



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **BIFOLD GROUP LIMITED**

Company Number: **06186844**



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X5Y0XHXT

Company Name: **BIFOLD GROUP LIMITED**

Company Number: **06186844**

Confirmation **31/12/2016**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	315725
	ORDINARY	Aggregate nominal value:	31572.5
Currency:	GBP		

Prescribed particulars

INCOME: SUBJECT TO THE BANKING DOCUMENTS ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE A ORDINARY SHARES (IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM) IN ACCORDANCE WITH THE FOLLOWING PROVIDED ALWAYS THAT THE HOLDERS OF THE C1 ORDINARY AND C3 ORDINARY SHARES SHALL CEASE TO BE ENTITLED TO ANY RETURN BY WAY OF DIVIDEND FROM THE POINT AT WHICH THEY HAVE RECEIVED WHETHER BY WAY OF DIVIDEND OR CAPITAL RETURN OF ANY NATURE, £42.88 PER C1 ORDINARY OR C3 ORDINARY SHARE AND IN WHICH CASE THE FOLLOWING SHALL BE TREATED AS EXCLUDING THE C1 ORDINARY AND C3 ORDINARY SHARES: A ORDINARY SHARES ENTITLEMENT TO DIVIDEND DECLARED (%)= 30. THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL THE INVESTOR LOAN NOTES HAVE BEEN REDEEMED IN FULL BUT THEREAFTER THE BOARD MAY RESOLVE TO DECLARE AND PAY DIVIDENDS AS IT DEEMS APPROPRIATE.

CAPITAL: ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER STATED IN ARTICLE 3.10 (AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO SURPLUS ASSETS).

VOTING: SUBJECT TO ARTICLES 3.6 AND 6.5, THE HOLDERS OF VOTING SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND THE HOLDERS OF THE VOTING SHARES WHO (BEING INDIVIDUALS) ARE PRESENT IN PERSON OR BY PROXY OR (BEING CORPORATIONS) ARE PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, THE HOLDERS OF THE VOTING SHARES SHALL HAVE THE FOLLOWING NUMBER OF VOTES FOR EACH SHARE HELD: A ORDINARY = "A" VOTES PER SHARE. FOR THE PURPOSES OF ARTICLE 3.4 THE FOLLOWING DEFINITIONS SHALL APPLY: "A" MEANS SUCH NUMBER OF VOTES PER SHARE AS EQUAL WHEN MULTIPLIED BY ALL THE A ORDINARY SHARES THEN IN ISSUE 30% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING: IN THE EVENT THAT CONTINUED UNDERPERFORMANCE HAS OCCURRED BUT ONLY FOR SO

LONG AS CONTINUED UNDERPERFORMANCE IS SUBSISTING THEN, EACH HOLDER OF VOTING SHARES SHALL (AFTER BECOMING AWARE OF THE CIRCUMSTANCES GIVING RISE TO THE RIGHTS SET OUT IN ARTICLE 3.6 AND AN INVESTOR MAJORITY HAVING SERVED NOTICE UPON THE COMPANY SECRETARY THAT ADDITIONAL VOTES ARE TO BE EXERCISED BY HOLDERS OF A ORDINARY SHARES) BE ENTITLED, IN THAT CAPACITY, TO EXERCISE ON A POLL VOTE AT A GENERAL MEETING, OR ON A VOTE ON A WRITTEN RESOLUTION SUCH NUMBER OF VOTES FOR EVERY VOTING SHARE OF WHICH IT IS THE HOLDER AS FOLLOWS: A ORDINARY = "A" VOTES PER SHARE; FOR THE PURPOSES OF ARTICLE 3.6 THE FOLLOWING DEFINITIONS SHALL APPLY: "A" MEANS SUCH NUMBER OF VOTES PER SHARE AS SHALL EQUAL WHEN MULTIPLIED BY ALL THE A ORDINARY SHARES THEN IN USE 49.9% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING.

