



✓ **What this form is for**
You may use this form to give notice of a cancellation of shares by a limited company on purchase

X What this form is NOT
You cannot use this form to
give notice of a cancellation of
shares held by a public company
under section 663 of the
Companies Act 2006. To do this,
please use form SH07.

THURSDAY



A8FR9T80

A12

10/10/2019

#74

COMPANIES HOUSE

1 Company details

| | | | | | | | | |
|----------------|---|---|---|---|---|---|---|---|
| Company number | 0 | 5 | 8 | 3 | 3 | 6 | 5 | 9 |
|----------------|---|---|---|---|---|---|---|---|

| | |
|----------------------|-------------------------------|
| Company name in full | AMG ADVERTISING TOPCO 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 cancellation |
|---|----------------------|

Date of cancellation ^d2 ^d6 ^m0 ^m8 ^y2 ^y0 ^y1 ^y9

3 Shares cancelled

[illegible]

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Notice of cancellation of shares

4

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

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 Complete a separate table for each currency | Class of shares E.g. Ordinary/Preference etc. | Number of shares | Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value | Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium |
|---|--|-------------------------------|---|---|
| Currency table A | | | | |
| | See continuation sheet | | | |
| | | | | |
| | | | | |
| Totals | | | | |
| Currency table B | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |
| Currency table C | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |
| Totals (including continuation pages) | | Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
| | | 43,975,281 | £439,752.81 | 0.00 |

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

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Notice of cancellation of shares

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Statement of capital (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 share capital tables in **Section 4**.

Class of share

See continuation sheet

Prescribed particulars

1

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

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.

Continuation pages

Please use a Statement of Capital continuation page if necessary.

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X

N. V. Gumbelard

X

This form may be signed by:

Director 2, Secretary, Person authorised 1, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

2 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.

3 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 | Tom Harvey | | | | | | | | | |
| Company name | Osborne Clarke LLP | | | | | | | | | |
| | | | | | | | | | | |
| Address | 2 Temple Back East | | | | | | | | | |
| Temple Quay | | | | | | | | | | |
| | | | | | | | | | | |
| Post town | Bristol | | | | | | | | | |
| County/Region | Bristol | | | | | | | | | |
| Postcode | B | S | 1 | | 6 | E | G | | | |
| Country | United Kingdom | | | | | | | | | |
| DX | | | | | | | | | | |
| Telephone | 0117 917 3782 | | | | | | | | | |

**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 section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ 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.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

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Notice of cancellation of shares

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Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

| Currency Complete a separate table for each currency | Class of shares E.g. Ordinary/Preference etc. | Number of shares | Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value | Total aggregate amount unpaid, if any (£, €, \$ etc) Including both the nominal value and any share premium |
|--|--|------------------|--|--|
| Sterling | Ordinary | 30,536,819 | 305,368.19 | |
| Sterling | A ordinary | 2,467,170 | 24,671.70 | |
| Sterling | B ordinary | 1,400,000 | 14,000.00 | |
| Sterling | C ordinary | 13,117 | 131.17 | |
| Sterling | D ordinary | 7,831,877 | 78,318.77 | |
| Sterling | Preference | 1,726,298 | 17,262.98 | |
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| | | | | |
| | | | | |
| | | | | |
| Totals | | 43,975,281 | 439,752.81 | |

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ①

| | | |
|------------------------|--|--|
| Class of share | Ordinary shares | 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 |
| Prescribed particulars | <p>The ordinary shares have attached to them full voting rights.</p> <p>Subject to the payment of a priority dividend to the holders of the C ordinary shares, the ordinary shares have attached to them full dividend rights.</p> <p>On a return of capital, including on a winding up, the ordinary shares are entitled to participate pari passu with the A ordinary shares and B ordinary shares subject to a prior ranking return to the holders of the D ordinary shares, C ordinary shares, preference shares and the A ordinary shares and B ordinary shares. The prior ranking return in respect of the A ordinary shares and B ordinary shares is limited by reference to the subscription price for such shares.</p> <p>The ordinary shares do not confer any rights of redemption.</p> | |

