

SH10

Notice of particulars of variation of rights attached to shares



Companies House

☒ **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 for**

You cannot use this form to give notice of particulars of variation of class rights of members of a company without share capital. To do this, please use form SH12.

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number 0 2 5 2 3 5 3 0

Company name in full BOC NETHERLANDS HOLDINGS 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 1 3 1 1 2 0 2 0

3 Details of variation of rights

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

Variation

Ordinary Shares:

Voting Rights:

Subject to any other provisions in the articles of association of the Company (the "Articles") or in the Companies Acts, the holders of the ordinary shares shall be entitled to receive notice of, attend and speak at any general meeting of the Company and shall be entitled to vote on any resolution whether proposed at a general meeting of the Company or by written resolution or otherwise.

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.

¹ 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.

² 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 **Company Secretarial**

Company name **BOC Netherlands Holdings Limited**

Address **The Priestley Centre**

10 Priestley Road

The Surrey Research Park

Post town **Guildford**

County/Region **Surrey**

Postcode **G U 2 7 X Y**

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 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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Details of variation of rights

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

Variation

Ordinary Shares (rights continued):

Voting Rights (continued):

A member or members holding a majority in nominal value of the ordinary shares shall have the power to appoint any person, who is willing to act as a director and is permitted by law to do so, as a director and to remove from office any director howsoever appointed

Rights (re Dividends) to participate in a Distribution:

Each ordinary share has equal rights to dividends. The Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

Rights (re Capital) to participate in a Distribution:

On a distribution of assets on a liquidation or return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the Company remaining after payment of its debts and liabilities (to the extent that the Company is lawfully permitted to do so) shall be applied in repaying to the holder of each preference share the amount paid up on those preference shares, in priority to a repayment to the holders of any other class of share.

Except to the extent permitted above (and as provided in article 61.1 of the Company's Articles), the preference shares do not confer any further rights to participate in the assets of the Company.

Redemption of shares at option of company or shareholder:

The ordinary shares are non-redeemable.

7.2% Redeemable Preference Shares:

Voting Rights:

The holders of the preference shares shall not be entitled to receive notice of, attend or speak at any general meeting of the Company and shall not be entitled to vote on any resolution or resolutions whether proposed at a general meeting of the Company or by written resolution or otherwise unless the business of the meeting or written resolution includes the consideration of a resolution or resolutions for winding up the Company or for a reduction in the capital of the Company or any resolution directly or adversely affecting any of the special rights attached to the preference shares in which event the holders of preference shares shall be entitled to vote only on such resolution or resolutions.

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Details of variation of rights

	Please give details of the variation of rights attached to shares.	
Variation	<p>7.2% Redeemable Preference Shares (rights continued):</p> <p>Rights (re Dividends) to participate in a Distribution: The holders of the preference shares are entitled to receive, without resolution of the directors or shareholders and in priority to the transfer of any available profits to reserves or to the rights of the holders of any other class of shares to any dividend or other distribution, a fixed preferential dividend at the annual rate of 7.2 percent (exclusive of any associated tax) on the paid up nominal amount of each preference share (subject to the Company having available profits) (the “fixed preferential dividend”).</p> <p>The fixed preferential dividend is payable annually on 31 December in each year or such earlier date as the directors may determine from time to time (or if not a working day, on the preceding working day) and shall accrue daily on a 365 days a year basis.</p> <p>Except to the extent set out above, (and as provided in articles 50.1 and 50.2 of the Company’s Articles), the preference shares do not confer a further right to participate in the Company’s profits.</p> <p>Rights (re Capital) to participate in a Distribution: On a distribution of assets on a liquidation or return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the Company remaining after payment of its debts and liabilities (to the extent that the Company is lawfully permitted to do so) shall be applied in repaying to the holder of each preference share the amount paid up on those preference shares, in priority to a repayment to the holders of any other class of share.</p> <p>Except to the extent permitted in article 61.1, the preference shares do not confer any further rights to participate in the assets of the Company.</p> <p>Redemption of shares at option of company or shareholder: The preference shares are liable to be redeemed.</p>	