



**What this form is for**

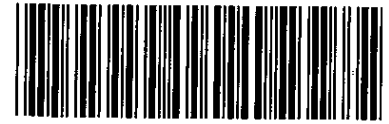
You may use this form to give notice of a cancellation of shares by a limited company on purchase



**What this form is NOT for**

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.

TUESDAY



A11

\*A88D46PM\*

25/06/2019

#88

COMPANIES HOUSE

## 1 Company details

Company number	0	8	0	3	0	3	4	3
----------------	---	---	---	---	---	---	---	---

Company name in full	SPRATT ENDICOTT 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 

d	d	m	m	y	y	y	y
1	1	0	6	2	0	1	9

3	Shares cancelled
---	------------------

[illegible]

## SH06

## 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
	See attached continuation sheet	3243000	3243.00	
	Totals	3243000	3243.00	
	Totals			
	Totals			
	Totals			
	Totals (including continuation pages)	3243000	3243.00	Nil

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

# SH06

## Notice of cancellation of shares



### 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

Hitendra Patel

Company name

Spratt Endicott

Address

52-54 The Green

South Bar Street

Banbury

Post town

Oxfordshire

County/Region

Postcode

O

X

1

6

9

A

B

Country

DX

Banbury 1 - DX 24204

Telephone

01295 204000



### 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)

## SH06

## Notice of cancellation of shares

**5 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

Prescribed particulars  
1

Please see the attached schedule setting out the rights and restrictions attached to each class of shares in the capital of the company

Class of share

Prescribed particulars  
1

Class of share

Prescribed particulars

**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  X

This form may be signed by:  
Director **2**, Secretary, Person authorised **3**, 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.

# SH06 - continuation page

## Notice of cancellation of shares



4

### 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
£	A ORDINARY	925,000	925.00	
£	B ORDINARY	2,000	2.00	
£	C ORDINARY	2,000	2.00	
£	D ORDINARY	2,000	2.00	
£	F ORDINARY	2,000	2.00	
£	G ORDINARY	2,000	2.00	
£	H ORDINARY	2,000	2.00	
£	K ORDINARY	2,000	2.00	
£	L ORDINARY	2,000	2.00	
£	M ORDINARY	2,000	2.00	
£	A1 ORDINARY	1,100,000	1,100.00	
£	A2 ORDINARY	1,200,000	1,200.00	
Totals		3243000	3243	Nil

# SH06 - continuation page

Notice of cancellation of shares



5

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

Class of share

Prescribed particulars

### 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.

## Schedule 1

### Article Number

#### **1 DEFINITIONS AND INTERPRETATION**

1.1 The definitions set out in this Article 1.1 apply in these articles.

1.1.1 **“A1 Period”** the period commencing the day after 31<sup>st</sup> March 2016 and ending on the date which is the earlier of:-

- a) the date the A2 Shares are first issued; and
- b) the Capital Return Date.

1.1.2 **“A2 Period”** the period commencing immediately after the end of the A1 Period and ending on the date which is the earlier of:-

- a) the date the A3 Shares are first issued; and
- b) the Capital Return Date.

1.1.3 **“A3 Period”** the period commencing immediately after the end of the A2 Period and ending on the date which is the earlier of:-

- a) the date the A4 Shares are first issued; and
- b) the Capital Return Date.

1.1.4 **“A4 Period”** the period commencing immediately after the end of the A3 Period and ending on the date which is the earlier of:-

- a) the date the A5 Shares are first issued; and
- b) the Capital Return Date.

1.1.5 **“A5 Period”** the period commencing immediately after the end of the A4 Period and ending on the date which is the earlier of:-

- a) the date the A6 Shares are first issued; and
- b) the Capital Return Date.

1.1.6 **“A6 Period”** the period commencing immediately after the end of the A5 Period and ending on the Capital Return Date.

1.1.7 **“A1 Shares”** the A1 ordinary shares of 0.001p each in the Company from time to time;

1.1.8 **“A2 Shares”** the A2 ordinary shares of 0.001p each in the Company from time to time;

1.1.9 **“A3 Shares”** the A3 ordinary shares of 0.001p each in the Company from time to time;