Class of Shares:	ORDINARY	Number allotted	100489
Currency:	GBP	Aggregate nominal value:	10048.9

Prescribed particulars

INCOME:SUBJECT TO THE BANKING DOCUMENTS ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE ORDINARY SHARES (IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM) IN ACCORDANCE WITH THE FOLLOWING PROVIDED ALWAYS THAT THE HOLDERS OF THE C1 ORDINARY AND C3 ORDINARY SHARES SHALL CEASE TO BE ENTITLED TO ANY RETURN BY WAY OF DIVIDEND FROM THE POINT AT WHICH THEY HAVE RECEIVED WHETHER BY WAY OF DIVIDEND OR CAPITAL RETURN OF ANY NATURE, £42.88 PER C1 ORDINARY OR C3 ORDINARY SHARE AND IN WHICH CASE THE FOLLOWING BELOW SHALL BE TREATED AS EXCLUDING THE C1 ORDINARY AND C3 ORDINARY SHARES:ORDINARY, ENTITLEMENT TO DIVIDEND DECLARED (%)= 70 LESS X. WHERE "X" EQUALS AN AMOUNT EQUAL TO SUCH AMOUNT AS THE COMPANY, WITH INVESTOR CONSENT AND (OTHER THAN WHERE THE PROVISIONS OF CLAUSE 8.2 OF THE SHAREHOLDERS AGREEMENT APPLY) FOUNDER SHAREHOLDER APPROVAL, SHALL DETERMINE SHALL BE PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES (PROVIDED ALWAYS THAT THE AMOUNT PAYABLE AS A DIVIDEND TO THE HOLDERS OF THE EQUITY SHARES), SUCH AMOUNT TO BE ALLOCATED AMONGST THE HOLDERS OF DEFERRED SHARES IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM. THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL THE INVESTOR LOAN NOTES HAVE BEEN REDEEMED IN FULL BUT THEREAFTER THE BOARD MAY RESOLVE TO DECLARE AND PAY DIVIDENDS AS IT DEEMS APPROPRIATE.

CAPITAL:ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER STATED IN ARTICLE 3.10 (AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO SURPLUS ASSETS). VOTING: SUBJECT TO ARTICLES 3.6 AND 6.5, THE HOLDERS OF VOTING SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND THE HOLDERS OF THE VOTING SHARES WHO (BEING INDIVIDUALS) ARE PRESENT IN PERSON OR BY PROXY OR (BEING CORPORATIONS) ARE PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, THE HOLDERS OF THE VOTING SHARES SHALL HAVE THE FOLLOWING NUMBER OF VOTES FOR EACH SHARE HELD: ORDINARY = "B" VOTES PER SHARE. FOR THE PURPOSES OF ARTICLE 3.4 THE FOLLOWING DEFINITIONS SHALL APPLY: "B" MEANS SUCH NUMBER OF VOTES PER SHARE AS EQUAL WHEN MULTIPLIED BY ALL THE ORDINARY SHARES, C1 ORDINARY AND C3 ORDINARY SHARES THEN IN ISSUE 70% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTED TO THE D ORDINARY SHARES; "D" 5% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTABLE TO THE RELEVANT HOLDER OF D ORDINARY SHARES OR C3 ORDINARY SHARES: SUBJECT TO ARTICLE 3.6, THE TOTAL VOTING RIGHTS ATTRIBUTABLE TO THE TOTAL NUMBER OF ORDINARY SHARES IN ISSUE SHALL BE 70%. IN THE EVENT THAT CONTINUED UNDERPERFORMANCE HAS OCCURRED BUT ONLY FOR SO LONG AS CONTINUED UNDERPERFORMANCE IS SUBSISTING THEN, EACH HOLDER OF VOTING SHARES SHALL (AFTER BECOMING AWARE OF THE CIRCUMSTANCES GIVING RISE TO THE RIGHTS SET OUT IN ARTICLE 3.6 AND AN INVESTOR MAJORITY HAVING SERVED NOTICE UPON THE COMPANY SECRETARY THAT ADDITIONAL VOTES ARE TO BE EXERCISED BY HOLDERS OF A ORDINARY SHARES) BE ENTITLED, IN THAT CAPACITY, TO EXERCISE ON A POLL VOTE AT A GENERAL MEETING, OR ON A VOTE ON A WRITTEN RESOLUTION SUCH NUMBER OF VOTES FOR EVERY VOTING SHARE OF WHICH IT IS THE HOLDER AS FOLLOWS: ORDINARY "B" MEANS SUCH NUMBER OF VOTES PER SHARE AS SHALL EQUAL WHEN MULTIPLIED BY ALL THE ORDINARY SHARES, C1 ORDINARY SHARES AND C3 ORDINARY SHARES THEN IN ISSUE 51.1% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTED TO D ORDINARY SHARES: IF THE CIRCUMSTANCES IN ARTICLE 3.6 HAVE OCCURRED, BUT ONLY FOR SO LONG AS SUCH CIRCUMSTANCES ARE SUBSISTING, THE TOTAL VOTING RIGHTS ATTRIBUTABLE TO THE NUMBER OF ORDINARY SHARES,IN USE SHALL BE 51.1%

