

SH10

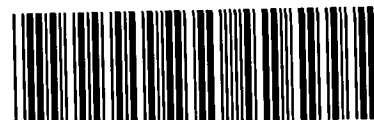
Notice of particulars of variation of rights attached to shares



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
notice of particulars of vari
of class rights of members
company without share cap
do this, please use form SH



AB9P3NK8

A05

04/08/2022

#314

COMPANIES HOUSE

THURSDAY

1 Company details

Company number 03289569

Company name in full PEAPOD 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 08/07/2022

3 Details of variation of rights

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

Variation

THE 'B' ORDINARY SHARES PREVIOUSLY DESIGNATED AS
ORDINARY SHARES) SHALL HAVE THE FOLLOWING RIGHTS
AND CONDITIONS.
(A) DIVIDENDS
(I) SUBJECT ALWAYS TO THERE BEING AVAILABLE PROFITS,
EITHER THE BOARD OR THE COMPANY IN A GENERAL
MEETING MAY RESOLVE TO DECLARE THAT THE COMPANY
MAKES A DISTRIBUTION OF AVAILABLE PROFITS AND MAY
RESOLVE TO DISTRIBUTE THE AVAILABLE PROFITS TO
SHAREHOLDERS OF ANYONE CLASS OF SHARE OR CLASSES
OF SHARE AS THEY DEEM FIT.

See continuation sheet 1.

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

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.

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.

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3 Details of variation of rights

	Please give details of the variation of rights attached to shares.	
Variation	<p>Continuation sheet 1.....</p> <p>(II) SUBJECT TO THE ACT AND TO THESE ARTICLES, THE BOARD MAY PAY INTERIM DIVIDENDS TO THE HOLDERS OF THE SHARES IF THE AVAILABLE PROFITS FOR THE RELEVANT PERIOD JUSTIFY SUCH PAYMENT.</p> <p>(III) EACH DIVIDEND SHALL BE DISTRIBUTED TO THE APPROPRIATE SHAREHOLDERS IN ACCORDANCE WITH ARTICLE 21.(1) (A)(I) ABOVE AND SHALL ACCRUE DAILY (ASSUMING A 365 (THREE HUNDRED AND SIXTY-FIVE) DAY YEAR). ALL DIVIDENDS ARE EXPRESSED NET AND SHALL BE PAID IN CASH.</p> <p>(B) RETURN OF CAPITAL</p> <p>(I) ON A RETURN OF CAPITAL, WHETHER ON LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE (BUT EXCLUDING A PURCHASE OF OWN SHARES OR REDEMPTION OF SHARES MADE IN ACCORDANCE WITH THE PROVISIONS OF THESE ARTICLES), ANY SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING PRIORITY:</p> <p>(AA) FIRST IN PAYING £6,500,000 TO THE HOLDERS OF THE ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES HELD;</p> <p>(BB) SECOND IN APPLYING ANY SURPLUS ASSETS ABOVE £6,500,000 TO THE HOLDERS OF THE ORDINARY SHARES AND THE HOLDERS OF THE B ORDINARY SHARES, AS IF THEY CONSTITUTE ONE CLASS, PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD.</p> <p>(II) WHERE THE SURPLUS ASSETS AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF THE ORDINARY SHARES IN ACCORDANCE WITH ARTICLE 21.(1)(B)(AA) ABOVE IS LESS THAN THE TOTAL AMOUNT SPECIFIED TO BE DISTRIBUTED TO THEM IN THAT ARTICLE, THE AVAILABLE ASSETS SHALL BE DISTRIBUTED AMONGST THEM PRO RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES HELD.</p> <p>(C) EXIT PROCEEDS</p> <p>(I) IN THIS ARTICLE (A) THE FOLLOWING TERMS SHALL HAVE THE FOLLOWING MEANINGS:</p> <p>"CONTROLLING INTEREST" MEANS AN INTEREST IN SHARES IN THE COMPANY OR ITS HOLDING COMPANY FROM TIME TO TIME WHICH CONFERS ON THE HOLDER CONTROL OF THE COMPANY OR ITS HOLDING COMPANY (AS THE CASE MAY BE) WITHIN THE MEANING OF SECTION 1124 OF THE CORPORATION TAX ACT 2010;</p> <p>See continuation sheet 2</p>	