- 1.1.10 **“A4 Shares”** the A4 ordinary shares of 0.001p each in the Company from time to time;
- 1.1.11 **“A5 Shares”** the A5 ordinary shares of 0.001p each in the Company from time to time;
- 1.1.12 **“A6 Shares”** the A6 ordinary shares of 0.001p each in the Company from time to time;
- 1.1.13 **“Acquired Business”** the business of a solicitors practice and certain assets employed therein as previously carried on by the Founders and others in partnership from premises in Banbury and Brackley.
- 1.1.14 **“Acquisition Agreement”** the business sale agreement dated 30<sup>th</sup> April 2014 relating to the acquisition by the Company of the Acquired Business.
- 1.1.15 **“Alphabet Shares”** the B Ordinary Shares, the C Ordinary Shares, the D Ordinary Shares, the E Ordinary Shares, the F Ordinary Shares, the G Ordinary Shares, the H Ordinary Shares, the I Ordinary Shares, the J Ordinary Shares, the K Ordinary Shares, the L Ordinary Shares, the M Ordinary Shares, the N Ordinary Shares and the O Ordinary Shares.
- 1.1.16 **“A Ordinary Shares”** A ordinary shares of 0.001p each in the Company from time to time.
- 1.1.17 **“B Ordinary Shares”** the B ordinary shares of 0.001p each in the Company from time to time.
- 1.1.18 **“B Ordinary Shareholders”** the Holders of the B Ordinary Shares from time to time.
- 1.1.19 **“Capital Return Date”** means for the purposes of:-
- a) Article 26.1.1. the date the surplus assets of the Company are returned pursuant to that clause; or
  - b) Article 26.4 the date of the Share Sale.
- 1.1.20 **“C Ordinary Shares”** the C ordinary shares of 0.001p each in the Company from time to time.
- 1.1.21 **“C Ordinary Shareholders”** the Holders of the C Ordinary Shares from time to time.
- 1.1.22 **“D Ordinary Shares”** the D ordinary shares of 0.001p each in the Company from time to time.
- 1.1.23 **“D Ordinary Shareholders”** the Holders of the D Ordinary Shares from time to time.
- 1.1.24 **“E Ordinary Shares”** the E ordinary shares of 0.001p each in the Company from time to time.
- 1.1.25 **“E Ordinary Shareholders”** the Holders of the E ordinary shares from time to time.



- 1.1.26 **"F Ordinary Shares"** the F ordinary shares of 0.001p each in the Company from time to time.
- 1.1.27 **"F Ordinary Shareholders"** the Holders of the F Ordinary Shares from time to time.
- 1.1.28 **"Founders"** John Ernest Spratt and David Endicott.
- 1.1.29 **"G Ordinary Shares"** the G ordinary shares of 0.001 each in the Company from time to time.
- 1.1.30 **"G Ordinary Shareholders"** the Holders of the G Ordinary Shares from time to time.
- 1.1.31 **"Holder"** in relation to a Share, the person whose name is entered in the register of members as the holder of that Share from time to time.
- 1.1.32 **"H Ordinary Shares"** the H ordinary shares of 0.001 each in the Company from time to time.
- 1.1.33 **"H Ordinary Shareholders"** the Holders of the H Ordinary Shares from time to time.
- 1.1.34 **"Initial Period"** the period commencing on the incorporation of the Company and ending on the Adoption Date.
- 1.1.35 **"I Ordinary Shares"** the I ordinary shares of 0.001 each in the Company from time to time.
- 1.1.36 **"I Ordinary Shareholders"** the Holders of the I Ordinary Shares from time to time.
- 1.1.37 **"J Ordinary Shares"** the J ordinary shares of 0.001 each in the Company from time to time.
- 1.1.38 **"J Ordinary Shareholders"** the Holders of the J Ordinary Shares from time to time.
- 1.1.39 **"K Ordinary Shares"** the K ordinary shares of 0.001 each in the Company from time to time.
- 1.1.40 **"K Ordinary Shareholders"** the Holders of the K Ordinary Shares from time to time.
- 1.1.41 **"L Ordinary Shares"** the L ordinary shares of 0.001 each in the Company from time to time.
- 1.1.42 **"L Ordinary Shareholders"** the Holders of the L Ordinary Shares from time to time.
- 1.1.43 **"M Ordinary Shares"** the M ordinary shares of 0.001 each in the Company from time to time.
- 1.1.44 **"M Ordinary Shareholders"** the Holders of the M Ordinary Shares from time to time.