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Notice of cancellation of shares

5

Statement of capital (prescribed particulars of rights attached to shares) ¹

| | | |
|------------------------|--|---|
| Class of share | A ordinary shares | <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> |
| Prescribed particulars | <p>The A ordinary shares have attached to them full voting rights.</p> <p>Subject to the payment of a priority dividend to the holders of the C ordinary shares, the A ordinary shares have attached to them full dividend rights.</p> <p>On a return of capital, including on a winding up, the A ordinary shares are entitled to participate pari passu with the ordinary shares and B ordinary shares subject to a prior ranking return to the holders of the D ordinary shares, C ordinary shares, preference shares and the ordinary shares and B ordinary shares. The prior ranking return in respect of the A ordinary shares and B ordinary shares is limited by reference to the subscription price for such shares.</p> <p>The A ordinary shares do not confer any rights of redemption.</p> | |

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ①

| | | |
|------------------------|--|--|
| Class of share | B ordinary shares | 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. |
| Prescribed particulars | <p>The B ordinary shares have attached to them full voting rights.</p> <p>Subject to the payment of a priority dividend to the holders of the C ordinary shares, the B ordinary shares have attached to them full dividend rights.</p> <p>On a return of capital, including on a winding up, the B ordinary shares are entitled to participate pari passu with the ordinary shares and A ordinary shares subject to a prior ranking return to the holders of the D ordinary shares, C ordinary shares, preference shares and the ordinary shares and A ordinary shares. The prior ranking return in respect of the A ordinary shares and B ordinary shares is limited by reference to the subscription price for such shares.</p> <p>The B ordinary shares do not confer any rights of redemption.</p> | |

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ①

| | |
|------------------------|---|
| Class of share | C ordinary shares |
| Prescribed particulars | <p>The C ordinary shares have attached to them full voting rights.</p> <p>The rights of the C ordinary shares in respect of dividends are limited to an amount determined by reference to the subscription price for such shares. Any such dividend is paid out in priority to any dividend on any other class of share in the company.</p> <p>On a return of capital, including on a winding up, the C ordinary shares are entitled to participate up to an amount determined by reference to the subscription price for such shares. Any such return is paid out in priority to any return on any other class of share, save for a prior ranking return in respect of the D ordinary shares.</p> <p>The C ordinary shares do not confer any rights of redemption.</p> |

① Prescribed particulars of rights attached to shares

The particulars are

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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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Notice of cancellation of shares

5

Statement of capital (prescribed particulars of rights attached to shares) •

| | |
|------------------------|---|
| Class of share | D ordinary shares |
| Prescribed particulars | <p>The D ordinary shares have attached to them full voting rights.</p> <p>Subject to the payment of a priority dividend to the holders of the C ordinary shares, the D ordinary shares have attached to them full dividend rights.</p> <p>On a return of capital, including on a winding up, the D ordinary shares are entitled to participate in the aggregate proceeds up to an amount determined by reference to the proportion of the issued share capital of the company that the D ordinary shares represent. Any such return is paid out in priority to any return on any other class of share.</p> <p>The D ordinary shares do not confer any rights of redemption.</p> |

• Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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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Notice of cancellation of shares

5

Statement of capital (prescribed particulars of rights attached to shares) ①

| Class of share | Preference shares |
|------------------------|---|
| Prescribed particulars | <p>The preference shares have attached to them full voting rights.</p> <p>The preference shares do not have any right to participate in any dividend.</p> <p>On a return of capital, including on a winding up, the preference shares are entitled to participate up to an amount determined by reference to the subscription price for such shares. Any such return is paid out in priority to any return on any other class of share, save for a prior ranking return in respect of the D ordinary shares and C ordinary shares.</p> <p>The preference shares do not confer any rights of redemption.</p> |

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.