Class of Shares:	C1	Number allotted	592297
	ORDINARY	Aggregate nominal value:	59170.47
Currency:	GBP		

Prescribed particulars

INCOME:SUBJECT TO THE BANKING DOCUMENTS ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE C1 ORDINARY SHARES(IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM)IN ACCORDANCE WITH THE FOLLOWING PROVIDED ALWAYS THAT THE HOLDERS OF THE C1 ORDINARY AND C3 ORDINARY SHARES SHALL CEASE TO BE ENTITLED TO ANY RETURN BY WAY OF DIVIDEND FROM THE POINT AT WHICH THEY HAVE RECEIVED WHETHER BY WAY OF DIVIDEND OR CAPITAL RETURN OF ANY NATURE, £42.88 PER C1 ORDINARY OR C3 ORDINARY SHARE AND IN WHICH CASE THE FOLLOWING BELOW SHALL BE TREATED AS EXCLUDING THE C1 ORDINARY AND C3 ORDINARY SHARES: C1 ORDINARY ENTITLEMENT TO DIVIDEND DECLARED (%)= 70 LESS X. WHERE "X" EQUALS AN AMOUNT EQUAL TO SUCH AMOUNT AS THE COMPANY, WITH INVESTOR CONSENT AND(OTHER THAN WHERE THE PROVISIONS OF CLAUSE 8.2 OF THE SHAREHOLDERS AGREEMENT APPLY)FOUNDER SHAREHOLDER APPROVAL, SHALL DETERMINE SHALL BE PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES(PROVIDED ALWAYS THAT THE AMOUNT PAYABLE AS A DIVIDEND TO THE HOLDERS OF THE DEFERRED SHARES SHALL NOT EXCEED 1% OF THE AGGREGATE AMOUNT PAYABLE AS A DIVIDEND TO THE HOLDERS OF THE EQUITY SHARES),SUCH AMOUNT TO BE ALLOCATED AMONGST THE HOLDERS OF DEFERRED SHARES IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM. THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL THE INVESTOR LOAN NOTES HAVE BEEN REDEEMED IN FULL BUT THEREAFTER THE BOARD MAY RESOLVE TO DECLARE AND PAY DIVIDENDS AS IT DEEMS APPROPRIATE. **CAPITAL:**ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER STATED IN ARTICLE 3.10(AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO SURPLUS ASSETS). **VOTING:**SUBJECT TO ARTICLES 3.6 AND 6.5, THE HOLDERS OF VOTING SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND THE HOLDERS OF THE VOTING SHARES WHO(BEING INDIVIDUALS)ARE PRESENT IN PERSON OR BY PROXY OR(BEING CORPORATIONS)ARE

PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, THE HOLDERS OF THE VOTING SHARES SHALL HAVE THE FOLLOWING NUMBER OF VOTES FOR EACH SHARE HELD: C1 ORDINARY="B" VOTES PER SHARE. FOR THE PURPOSES OF ARTICLE 3.4 THE FOLLOWING DEFINITIONS SHALL APPLY: "B" MEANS SUCH NUMBER OF VOTES PER SHARE AS EQUAL WHEN MULTIPLIED BY ALL THE ORDINARY SHARES, C1 ORDINARY AND C3 ORDINARY SHARES THEN IN ISSUE 70% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTED TO THE D ORDINARY SHARES; SUBJECT TO ARTICLE 3.6, THE TOTAL VOTING RIGHTS ATTRIBUTABLE TO THE TOTAL NUMBER OF C1 ORDINARY SHARES IN ISSUE SHALL BE 70%. IN THE EVENT THAT CONTINUED UNDERPERFORMANCE HAS OCCURRED BUT ONLY FOR SO LONG AS CONTINUED UNDERPERFORMANCE IS SUBSISTING THEN, EACH HOLDER OF VOTING SHARES SHALL(AFTER BECOMING AWARE OF THE CIRCUMSTANCES GIVING RISE TO THE RIGHTS SET OUT IN ARTICLE 3.6 AND AN INVESTOR MAJORITY HAVING SERVED NOTICE UPON THE COMPANY SECRETARY THAT ADDITIONAL VOTES ARE TO BE EXERCISED BY HOLDERS OF A ORDINARY SHARES)BE ENTITLED, IN THAT CAPACITY, TO EXERCISE ON A POLL VOTE AT A GENERAL MEETING, OR ON A VOTE ON A WRITTEN RESOLUTION SUCH NUMBER OF VOTES FOR EVERY VOTING SHARE OF WHICH IT IS THE HOLDER AS FOLLOWS: C1 ORDINARY "B" MEANS SUCH NUMBER OF VOTES PER SHARE AS SHALL EQUAL WHEN MULTIPLIED BY ALL THE ORDINARY SHARES, C1 ORDINARY SHARES AND C3 ORDINARY SHARES THEN IN ISSUE 51.1% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTED TO D ORDINARY SHARES: IF THE CIRCUMSTANCES IN ARTICLE 3.6 HAVE OCCURRED, BUT ONLY FOR SO LONG AS SUCH CIRCUMSTANCES ARE SUBSISTING, THE TOTAL VOTING RIGHTS ATTRIBUTABLE TO THE NUMBER OF ORDINARY SHARES, C1 ORDINARY SHARES AND D ORDINARY SHARES IN ISSUE SHALL BE 51.1%

Class of Shares:	C2	Number allotted	498848
	ORDINARY	Aggregate nominal value:	4988.48

Currency: **GBP**

Prescribed particulars

INCOME: THE C2 ORDINARY SHARES DO NOT HAVE ANY RIGHT TO RECEIVE A DIVIDEND.
CAPITAL: ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER STATED IN ARTICLE 3.10 (AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO

SURPLUS ASSETS). VOTING: THE HOLDERS OF C2 ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ANY GENERAL MEETINGS OF THE COMPANY.

Class of Shares:	C3	Number allotted	43756
	ORDINARY	Aggregate nominal value:	4371.22

Currency: GBP

Prescribed particulars

INCOME:SUBJECT TO THE BANKING DOCUMENTS ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE C3 ORDINARY SHARES(IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM)IN ACCORDANCE WITH THE FOLLOWING PROVIDED ALWAYS THAT THE HOLDERS OF THE C1 ORDINARY AND C3 ORDINARY SHARES SHALL CEASE TO BE ENTITLED TO ANY RETURN BY WAY OF DIVIDEND FROM THE POINT AT WHICH THEY HAVE RECEIVED WHETHER BY WAY OF DIVIDEND OR CAPITAL RETURN OF ANY NATURE, £42.88 PER C1 ORDINARY OR C3 ORDINARY SHARE AND IN WHICH CASE THE FOLLOWING BELOW SHALL BE TREATED AS EXCLUDING THE C1 ORDINARY AND C3 ORDINARY SHARES: C3 ORDINARY ENTITLEMENT TO DIVIDEND DECLARED (%)= 70 LESS X. WHERE "X" EQUALS AN AMOUNT EQUAL TO SUCH AMOUNT AS THE COMPANY, WITH INVESTOR CONSENT AND(OTHER THAN WHERE THE PROVISIONS OF CLAUSE 8.2 OF THE SHAREHOLDERS AGREEMENT APPLY)FOUNDER SHAREHOLDER APPROVAL, SHALL DETERMINE SHALL BE PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES(PROVIDED ALWAYS THAT THE AMOUNT PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES SHALL NOT EXCEED 1% OF THE AGGREGATE AMOUNT PAYABLE AS A DIVIDEND TO THE HOLDERS OF THE EQUITY SHARES),SUCH AMOUNT TO BE ALLOCATED AMONGST THE HOLDERS OF DEFERRED SHARES IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM. THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL THE INVESTOR LOAN NOTES HAVE BEEN REDEEMED IN FULL BUT THEREAFTER THE BOARD MAY RESOLVE TO DECLARE AND PAY DIVIDENDS AS IT DEEMS APPROPRIATE. CAPITAL:ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER STATED IN ARTICLE 3.10(AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO SURPLUS ASSETS). VOTING:SUBJECT TO ARTICLES 3.6 AND 6.5, THE HOLDERS OF VOTING SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND

TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND THE HOLDERS OF THE VOTING SHARES WHO(BEING INDIVIDUALS)ARE PRESENT IN PERSON OR BY PROXY OR(BEING CORPORATIONS)ARE PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, THE HOLDERS OF THE VOTING SHARES SHALL HAVE THE FOLLOWING NUMBER OF VOTES FOR EACH SHARE HELD: C3 ORDINARY = "B" VOTES PER SHARE. "B" MEANS SUCH NUMBER OF VOTES PER SHARE AS EQUAL WHEN MULTIPLIED BY ALL THE ORDINARY SHARES, C1 ORDINARY AND C3 ORDINARY SHARES THEN IN ISSUE 70% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTED TO THE D ORDINARY SHARES; SUBJECT TO ARTICLE 3.6, THE TOTAL VOTING RIGHTS ATTRIBUTABLE TO THE TOTAL NUMBER OF C3 ORDINARY SHARES IN ISSUE SHALL BE 70%. IN THE EVENT THAT CONTINUED UNDERPERFORMANCE HAS OCCURRED BUT ONLY FOR SO LONG AS CONTINUED UNDERPERFORMANCE IS SUBSISTING THEN, EACH HOLDER OF VOTING SHARES SHALL(AFTER BECOMING AWARE OF THE CIRCUMSTANCES GIVING RISE TO THE RIGHTS SET OUT IN ARTICLE 3.6 AND AN INVESTOR MAJORITY HAVING SERVED NOTICE UPON THE COMPANY SECRETARY THAT ADDITIONAL VOTES ARE TO BE EXERCISED BY HOLDERS OF A ORDINARY SHARES)BE ENTITLED, IN THAT CAPACITY, TO EXERCISE ON A POLL VOTE AT A GENERAL MEETING, OR ON A VOTE ON A WRITTEN RESOLUTION SUCH NUMBER OF VOTES FOR EVERY VOTING SHARE OF WHICH IT IS THE HOLDER AS FOLLOWS: C3 ORDINARY SHARES: "B" VOTES PER SHARE; FOR THE PURPOSES OF ARTICLE 3.6 THE FOLLOWING DEFINITIONS SHALL APPLY; "B" MEANS SUCH NUMBER OF VOTES PER SHARE AS SHALL EQUAL WHEN MULTIPLIED BY ALL THE ORDINARY SHARES, C1 ORDINARY SHARES AND C3 ORDINARY SHARES THEN IN ISSUE 51.1% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTED TO CD ORDINARY SHARES; IF THE CIRCUMSTANCES IN ARTICLE 3.6 HAVE OCCURRED, BUT ONLY FOR SO LONG AS SUCH CIRCUMSTANCES ARE SUBSISTING, THE TOTAL VOTING RIGHTS ATTRIBUTABLE TO THE TOTAL NUMBER OF C3 ORDINARY SHARES IN ISSUE SHALL BE 51.1%

Class of Shares:	C4	Number allotted	108170
	ORDINARY	Aggregate nominal value:	1081.7
Currency:	GBP		

Prescribed particulars

INCOME: THE C4 ORDINARY SHARES DO NOT HAVE ANY RIGHT TO RECEIVE A DIVIDEND.
CAPITAL: ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR

OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER STATED IN ARTICLE 3.10 (AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO SURPLUS ASSETS). VOTING: THE HOLDERS OF C4 ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ANY GENERAL MEETINGS OF THE COMPANY.

