

SH19

Statement of capital

001222/10



Companies House

☒ **What this form is for**
You may use this form to complete a statement of capital for a company re-registering from unlimited to limited.

☐ **What this form is NOT for**
You cannot use this form to complete a statement of capital for a private company reducing share capital.

TUESDAY



A9G268CH

A12

20/10/2020

#145

COMPANIES HOUSE

1 Company details

Company number 4 3 7 3 7 6 1

Company name in full TTS Group Limited

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Share capital

Complete the table(s) below to show the issued share capital on re-registration.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
Currency table A				
£	Ordinary	1	£1	
		Totals		

Currency table B				
		Totals		

Currency table C				
		Totals		

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
1	£1	Nil

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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Prescribed particulars of rights attached to shares

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 2.

Class of share

ORDINARY

Prescribed particulars
①

See continuation pages

① Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Please use a statement of capital continuation page if necessary.

Class of share

Prescribed particulars
①

Class of share

Prescribed particulars
①

4

Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:
Director, Secretary, Person authorised ②.

② Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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3	Prescribed particulars of rights attached to shares	
Class of share	ORDINARY	
Prescribed particulars ①	<p>DIVIDENDS AND OTHER DISTRIBUTIONS</p> <p>41. Procedure for declaring dividends</p> <p>(a) The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.</p> <p>(b) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.</p> <p>(c) No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.</p> <p>(d) Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.</p> <p>(e) If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.</p> <p>(f) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.</p> <p>(g) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.</p> <p>42. Payment of dividends and other distributions</p> <p>(a) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means:</p> <p>(i) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide;</p> <p>(ii) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;</p> <p>(iii) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide; or</p> <p>(iv) any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.</p>	

- ① Prescribed particulars of rights attached to shares
- The particulars are:
- a. particulars of any voting rights, including rights that arise only in certain circumstances;
 - b. particulars of any rights, as respects dividends, to participate in a distribution;
 - c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
 - d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.
- A separate table must be used for each class of share.

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3	Prescribed particulars of rights attached to shares	
Class of share	ORDINARY (CONTINUED)	
Prescribed particulars 1	<p>(b) In the articles, the distribution recipient means, in respect of a share in respect of which a dividend or other sum is payable:</p> <ul style="list-style-type: none"> (i) the holder of the share; or (ii) if the share has two or more joint holders, whichever of them is named first in the register of members; or (iii) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee. <p>43. No interest on distributions</p> <p>The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:</p> <ul style="list-style-type: none"> (a) the terms on which the share was issued; or (b) the provisions of another agreement between the holder of that share and the company. <p>44. Unclaimed distributions</p> <p>(a) All dividends or other sums which are:</p> <ul style="list-style-type: none"> (i) payable in respect of shares; and (ii) unclaimed after having been declared or become payable, may be invested or otherwise made use of by the directors for the benefit of the company until claimed. <p>(b) The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.</p> <p>(c) If:</p> <ul style="list-style-type: none"> (i) twelve years have passed from the date on which a dividend or other sum became due for payment; and (ii) the distribution recipient has not claimed it, <p>the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.</p> <p>45. Non-cash distributions</p> <p>(a) Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).</p> <p>(b) For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:</p> <ul style="list-style-type: none"> (i) fixing the value of any assets; (ii) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and (iii) vesting any assets in trustees. 	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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Class of share	ORDINARY (CONTINUED)	
Prescribed particulars 1	<p>46. Waiver of distributions</p> <p>(a) Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the <i>company notice in writing to that effect, but if:</i></p> <p>(i) the share has more than one holder; or</p> <p>(ii) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise, the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.</p> <p>CAPITALISATION OF PROFITS</p> <p>47. Authority to capitalise and appropriation of capitalised sums</p> <p>(a) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution:</p> <p>(i) decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and</p> <p>(ii) appropriate any sum which they so decide to capitalise (a capitalised sum) to the persons who would have been entitled to it if it were distributed by way of dividend (the persons entitled) and in the same proportions.</p> <p>(b) Capitalised sums must be applied:</p> <p>(i) on behalf of the persons entitled; and</p> <p>(ii) in the same proportions as a dividend would have been distributed to them.</p> <p>(c) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.</p> <p>(d) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.</p> <p>(e) Subject to the articles the directors may:</p> <p>(i) apply capitalised sums in accordance with paragraphs (c) and (d) partly in one way and partly in another;</p> <p>(ii) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and</p> <p>(iii) authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.</p>	<p>● Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>

