

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 for**
You cannot use this form to
notice of particulars of varia
of class rights of members
company without share cap
do this, please use form SH

THURSDAY



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A10

06/11/2014

#339

COMPANIES HOUSE

1 Company details

Company number 0 8 9 4 3 4 8 8

Company name in full GAMMA COMMUNICATIONS PLC

→ 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 d0 d2 m1 m0 y2 y0 y1 y4

3 Details of variation of rights

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

Variation

Pursuant to the adoption by the company of new
articles of association, the rights of holders of
Equity Shares and B1 Ordinary Shares were varied by
the amendment to existing article 3 and the
introduction of a new article 4.11, as detailed
below.

(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 ①, Secretary, Person authorised ②, Administrator, Administrative receiver,
Receiver, Receiver manager, Charity commission receiver and manager, CIC
manager.

① **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.

② **Person authorised**
Under either Section 270 or 274 of
the Companies Act 2006.

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Variation

3. VARIATION OF RIGHTS

3.1 Whenever the capital of the Company is divided into different classes of shares, all or any of the rights for the time being attached to any class of shares in issue, may from time to time (whether or not the Company is being wound up) be varied by a special resolution of the holders of Equity Shares passed at a general meeting but not otherwise.

3.2 To every separate general meeting of the holders of a class of shares all the provisions of these Articles relating to general meetings of the Company or to the proceedings at such meetings shall, so far as applicable and with the necessary modifications, apply, except as provided for by the provisions of Section 334 of the 2006 Act.

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Variation

14.11 Conversion of B1 Shares by individual shareholder consent

14.11.1 A holder of B1 Shares may at any time prior to or within 30 days after the Company's admission to trading to the AIM market operated by the London Stock Exchange plc ("Admission"), by notice in writing to the Company ("Conversion Notice"), require the conversion of all (but not some only) of the B1 Shares held by it into:

4.11.1.1 such number of Ordinary Shares as is represented by "O" in the formula below:

$$O = \left(\frac{P - £0.9375}{P} \right) \times N$$

where "N" is the number of B1 Shares represented by the Conversion Notice;

and

4.11.1.2 such number of Deferred Shares as is represented by "D" in the formula below:

$$D = O - N$$

where "P" is the placing price of each Ordinary Share to be placed with investors on Admission, as approved by a resolution of the Company's board of directors, or a duly authorised committee of the Company's board of directors ("Placing Price Resolution").

14.11.2 Those B1 Shares specified in a Conversion Notice shall convert automatically to Ordinary Shares and Deferred Shares in accordance with the formulae specified in Article 4.11.1 on the later of the date of the Placing Price Resolution and the date such Conversion Notice is validly served on the Company (the "Conversion Date"). The Company shall apply for any Ordinary Shares resulting from a conversion of B1 Shares pursuant to this Article 4.11.2 to be admitted to trading on AIM on Admission or, if later, on the date the relevant Conversion Notice is validly served on the Company.

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Variation

14.11.3 Within five (5) Business Days after the Conversion Date each holder of the relevant B1 Shares shall deliver the certificate in respect of the B1 Shares being converted (or an indemnity in a form reasonably satisfactory to the Board in respect of any lost certificate(s)) to the Company at its registered office for the time being. The Company shall within five (5) Business Days after the Conversion Date enter the holder of the converted B1 Shares on the register of members of the Company as the holder of the appropriate number of Ordinary Shares and Deferred Shares and shall, within ten (10) Business Days of the Conversion Date, forward to such holder of B1 Shares by post to his address shown in the register of members, free of charge, a definitive certificate for the appropriate number of fully paid Ordinary Shares, unless such holder of B1 Shares elects by notice in writing to the Company to receive his Ordinary Shares in uncertificated form, in which case the relevant system stock account specified by such holder of B1 Shares shall be credited with the relevant number of Ordinary Shares within ten (10) Business Days of the Conversion Date. Dealings in the relevant Ordinary Shares in advance of the crediting of the relevant system stock account or the dispatch of the relevant share certificate shall be at the risk of the shareholder concerned.

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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 name

BIRD & BIRD LLP

Address 15 FETTER LANE

Post town LONDON

County/Region

Postcode

B

C

4

A

1

J

P

Country UK

DX

Telephone 020 7415 6000



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