Class of Shares:	D	Number allotted	3
	ORDINARY	Aggregate nominal value:	7500
Currency:	GBP		

Prescribed particulars

INCOME:SUBJECT TO THE BANKING DOCUMENTS ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE D ORDINARY SHARES(IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM)IN ACCORDANCE WITH THE FOLLOWING PROVIDED ALWAYS THAT THE HOLDERS OF THE C1 ORDINARY AND C3 ORDINARY SHARES SHALL CEASE TO BE ENTITLED TO ANY RETURN BY WAY OF DIVIDEND FROM THE POINT AT WHICH THEY HAVE RECEIVED WHETHER BY WAY OF DIVIDEND OR CAPITAL RETURN OF ANY NATURE,£42.88 PER C1 ORDINARY OR C3 ORDINARY SHARE AND IN WHICH CASE THE FOLLOWING BELOW SHALL BE TREATED AS EXCLUDING THE C1 ORDINARY AND C3 ORDINARY SHARES:D ORDINARY ENTITLEMENT TO DIVIDEND DECLARED (%)=70 LESS X;WHERE "X" EQUALS AN AMOUNT EQUAL TO SUCH AMOUNT AS THE COMPANY, WITH INVESTOR CONSENT AND(OTHER THAN WHERE THE PROVISIONS OF CLAUSE 8.2 OF THE SHAREHOLDERS AGREEMENT APPLY)FOUNDER SHAREHOLDER APPROVAL,SHALL DETERMINE SHALL BE PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES(PROVIDED ALWAYS THAT THE AMOUNT PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES SHALL NOT EXCEED 1% OF THE AGGREGATE AMOUNT PAYABLE AS A DIVIDEND TO THE HOLDERS OF THE EQUITY SHARES),SUCH AMOUNT TO BE ALLOCATED AMONGST THE HOLDERS OF DEFERRED SHARES IN PROPORTION TO THE NUMBER OF SHARES HELD BY THEM.THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL THE INVESTOR LOAN NOTES HAVE BEEN REDEEMED IN FULL BUT THEREAFTER THE BOARD MAY RESOLVE TO DECLARE AND PAY DIVIDENDS AS IT DEEMS APPROPRIATE. CAPITAL:ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE MANNER