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3	Prescribed particulars of rights attached to shares	
Class of share	ORDINARY (CONTINUED)	
Prescribed particulars ①	<p>DECISION-MAKING BY SHAREHOLDERS – ORGANISATION OF GENERAL MEETINGS</p> <p>48. Notice of general meeting</p> <p>A shareholder present either in person or by proxy, at any general meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which the meeting was convened.</p> <p>49. Attendance and speaking at general meetings</p> <p>(a) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.</p> <p>(b) A person is able to exercise the right to vote at a general meeting when:</p> <p>(i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and</p> <p>(ii) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.</p> <p>(c) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.</p> <p>(d) In determining attendance at a general meeting, it is immaterial whether any two or more shareholders attending it are in the same place as each other.</p> <p>(e) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.</p> <p>50. Quorum for general meetings</p> <p>No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.</p> <p>51. Chairing general meetings</p> <p>(a) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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Class of share	ORDINARY (CONTINUED)	
Prescribed particulars ❶	<p>(b) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:</p> <p>(i) the directors present; or</p> <p>(ii) (if no directors are present), the meeting, must appoint a director or shareholder (including a proxy or a corporate representative) to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.</p> <p>(c) The person chairing a meeting in accordance with this article is referred to as the chairman of the meeting.</p> <p>52. Attendance and speaking by directors and non-shareholders</p> <p>(a) Directors may attend and speak at general meetings, whether or not they are shareholders.</p> <p>(b) The chairman of the meeting may permit other persons who are not:</p> <p>(i) shareholders of the company; or</p> <p>(ii) otherwise entitled to exercise the rights of shareholders in relation to general meetings, to attend and speak at a general meeting.</p> <p>53. Adjournment</p> <p>(a) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.</p> <p>(b) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:</p> <p>(i) the meeting consents to an adjournment; or</p> <p>(ii) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.</p> <p>(c) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.</p> <p>(d) When adjourning a general meeting, the chairman of the meeting must:</p> <p>(i) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and</p> <p>(ii) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.</p> <p>(e) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):</p> <p>(i) to the same persons to whom notice of the company's general meetings is required to be given; and</p> <p>(ii) containing the same information which such notice is required to contain.</p>	<p>❶ Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>

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3	Prescribed particulars of rights attached to shares	
Class of share	ORDINARY (CONTINUED)	
Prescribed particulars ①	<p>(f) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.</p> <p>VOTING AT GENERAL MEETINGS</p> <p>54. Voting: general</p> <p>A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.</p> <p>55. Errors and disputes</p> <p>(a) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.</p> <p>(b) Any such objection must be referred to the chairman of the meeting, whose decision is final.</p> <p>56. Poll votes</p> <p>(a) A poll on a resolution may be demanded:</p> <p>(i) in advance of the general meeting where it is to be put to the vote; or</p> <p>(ii) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.</p> <p>(b) A poll may be demanded by:</p> <p>(i) the chairman of the meeting;</p> <p>(ii) the directors;</p> <p>(iii) two or more persons having the right to vote on the resolution; or</p> <p>(iv) a person or persons representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote on the resolution.</p> <p>(c) A demand for a poll may be withdrawn if:</p> <p>(i) the poll has not yet been taken; and</p> <p>(ii) the chairman of the meeting consents to the withdrawal.</p> <p>(d) Polls must be taken immediately and in such manner as the chairman of the meeting directs.</p> <p>57. Content of proxy notices</p> <p>(a) Proxies may only validly be appointed by a notice in writing (a proxy notice) which:</p> <p>(i) states the name and address of the shareholder appointing the proxy;</p> <p>(ii) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;</p> <p>(iii) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>

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3 Prescribed particulars of rights attached to shares

Class of share	ORDINARY (CONTINUED)	
Prescribed particulars ①	<p>(iv) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate.</p> <p>(b) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.</p> <p>(c) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.</p> <p>(d) Unless a proxy notice indicates otherwise, it must be treated as:</p> <p>(i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and</p> <p>(ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.</p> <p>58. Delivery of proxy notices etc.</p> <p>(a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.</p> <p>(b) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.</p> <p>(c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.</p> <p>(d) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.</p> <p>59. Amendments to resolutions</p> <p>(a) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:</p> <p>(i) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and</p> <p>(ii) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.</p> <p>(b) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:</p> <p>(i) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and</p> <p>(ii) the amendment does not go beyond what is necessary to correct a grammatical or other non substantive error in the resolution.</p> <p>(c) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</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	Mark Lagler
Company name	TTS Group Limited
Address	142B Park Avenue
	Milton Park
Post town	Abingdon
County/Region	OXON
Postcode	O x 1 4 4 S E
Country	UK
DX	
Telephone	07931766965

**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 completed the relevant sections of the statement of capital.
- ☐ You have completed the total number of all shares.
- ☐ You have signed the form.

**Important information**

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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse