

# SH19

## Statement of capital for reduction supported by solvency statement or court order

BLUEPRINT

OneWorld

FRIDAY



LD1 \*L829CTER\* 29/03/2019 #197

COMPANIES HOUSE

refer to our guidance at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A fee is payable with this form.  
Please see 'How to pay' on the last page.

### ✓ What this form is for

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.

### ✗ What this form is NOT for

You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited.

## 1 Company details

Company number 08215994

Company name in full Mitie Work Wise 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 as reduced by the resolution.

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
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### Currency table A

GBP	Ordinary - A	1	£1.00	
GBP	Ordinary - B	100	£1.00	
GBP	Ordinary - C	1	£1.00	
Totals		102	£3.00	0

### Currency table B

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ②
102	£3.00	0

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

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<b>3</b>	<b>Prescribed particulars of rights attached to shares</b>	
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section 2</b> .	
Class of share	Ordinary - A	
Prescribed particulars ①	The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.	
Class of share	Ordinary - B	
Prescribed particulars ①	The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.	
Class of share	Ordinary - C	
Prescribed particulars ①	The A Shareholder shall be entitled to 100% of any dividend payable in the first 12 months following the Adoption Date in respect of profits arising prior to the Adoption Date. Thereafter, if a dividend is declared by the Board, the profits of the Company available for distribution in respect of any FY shall be applied sequentially: 1. in paying to the A Shareholder a dividend equal to 100% of the applicable CIPT in respect of the relevant financial year; 2. (see continuation page)	

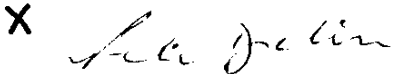
**① Prescribed particulars of rights attached to shares**

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.

<b>4</b>	<b>Signature</b>	
	I am signing this form on behalf of the company.	
Signature	Signature 	<b>② Societas Europaea.</b> If this form is being field on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership.  <b>③ Person authorised</b> Under either section 270 or 274 of the Companies Act 2006.
	This form may be signed by: Director ②, Secretary, Person authorised ③, CIC manager.	

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary - C	
Prescribed particulars	<p>2. secondly, where there is sufficient profit remaining after any payments under Articles 6.1(a), in paying to the A Shareholder a dividend equal to any dividend accruing (under the provisions of Articles 6.1(a)) but unpaid in respect of prior years from the date of this Agreement;</p> <p>3. where there is sufficient profit remaining after any payments under Articles 6.1(a)-(b), in paying to the A Shareholder, the B Shareholders and the C Shareholder a dividend of such amount as the Board shall decide as if they constituted one class of share pro rata to their existing holdings of Shares;</p> <p>4. where there is sufficient profit remaining after any payments under Articles 6.1(a)-(c), in paying to the A Shareholders a dividend equal to one-half of the balance of profits of the Company available for distribution in each FY; and,</p> <p>5. where there is sufficient profit remaining after any payments under Articles 6.1(a)-(d) the balance of the profits available for distribution shall be distributed among the A Shares, the B Shares and the C Shares pari passu as if they constituted one class of share; provided that the B Shareholders and the C Shareholder shall have no entitlement to any dividends whatsoever at any time after the Final Exit Date, so that thereafter, all profits of the Company available for distribution shall then be paid to the A Shareholder.</p> <p>A return of assets shall be applied in the following manner in the following order of priority:</p> <p>1. in paying to the A Shareholder as a class an amount equal in value to the NAV Threshold;</p> <p>2. in paying, from any remaining assets, to the A Shareholder per A Share: (i) the subscription price paid in respect of each A Share issued after the Adoption Date (including any premium); and, (ii) a sum equal to all unpaid arrears and accruals of dividends on the A Shares calculated as at the date of the return of capital;</p> <p>3. from any remaining assets, in paying to the holders of the B Shares and the C Shares the subscription price paid in respect of each Share (including, for the avoidance of doubt, any premium) together with a sum equal to the unpaid arrears (if any) of dividends thereon calculated as at the date of the return of capital; and,</p> <p>4. in paying the balance thereof to the holders of the A Shares, the B Shares and the C Shares pari passu as if they constituted one class of share pro rata to their existing holdings of Shares.</p> <p>1. The holders of the Shares shall have the right to receive notice of and attend and vote at any general meeting of the Company. Subject to Article 6.3(b) below (or any special</p>	

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary - C	
Prescribed particulars	<p>rights, privileges or restrictions attached to any Shares) at a general meeting of the Company on a show of hands every Shareholder who (being an individual) is present in person or by proxy (not being himself/herself a Shareholder) or (being a corporation) is present by a representative duly authorised under s323 CA2006 (not being himself/herself a Shareholder) shall have one vote, and on a poll every Shareholder present in person, by representative or by proxy shall have one vote for every Share of which he is the holder.</p> <p>2. The C Shareholder shall be entitled to exercise such number of votes as is equal to 50.1% of all votes attaching to all Shares and such votes shall be divided between the C Shares then in issue (provided that such right shall not affect the voting rights attaching to the B Shares and the B Shareholders shall, for the avoidance of doubt, be able to exercise on a poll, one vote per B Share then held).</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 **Company Secretarial Department**

Company name **Mitie**

Address **The Shard**

**Level 12**

**32 London Bridge Street**

Post town **London**

County/Region **England**

Postcode **S E 1 9 S G**

Country **United Kingdom**

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 completed the relevant sections of the statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



### Important information

**Please note that all information on this form will appear on the public record.**



### How to pay

**A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.**

Make cheques or postal orders payable to 'Companies House.'



### 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)**