

SH10

Notice of particulars of variation of rights attached to shares

Oyez

☒ **What this form is for**
You may use this form to give notice of particulars of variation of rights attached to shares.

☐ **What this form is NOT**
You cannot use this form to give notice of particulars of variation of class rights of members of a company without share. To do this, please use form SH10/1.



1 Company details

Company number 0 1 9 3 3 1 5 1

Company name in full Burton Inns Limited

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 variation of rights

Date of variation of rights 0 4 0 4 2 0 1 8

3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation Please see attached continuation sheet.

Continuation pages

Please use a continuation page if you need to enter more details.

4 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

X

This form may be signed by:

Director (1) Secretary, Person authorised (2) Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager.

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.

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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
Hitesh Punjani

Company name
Keelys LLP

Address
28 Dam Street

Lichfield

Staffordshire

Post town

County/Region

Postcode
W S 1 3 6 A A

Country

DX
DX 744930

Telephone
01543 420000



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 variation of rights in section 2.
- ☐ You have provided details of the variation of rights in section 3.
- ☐ 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

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3	Details of variation of rights	
	Please give details of the variation of rights attached to shares.	
Variation	<p>1.1 Subject always to the provisions of this Article 28, the A Shares, and the B Shares shall be separate classes of shares having the rights and restrictions set out in these Articles.</p> <p>1.2 Dividends</p> <p>1.2.1 Any profits which the Company determines to distribute in respect of any financial period shall, in the Directors' absolute discretion, be distributed to holders of such class or (as the case may be) classes of Shares (to the exclusion of any other class or classes of Shares) as determined by the Directors and dividend in respect thereof declared and, unless any Shareholder elects to waive payment, paid amongst the holders of the class or (as the case may be) classes of Shares on which the dividends are declared.</p> <p>1.2.2 Any dividend payable to the holders of a class of Share shall be payable to the Shareholders holding that class of Share pro rata as near as possible to their respective holdings of such class of Share.</p> <p>1.3 Voting</p> <p>1.3.1 The B Shares shall confer on their Holders a right to receive notice of and to attend and speak at any general meeting of the Company (and for the avoidance of doubt, to receive and vote on any written resolution(s) of the Company) and each such B Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall, on a show of hands, have one vote and on a poll, have one vote for each such B Share of which he is the Holder.</p> <p>1.3.2 The A Shares shall confer on their Holders no entitlement to receive notice of, nor shall he/she be entitled to attend and speak at any general meeting of the Company (and for the avoidance of doubt, an A Shareholder will not be entitled to receive and vote on any written resolution(s) of the Company).</p> <p>1.4 Share Sale</p> <p>On a Share Sale, subject always to Articles 28.5, and 28.6, the Proceeds shall be allocated amongst the Shareholders as follows:-</p> <p>1.4.1 the Holder or Holders of the A Shares shall (as a class) be allocated and paid a sum equal to the first £4,000,000 of Proceeds. Such sum shall be distributed amongst the Holders of A Shares apportioned proportionately to the number of such A Shares held by each such Shareholder; and</p> <p>1.4.2 the remainder of the Proceeds (if any) after being allocated and distributed as set out above shall be distributed amongst the Holders of the B Shares apportioned proportionately to the number of such B Shares held by each such Shareholder provided that if there are no such proceeds the Holder of Holders of the B shares shall be entitled to the nominal value per B Share.</p> <p>cont...</p>	

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3 Details of variation of rights

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Variation

1.5 On a Share Sale, if any consideration is not payable in cash or is payable in a combination of cash, any other form of consideration (whether contingent or not and whether payable at Completion or not) such consideration shall be treated as part of the Proceeds (whenever and if received) and allocated amongst the Shareholders in order to ensure that the Proceeds are allocated between the Shareholders in the proportions provided for by Article 28.4.

1.6 The Shareholders shall procure that the Costs of Sale in relation to a Share Sale shall be paid from the Proceeds.

1.7 Return of Capital and Liquidation
On a return of capital on liquidation or otherwise, the surplus assets and retained profits of the Company remaining after payment of its liabilities shall be distributed in accordance with Articles 28.4 to Articles 28.6 (inclusive) as if the return of capital on liquidation or otherwise were a Share Sale under Article 28.4.

1.8 Listing
1.8.1 On a Listing, the proceeds (if any) arising from such Listing less any Costs of Sale relating to the Listing ("Listing Proceeds") shall be allocated amongst the Shareholders selling Shares in accordance with Articles 28.4 to Articles 28.6 (inclusive) as if the Listing were a Share Sale under Article 28.4.
1.8.2 Immediately prior to and conditional upon a Listing, the Shareholders shall enter into such reorganisation of the share capital of the Company as they may agree or in default as determined by the Shareholder Majority, to ensure that the Listing Proceeds are allocated between the Shareholders in the same proportions as the preceding provisions of this Article 28 would provide on a Share Sale resulting in those Listing Proceeds.

1.9 Business Sale
On a Business Sale, the Shareholders shall procure that the Business Sale Proceeds shall be distributed amongst the Shareholders in accordance with Articles 28.4 to Articles 28.6 (inclusive) as if the Business Sale were a Share Sale under Article 28.4.

1.10 Variation of Class Rights
1.10.1 Whenever the share capital of the Company is divided into different classes of Shares, the special rights attached to any class may (unless otherwise provided by the terms of issue of the Shares of that class and subject to Article 28.10.2) be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of 75% of the issued Shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the Shares of that class by the holders of 90% in nominal value of Shares of that class who attended and voted at such meeting, but not otherwise.

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3 Details of variation of rights

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Variation	<p>1.10.2 To every such separate meeting, all the provisions of these Articles relating to general meetings of the Company, or to the proceedings at them shall apply (with appropriate changes mutatis mutandis) except that:</p> <p>(a) the necessary quorum shall for a meeting of any class of Shareholders, be two persons (unless there is only one person holding Shares of a particular class, in which case the quorum shall be one), each being a Shareholder, a proxy for a Shareholder or a duly authorised representative of a Shareholder being a corporation, together holding or representing at least one third in nominal amount of the issued Shares of that class;</p> <p>(b) if at any adjourned meeting, a quorum as defined above is not present the Shareholder or Shareholders who is/are present shall be a quorum; and</p> <p>(c) the holders of Shares of the class in question shall, on a poll, have one vote in respect of every Share of that class held by them.</p>	