETING AND SUCH DEFERRED SHARES SHALL NOT CONFER ON THEIR HOLDERS THE RIGHT TO VOTE AT ANY SUCH MEETINGS. B) DIVIDEND THE DEFERRED SHARES HAVE NO RIGHTS TO RECEIVE ANY DIVIDENDS OR DISTRIBUTIONS WHATSOEVER. C) CAPITAL ON A RETURN OF CAPITAL OR LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT ITS LIABILITIES SHALL BE APPLIED, SUBJECT TO THE PAYMENTS OF ALL AMOUNTS PAYABLE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES AND ALL AMOUNTS PAYABLE TO THE HOLDERS OF THE ORDINARY SHARES IN PAYING EACH HOLDER OF DEFERRED SHARES £10.00 IN RESPECT OF EACH DEFERRED SHARE HELD BY HIM.**

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>490000</b>
<b>Currency:</b>	<b>GBP</b>	Aggregate nominal value:	<b>490000</b>
		Amount paid per share	<b>1</b>
		Amount unpaid per share	<b>0</b>

Prescribed particulars

**A) VOTING 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 HOLDERS OF ORDINARY SHARES WHO (BEING INDIVIDUALS) ARE PRESENT IN PERSON OR BY PROXY OR (BEING CORPORATIONS) ARE PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE OF WHICH HE IS THE HOLDER. B) DIVIDENDS SUBJECT TO THE PAYMENT OF THE PREFERRED FIXED DIVIDEND AND PROVIDED THAT THERE IS NO DEFAULT IN THE PAYMENT OF INTEREST OR PRINCIPAL UNDER A LOAN NOTE INSTRUMENT THE COMPANY SHALL, WITHOUT RESOLUTION OF THE BOARD OR THE COMPANY IN GENERAL MEETING AND BEFORE**

APPLICATION OF ANY PROFITS TO RESERVE OR FOR ANY OTHER PURPOSE (OTHER THAN THE PAYMENT OF THE PREFERRED FIXED DIVIDEND), PAY IN RESPECT OF EACH ORDINARY SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 15% OF THE ISSUE PRICE PER SHARE (“ORDINARY FIXED DIVIDEND”) WHICH SHALL BE PAID IN FOUR EQUAL INSTALMENTS ON 31 MARCH, 30 JUNE, 30 SEPTEMBER AND 31 DECEMBER IN EACH YEAR TO THE PERSON REGISTERED AS THE HOLDER OF SUCH ORDINARY SHARE AT THAT DATE AND WHICH SHALL BE CALCULATED IN RESPECT OF THE PERIOD TO SUCH DATE ON A DAILY BASIS ASSUMING A 365 DAY YEAR. ANY REMAINING PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO THE APPROVAL OF THE HOLDERS OF SHARES OF THE COMPANY IN GENERAL MEETING BE APPLIED IN DISTRIBUTING THE BALANCE OF SUCH PROFITS AMONGST THE HOLDERS OF THE PREFERRED 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. C) CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED, SUBJECT TO THE PAYMENT OF ALL AMOUNTS PAYABLE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES:- IN PAYING TO EACH HOLDER OF ORDINARY SHARES, FIRSTLY, ANY DIVIDENDS THEREON WHICH HAVE BEEN DECLARED BUT ARE UNPAID AND, SECONDLY, AN AMOUNT EQUAL TO THE ISSUE PRICE OF EACH ORDINARY SHARE HELD BY HIM; AND THEREAFTER, SUBJECT TO THE PAYMENT OF SUMS DUE TO THE HOLDERS OF DEFERRED SHARES, IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AMONGST THE HOLDERS OF THE ORDINARY SHARES AND THE PREFERRED ORDINARY SHARES (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE NUMBERS OF THE ORDINARY SHARES AND THE PREFERRED ORDINARY SHARES HELD BY THEM RESPECTIVELY.

<b>Class of Shares:</b>	<b>PREFERRED</b>	Number allotted	<b>510000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>510000</b>
<b>Currency:</b>	<b>GBP</b>	Amount paid per share	<b>1</b>
		Amount unpaid per share	<b>0</b>

Prescribed particulars

**A) VOTING THE HOLDERS OF THE PREFERRED ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND SPEAK AT ANY GENERAL MEETINGS OF**

THE COMPANY AND EACH HOLDER OF PREFERRED ORDINARY SHARES WHO (BEING INDIVIDUALS) ARE PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATIONS) IS PRESENT BY DULY AUTHORIZED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE, AND, ON A POLL, HAVE ONE VOTE EACH FOR EVERY PREFERRED ORDINARY SHARE OF WHICH HE IS THE HOLDER. B) DIVIDENDS THE COMPANY SHALL, WITHOUT RESOLUTION OF THE BOARD OR THE COMPANY IN GENERAL MEETING AND BEFORE APPLICATION OF ANY PROFITS TO RESERVE OR FOR ANY OTHER PURPOSE, PAY IN RESPECT OF EACH PREFERRED ORDINARY SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 15% OF THE ISSUE PRICE PER SHARE ("PREFERRED FIXED DIVIDEND") WHICH SHALL BE PAID IN FOUR EQUAL INSTALMENTS ON 31 MARCH, 30 JUNE, 30 SEPTEMBER AND 31 DECEMBER IN EACH YEAR TO THE PERSON REGISTERED AS THE HOLDER OF SUCH PREFERRED ORDINARY SHARE AT THAT DATE AND WHICH SHALL BE CALCULATED IN RESPECT OF THE PERIOD TO SUCH DATE ON A DAILY BASIS ASSUMING A 365 DAY YEAR. THEREAFTER THE PREFERRED ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS WITH THE ORDINARY SHARES AS TO DIVIDENDS. C) CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN PRIORITY TO ANY OTHER CLASS OF SHARE: IN PAYING TO EACH HOLDER OF PREFERRED ORDINARY SHARES:- ALL UNPAID ARREARS AND ACCRUALS OF THE PREFERRED DIVIDENDS ON THE PREFERRED ORDINARY SHARES HELD BY HIM (THE AMOUNT OF THE PREFERRED DIVIDEND BEING CALCULATED ON THE PRO RATA BASIS SET OUT IN ARTICLE 15.3.3 AS IF THE DATE OF RETURN OF CAPITAL WERE THE CONVERSION DATE), CALCULATED DOWN TO AND INCLUDING THE DATE THE RETURN OF CAPITAL IS MADE (SUCH ARREARS AND ACCRUALS BEING PAYABLE IRRESPECTIVE OF WHETHER THE RELEVANT DIVIDEND HAS BECOME DUE AND PAYABLE IN ACCORDANCE WITH THE ARTICLES) AND, SUBJECT THERETO; AN AMOUNT EQUAL TO THE ISSUE PRICE OF ALL THE PREFERRED ORDINARY SHARES HELD BY HIM; AND THEREAFTER, IN THE MANNER PRESCRIBED IN RESPECT OF THE ORDINARY SHARES.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>1000002</b>
		Total aggregate nominal value:	<b>1000002</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

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