- 1.1.45 **“N Ordinary Shares”** the N ordinary shares of 0.001 each in the Company from time to time.
- 1.1.46 **“N Ordinary Shareholders”** the Holders of the N Ordinary Shares from time to time.
- 1.1.47 **“Numeric Shares”** the A Ordinary Shares, the A1 Shares, the A2 Shares, the A3 Shares, the A4 Shares, the A5 Shares and the A6 Shares.
- 1.1.48 **“Numeric Shareholders”** the Holders of the Numeric Shares.
- 1.1.49 **“O Ordinary Shares”** the O ordinary shares of 0.001 each in the Company from time to time.
- 1.1.50 **“O Ordinary Shareholders”** the Holders of the O Ordinary Shares from time to time.
- 1.1.51 **“Relevant Numeric Shares”** the class of Numeric Shares last issued and for these purposes excluding all other classes of Numeric Shares in issue.

## 26 SHARE RIGHTS

The Shares shall have the following rights and be subject to the following restrictions:-

### 26.1 Income

All Shares shall carry a right to receive dividends or other distribution, provided always that the provisions of Article 41 shall be applied to any such distribution.

### 26.2 Capital

26.2.1 On a return of capital on liquidation capital reduction or otherwise (other than a redemption of shares or the purchase by the Company of its own shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority:-

- a) first, in distributing amongst the Holders of the Numeric Shares £20,000,000 in proportion to the number of Numeric Shares held by them respectively but in the following order of priority:-
  - i to the Holders of the A Ordinary Shares the value of the Company as at the last day of the Initial Period;
  - ii to the Holders of the A1 Shares the increase in the value of the Company during the A1 Period;
  - iii to the Holders of the A2 Shares the increase in the value of the Company during the A2 Period;
  - iv to the Holders of the A3 Shares the increase in the value of the Company during the A3 Period;.
  - v to the Holders of the A4 Shares the increase in the value of the Company during the A4 Period;

vi to the Holders of the A5 Shares the increase in the value of the Company during the A5 Period;

vii to the Holders of the A6 Shares the increase in the value of the Company during the A6 Period

with the intention that no holder of the Numeric Shares shall be entitled to benefit on a Share Sale or return of capital as aforesaid in the value of the Company accrued prior to the date he became the Holder of the relevant class of Numeric Shares.

b) second, in distributing amongst the Holders of the Alphabet Shares (as if each class of Alphabet Shares constituted a single class) the balance (if any) in proportion to the number of Alphabet Shares held by them respectively.

26.2.2 For the purposes of Article 26.2.1a) the value of the Company at the relevant time shall be calculated on the same basis as the value of the Acquired Business was calculated and agreed with HMRC under the Acquisition Agreement and in the event of any dispute as to the calculation and determination of such value, the matter in dispute shall be referred by the Company at the request of any Shareholder to Shaw Gibbs accountants (or its successor body) whose determination, in the absence of manifest error, shall be final and binding. Shaw Gibbs in certifying the value in question shall be deemed to be acting as expert and not as arbitrator and the Arbitration Act 1996 shall not apply.

### 26.3 Voting

26.3.1 Subject to any special rights or restrictions as to voting attached to any Share by or in accordance with these articles:-

a) on a show of hands at a general meeting every Numeric Shareholder (who being an individual) is present in person or by one or more proxies or (being a corporation) is present by one or more duly authorised representatives or proxies shall have one vote; and

b) on a vote and a resolution on:-

i a poll taken at a general meeting; and

ii a written resolution

26.3.2 every Holder of a Relevant Numeric Share shall (subject to Article 36.13.2) have one vote for every Relevant Numeric Share he holds

26.3.3 the Holders of all the other Shares (excluding the Relevant Numeric Shares) shall be entitled to receive notice of all general meetings but shall not by reason of holding any such Shares be entitled to attend or vote at those meetings unless the business of the meeting is, or includes, the consideration of a resolution varying, modifying, altering or revoking any of the rights, privileges, limitation or restrictions attached to any such Shares in which case the Holders of such Shares shall have one vote for each such Share held.

#### 26.4 Share Sale

In the event of a Share Sale (including any Share Sale effected in accordance with the provisions of Article 37 (Drag Along)) then, notwithstanding anything to the contrary in the terms and conditions governing such Share Sale, the selling Shareholders (immediately prior to such Share Sale) shall procure that the consideration (wherever received) shall be paid into a designated trustee account and shall be distributed amongst the selling Shareholders in accordance with the provisions of Article 26.2 as if the same were a return of capital.

#### 26.5 Redemption

The Alphabet Shares and the Numeric Shares are not redeemable.

#### 27 **CLASS RIGHTS**

Whenever there is more than one class of Shares, the special rights attached to any class may only be varied or revoked with Shareholder Consent and with the consent in writing of Shareholders holding at least 75% in nominal value of the issued Shares of that class and for these purposes the Alphabet Shares shall constitute a single class of shares.