STATED IN ARTICLE 3.10(AND REFERENCE TO PROCEEDS IN ARTICLE 3.10 SHALL BE CONSTRUED AS REFERENCE TO SURPLUS ASSETS). VOTING:SUBJECT TO ARTICLES 3.6 AND 6.5,THE HOLDERS OF VOTING SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND,SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND THE HOLDERS OF THE VOTING SHARES WHO(BEING INDIVIDUALS)ARE PRESENT IN PERSON OR BY PROXY OR(BEING CORPORATIONS)ARE PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS,HAVE ONE VOTE EACH,AND,ON A POLL,THE HOLDERS OF THE VOTING SHARES SHALL HAVE THE FOLLOWING NUMBER OF VOTES FOR EACH SHARE HELD:D ORDINARY="D" VOTES PER HOLDER OF D ORDINARY SHARES.FOR THE PURPOSES OF ARTICLE 3.4 THE FOLLOWING DEFINITIONS SHALL APPLY;"D" 5% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTABLE TO THE RELEVANT HOLDER OF D ORDINARY SHARES BY VIRTUE OF SUCH HOLDER ALSO HOLDING ORDINARY SHARES, C1 ORDINARY SHARES OF C3 ORDINARY SHARES:SUBJECT TO ARTICLE 3.6,THE TOTAL VOTING RIGHTS ATTRIBUTABLE TO THE TOTAL NUMBER OF D ORDINARY SHARES IN ISSUE SHALL BE 70%.IN THE EVENT THAT CONTINUED UNDERPERFORMANCE HAS OCCURRED BUT ONLY FOR SO LONG AS CONTINUED UNDERPERFORMANCE IS SUBSISTING THEN,EACH HOLDER OF VOTING SHARES SHALL(AFTER BECOMING AWARE OF THE CIRCUMSTANCES GIVING RISE TO THE RIGHTS SET OUT IN ARTICLE 3.6 AND AN INVESTOR MAJORITY HAVING SERVED NOTICE UPON THE COMPANY SECRETARY THAT ADDITIONAL VOTES ARE TO BE EXERCISED BY HOLDERS OF A ORDINARY SHARES)BE ENTITLED,IN THAT CAPACITY,TO EXERCISE ON A POLL VOTE AT A GENERAL MEETING, OR ON A VOTE ON A WRITTEN RESOLUTION SUCH NUMBER OF VOTES FOR EVERY VOTING SHARE OF WHICH IT IS THE HOLDER AS FOLLOWS: D ORDINARY SHARES:"D"VOTES PER SHARE;FOR THE PURPOSES OF ARTICLE 3.6 THE FOLLOWING DEFINITIONS SHALL APPLY;"D"MEANS 5% OF THE TOTAL VOTES EXERCISABLE AT THE MEETING LESS ANY VOTING RIGHTS ATTRIBUTABLE TO THE RELEVANT HOLDER OF D ORDINARY SHARES BY VIRTUE OF SUCH HOLDER ALSO HOLDING, ORDINARY SHARES,C1 ORDINARY SHARES AND C3 ORDINARY SHARES.IF THE CIRCUMSTANCES IN ARTICLE 3.6 HAVE OCCURRED, BUT ONLY FOR SO LONG AS SUCH CIRCUMSTANCES ARE SUBSISTING, THE TOTAL VOTING RIGHTS ATTRIBUTABLE TO THE TOTAL NUMBER OF C3 ORDINARY SHARES IN ISSUE SHALL BE 51.1%

Class of Shares:	DEFERRED	Number allotted	4737
Currency:	GBP	Aggregate nominal value:	473.7
Prescribed particulars			

INCOME: SUBJECT TO THE BANKING DOCUMENTS ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE DEFERRED SHARES (IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM) IN ACCORDANCE WITH THE FOLLOWING PROVIDED ALWAYS THAT THAT HOLDERS OF THE C1 ORDINARY AND C3 ORDINARY SHARES SHALL CEASE TO BE ENTITLED TO ANY RETURN BY WAY OF DIVIDEND FROM THE POINT AT WHICH THEY HAVE RECEIVED WHETHER BY WAY OF DIVIDEND OR CAPITAL RETURN OF ANY NATURE, £42,88 PER C1 ORDINARY OR C3 ORDINARY SHARE IN WHICH CASE THE FOLLOWING BELOW SHALL BE TREATED AS EXCLUDING THE C1 ORDINARY AND C3 ORDINARY SHARES; DEFERRED SHARES ENTITLEMENT TO DIVIDEND DECLARED (%) = X. WHERE "X" EQUALS AN AMOUNT EQUAL TO SUCH AMOUNT AS THE COMPANY, WITH INVESTOR CONSENT AND (OTHER THAN WHERE THE PROVISIONS OF CLAUSE 8.2 OF THE SHAREHOLDERS AGREEMENT APPLY) FOUNDER SHAREHOLDER APPROVAL, SHALL DETERMINE SHALL BE PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES (PROVIDED ALWAYS THAT THE AMOUNT PAYABLE TO THE HOLDERS OF THE DEFERRED SHARES (PROVIDED ALWAYS THAT THE AMOUNT PAYABLE

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1664025
		Total aggregate nominal value:	119206.97
		Total aggregate amount unpaid:	0

Persons with Significant Control (PSC)

PSC notifications

Notification Details

Date of becoming a registrable RLE: **06/04/2016**

Name: **ROTORK OVERSEAS LIMITED**

Registered or Principal Office Address: **ROTORK HOUSE BRASSMILL LANE
BATH
ENGLAND
BA1 3JQ**

Legal Form: **LIMITED**

Governing Law: **COMPANIES ACT 2006**

Register: **ENGLAND & WALES**

Country/state of register: **ENGLAND**

Registration Number: **01010160**

Nature of control

The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.

The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor