In accordance with Section 637 of the Companies Act 2006.

SH10

Notice of particulars of variation of rights attached to shares

✓ **What this form is for**
You may use this form to give notice of particulars of variation of rights attached to shares.

✗ **What this form is NOT**
You cannot use this form notice of particulars of of class rights of memb company without share do this, please use form

TUESDAY

A84GRTNK
A34 30/04/2019 #93
COMPANIES HOUSE

1 Company details

Company number	0 8 8 2 2 1 7 0
Company name in full	The Light Cinemas (Holdings) 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 variation of rights

Date of variation of rights	d 1 d 7 m 0 m 4 y 2 y 0 y 1 y 9

3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation

See continuation pages.

Continuation pages
Please use a continuation page if you need to enter more details.

4 Signature

I am signing this form on behalf of the company.

Signature

Signature
X X

This form may be signed by:
Director ❶, Secretary, Person authorised ❷, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager.

❶ **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.

❷ **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 Niall Mccooey

Company name Gateley Plc

Address One Eleven

Edmund Street

Post town Birmingham

County/Region

Postcode B 3 2 H J

Country United Kingdom

DX 13033 Birmingham - 1

Telephone 0121 234 0000

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 entered the date of variation of rights in section 2.
- ☐ You have provided details of the variation of rights in section 3.
- ☐ 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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

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

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3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation

Voting Rghts

The voting rights attaching to the following shares in the Company have been varied as follows:

1. the A ordinary shares of £0.01 each and the A1 ordinary shares of £0.01 each (together the A Shares) together account for 40.06737% of the voting rights in the Company, as if the A Shares were one class of shares and such voting rights are on a pro rata basis to the number of A Shares held;

2. the B ordinary shares of £0.01 each account for 0.00123% of the voting rights in the Company and such voting rights are on a pro rata basis to the number of B ordinary shares held;

3. the C ordinary shares of £0.00001 each account for 5% of the voting rights in the Company and such voting rights are on a pro rata basis to the number of C ordinary shares held;

4. the preference shares of £0.01 each account for 0.00002% of the voting rights in the Company and such voting rights are on a pro rata basis to the number of preference shares held; and

5. the ordinary shares of £0.01 each account for 39.93139% of the voting rights in the Company and such voting rights are on a pro rata basis to the number of ordinary shares held.

The balance of the voting rights are held by the holders of the newly issued D ordinary shares of £0.00001 each and E ordinary shares of of £0.01 each.

If an Event of Default occurs the number of voting rights attaching to the ordinary, B ordinary, C ordinary, D ordinary and preference shares (the Investor Shares), as if they constituted one class and pro-rata to the number of Investor Shares held, at any general meeting or on any written resolution shall be such number as is equal to 95% of the total voting rights attaching to all shares in issue at the date of any such meeting or the date of circulation of any such resolution.

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Variation

Dividend Rights

The dividend rights attaching to the following shares in the Company have been varied as follows subject to the Preference Dividend (as defined below):

1. the A Shares are entitled to 40.06737% of any dividends declared, as if the A Shares were one class of shares and any such dividend shall be applied on a pro rata basis to the number of A Shares held;

2. the B ordinary shares of £0.01 each are entitled to 0.00123% of any dividends declared and any such dividend shall be applied on a pro rata basis to the number of B ordinary shares held;

3. the C ordinary shares of £0.00001 each are entitled to 5% of any dividends declared and any such dividend shall be applied on a pro rata basis to the number of C ordinary shares of £0.00001 held; and

4. the ordinary shares of £0.01 each are entitled to 39.9314% of any dividends declared.

The following newly issued shares are entitled to the following dividend rights subject to the Preference Dividend:

1. the D ordinary shares of £0.00001 each are entitled to a proportion of 13.5% of any dividends declared; and

2. the E ordinary shares of £0.01 each are entitled to 1.5% of any dividends declared.

After 31 July 2023, the preference shares of £0.01 each shall be entitled to a dividend equal to 40% of the Post-Tax Profits in priority to the payment of any dividends to any of the above classes of shares (Preference Dividend). The balance of any dividends payable shall be distributed as set out above.

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Variation

Return of Capital

The return of capital rights attaching to the following shares in the Company have been varied as follows:

1. on a return of capital up to an amount of £31,245,288 (Ratchet Return) the A Shares are entitled to 40.06737% of the surplus assets and 48.063737% of any surplus assets beyond the Ratchet Return.

2. on a return of capital up to an amount of the Ratchet Return the B ordinary shares of £0.01 each and D ordinary shares of £0.00001 each are together entitled to 13.5% of the surplus assets (subject to article 3.2) and the B ordinary shares of £0.01 each, preference shares of £0.01 each and ordinary shares of £0.01 each are together entitled to 39.93263% (subject to article 3.3) of the surplus assets. On any surplus assets beyond the Ratchet Return the B ordinary shares of £0.01 each and D ordinary shares of £0.0001 each are together entitled to 13.5% (subject to article 3.2) and the B ordinary shares of £0.01 each, preference shares of £0.01 each and ordinary shares of £0.01 are together entitled to 31.93263% (subject to article 3.3) of any surplus assets beyond the Ratchet Return.

3. on a return of capital the C ordinary shares of £0.01 each are entitled to 5% of the surplus assets.

4. on a return of capital the E ordinary shares of £0.01 each are entitled to 1.5% of the surplus assets.