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3	Details of variation of rights	
	Please give details of the variation of rights attached to shares.	
Variation	<p>Continuation sheet 2.....</p> <p>"DISPOSAL" MEANS THE DISPOSAL (WHETHER BY WAY OF A SALE, TRANSFER OR OTHERWISE) OF ALL OR A SUBSTANTIAL PART OF THE BUSINESS, ASSETS, PROPERTY OR UNDERTAKING OF THE COMPANY OR ANY OF ITS SUBSIDIARIES, WHETHER IN ONE TRANSACTION OR A SERIES OF TRANSACTIONS;</p> <p>"LISTING" MEANS THE SUCCESSFUL APPLICATION AND ADMISSION OF ALL OR ANY OF THE SHARES IN THE CAPITAL OF THE COMPANY OR ITS HOLDING COMPANY FROM TIME TO TIME (OR ANY SECURITIES REPRESENTING SUCH SHARES) TO THE OFFICIAL LIST, THE AIM MARKET OPERATED BY LONDON STOCK EXCHANGE PIC, OR TO ANY OTHER RECOGNISED INVESTMENT EXCHANGE (AS DEFINED IN SECTION 285(1)(A) OF FSMA);</p> <p>"PROCEEDS" MEANS AN AMOUNT EQUAL TO:</p> <p>(AA) IN THE CASE OF A DISPOSAL OR A SALE, THE AGGREGATE CONSIDERATION PAID OR PAYABLE IN RESPECT OF THE TRANSACTION INCLUDING ANY DEFERRED CONSIDERATION OF ANY NATURE AND THE CASH VALUE OF ANY NON-CASH CONSIDERATION OR OTHER BENEFIT RECEIVED OR RECEIVABLE BY THE SHAREHOLDERS OF THE COMPANY WHICH MAY REASONABLY BE REGARDED AS FORMING PART OF THE CONSIDERATION FOR THE DISPOSAL OR SALE;</p> <p>(BB) IN THE CASE OF A LISTING OF THE COMPANY, THE AGGREGATE VALUE AT WHICH THE RELEVANT EQUITY SECURITIES OF THE COMPANY ARE LISTED (AND, FOR THE AVOIDANCE OF DOUBT, BEFORE THE DEDUCTION OF ANY FEES, COMMISSION OR OTHER EXPENSES); AND</p> <p>(CC) IN THE CASE OF A LISTING OF ANY HOLDING COMPANY OF THE COMPANY, THE PROPORTION OF THE AGGREGATE VALUE AT WHICH THE RELEVANT EQUITY SECURITIES OF SUCH HOLDING COMPANY ARE LISTED WHICH IS ATTRIBUTABLE TO THE COMPANY AND ITS SUBSIDIARIES (AND, FOR THE AVOIDANCE OF DOUBT, BEFORE THE DEDUCTION OF ANY FEES, COMMISSION OR OTHER EXPENSES), IN EACH CASE, LESS THE PROFESSIONAL COSTS AND EXPENSES REASONABLY AND PROPERLY INCURRED BY THE SHAREHOLDERS AND/OR THE COMPANY OR ANY OF ITS SUBSIDIARIES IN RESPECT OF THE RELEVANT DISPOSAL, LISTING OR SALE.</p> <p>See continuation sheet 3</p>	

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	Please give details of the variation of rights attached to shares.	
Variation	<p>Continuation sheet 3.....</p> <p>"SALE" MEANS THE SALE, TRANSFER OR OTHER DISPOSAL OF ANY INTEREST IN ANY SHARE OF THE COMPANY OR ITS HOLDING COMPANY FROM TIME TO TIME (WHETHER IN ONE TRANSACTION OR A SERIES OF TRANSACTIONS) WHICH RESULTS THE IN THE ACQUIRER (WHETHER ALONE OR TOGETHER WITH ANY PERSON(S) CONNECTED WITH IT) OBTAINING A CONTROLLING INTEREST IN THE COMPANY OR ITS HOLDING COMPANY FROM TIME TO TIME.</p> <p>(II) ON A DISPOSAL, LISTING OR SALE THE PROCEEDS SHALL, SUBJECT TO ARTICLE (C), BE APPLIED TO THE SHAREHOLDERS AS FOLLOWS:</p> <p>(AA) FIRST IN APPLYING PROCEEDS WITH A VALUE OF £6,500,000 (IN CASH OR OTHERWISE) TO THE HOLDERS OF THE ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES HELD;</p> <p>(BB) SECOND IN APPLYING ANY PROCEEDS IN EXCESS OF £6,500,000 (IN CASH OR OTHERWISE) TO THE HOLDERS OF THE ORDINARY SHARES AND THE HOLDERS OF THE B ORDINARY SHARES, AS IF THEY CONSTITUTE ONE CLASS, PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD.</p> <p>(CC) WHERE PROCEEDS COMPRISE AND/OR INCLUDE ANY NON-CASH CONSIDERATION (WHICH MAY INCLUDE SHARES), THE DIRECTORS SHALL AT THEIR SOLE DISCRETION DETERMINE HOW SUCH NONCASH CONSIDERATION SHALL BE DISTRIBUTED BETWEEN THE HOLDERS OF THE ORDINARY SHARES AND THE HOLDERS OF THE B ORDINARY SHARES, PROVIDED THAT THE OVERALL VALUE OF PROCEEDS RECEIVED BY EACH CLASS IS AS SET OUT IN ARTICLE 21.(1)</p> <p>(C)(II) ABOVE.</p>	

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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 YORK PLACE

Address GROUND FLOOR

32 PARK CROSS STREET

Post town LEEDS

County/Region WEST YORKSHIRE

Postcode

L S 1 2 Q H

Country ENGLAND

DX

Telephone 0113 224545

**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