

In accordance with
Section 637 of the
Companies Act 2006.

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 03981143

Company name in full OCTOPUS CAPITAL 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 13/07/2022

3 Details of variation of rights

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

Whereas previously the Company had Hurdle Shares and Growth Shares issued in the capital of the Company, at the time of this form being accepted, all such shares have been designated as a different class of shares - either Ordinary Shares or Deferred Shares.

The summary of the rights attaching to the Ordinary Shares and Deferred Shares (as set out in the continuation pages) should be read in conjunction with the amended Articles of Association adopted on 23 June 2022.

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

☒ DocuSigned by:
Christopher Robert Hulatt
979198C072FB4C7...


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

Charlotte Moorhouse

Company name

Simmons & Simmons LLP

Address

Aurora

Post town

Bristol

County/Region


Postcode

B S 1 6 B X

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

This form has been provided free of charge by Companies House.

CHFP000
05/12 Version 5.0

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Notice of particulars of variation of rights attached to shares**3****Details of variation of rights**

	Please give details of the variation of rights attached to shares.	
Variation	<p>Ordinary Shares</p> <p>The Ordinary Shares carry one vote per share and rights to dividends (at the Company's discretion). On a capital distribution (including on winding up), the remaining assets shall be applied in the following order of priority:</p> <ul style="list-style-type: none"> - first, in repaying of the capital Paid up or credited as Paid up on the Preference Shares ("A"); - second in repayment of the capital paid up or credited as Paid up on the Ordinary Shares ("B"); - third, in repayment of the capital Paid up or credited as Paid up on the Hurdle Shares ("C"); - fourth in repayment of the holders of the Deferred Shares in aggregate in respect of all outstanding Deferred Shares in issue at the time ("D"); and - fifth, such amount of the Residue as is less than or equal to the result of subtracting the sum of A+B+C+D from the lowest Threshold Amount, and if there are no Growth Shares in issue then in proportion to the holders of the Ordinary and Hurdle Shares. If the Net Distributable Assets is greater than the Lowest Threshold Amount, the Residue shall be distributed to the Ordinary, Hurdle and Growth Lowest Threshold shares in proportion to the nominal amount Paid up. The Ordinary Shares are non-redeemable. 	

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Notice of particulars of variation of rights attached to shares

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Details of variation of rights

	Please give details of the variation of rights attached to shares.	
Variation	<p>Deferred Shares</p> <p>The Deferred Shares do not carry any voting rights. The Deferred Shares have rights to dividends (at the Company's discretion) and no interim dividend may be paid on the Deferred Shares if, at any time of payment, any preferential dividend is in arrears. On a capital distribution (including on winding up), the remaining assets shall be applied in the following order of priority:</p> <ul style="list-style-type: none"> - first, in repaying of the capital Paid up or credited as Paid up on the Preference Shares ("A"); - second in repayment of the capital paid up or credited as Paid up on the Ordinary Shares ("B"); - third, in repayment of the capital Paid up or credited as Paid up on the Hurdle Shares ("C"); - fourth in repayment of the holders of the Deferred Shares in aggregate in respect of all outstanding Deferred Shares in issue at the time ("D"); and - fifth, such amount of the Residue as is less than or equal to the result of subtracting the sum of A+B+C+D from the lowest Threshold Amount, and if there are no Growth Shares in issue then in proportion to the holders of the Ordinary and Hurdle Shares. If the Net Distributable Assets is greater than the Lowest Threshold Amount, the Residue shall be distributed to the Ordinary, Hurdle and Growth Lowest Threshold Shares in proportion to the nominal amount Paid up. The Deferred Shares may be redeemed by the Company at any time at its option for one penny for all the Deferred Shares registered in the name of any holder(s) without obtaining the sanction of the holder(s) or for such other price as the Board shall determine. 	