

SH10

Notice of particulars of variation of rights attached to shares



Companies House

☒ **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 give
notice of particulars of variation of
class rights of members of a
company without share capital. If you
do this, please use form SH10A.

MONDAY



A18 *A7J1P3Q0* 19/11/2018 #135
COMPANIES HOUSE

1 Company details

Company number 09233870

Company name in full FRAUGSTER 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 15/11/2018

3 Details of variation of rights

Variation

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

DIVIDENDS - THE SERIES A SHARES SHALL RANK PARI PASSU IN RESPECT OF DIVIDEND PAYMENTS (SUBJECT THAT IF THERE ARE NIL PAID OR PARTLY PAID SHARE(S), ANY HOLDER OF SUCH SHARE(S) SHALL ONLY BE ENTITLED, IN CASE OF ANY DIVIDEND PAYMENT, TO BE PAID AN AMOUNT EQUAL TO THE AMOUNT OF THE DIVIDEND PAYMENT MULTIPLIED BY THE PERCENTAGE OF THE AMOUNT THAT IS PAID UP (IF ANY) OF SUCH SHARE(S) DURING ANY PORTION OR PORTIONS OF THE PERIOD IN RESPECT OF WHICH A DIVIDEND IS PAID).

SEE CONTINUATION PAGE...

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 , Secretary, Person authorised , 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.

SH10 – continuation page

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3	Details of variation of rights	
	Please give details of the variation of rights attached to shares.	
Variation	<p>DISTRIBUTION -</p> <p>SUBJECT TO § 2.1 LIQUIDATION PREFERENCE. SUBJECT TO § 2.1 AND § 2.4 IN THE EVENT OF (I) A LIQUIDATION, IPO OR SALE OF THE COMPANY OR (II) UPON A DISTRIBUTION OF PROFITS OR UPON A CAPITAL DECREASE OF THE COMPANY ((I) AND (II) EACH A "LIQUIDATION EVENT"), THE PROCEEDS, INCLUDING, FOR THE AVOIDANCE OF DOUBT, PROCEEDS RECEIVED BY WAY OF EARN OUT- OR SIMILAR ARRANGEMENTS PROVIDING FOR DE-LAYED COMPENSATION, IF ANY (THE "LIQUIDATION PROCEEDS"), SHALL BE DISTRIBUTED AS FOLLOWS (THE "LIQUIDATION PREFERENCE") (SAVE THAT, IN THE CASE OF A SALE, ANY SHARES NOT SOLD IN CONNECTION WITH SUCH SALE SHALL BE DISREGARDED):</p> <p>(a) FIRST, EACH SERIES B SHAREHOLDER SHALL RECEIVE THE HIGHER OF i. THE ORIGINAL PURCHASE PRICE FOR THE SERIES B SHARES HELD BY THE SERIES B SHAREHOLDER CALCULATED BY MULTIPLYING THE NUMBER OF SERIES B SHARES HELD BY THE SERIES B SHAREHOLDER WITH THE SUBSCRIPTION PRICE; AND ii. THE AMOUNT THAT THE SERIES B SHAREHOLDER WOULD RECEIVE ON ACCOUNT OF HIS SERIES B SHARES IF THE LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL SHAREHOLDERS PRO RATA BASED ON THEIR SHARE-HOLDINGS IN THE COMPANY IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT ("LEVEL 1"); AND</p> <p>(b) SECOND, AFTER THE PAYMENT IN FULL OF ANY PAYMENTS DUE ON LEVEL 1, EACH SERIES A SHAREHOLDER SHALL RECEIVE THE HIGHER OF i. THE ORIGINAL PURCHASE PRICE FOR THE SERIES A SHARES HELD BY THE SERIES A SHAREHOLDER CALCULATED BY MULTIPLYING THE NUMBER OF SERIES A SHARES HELD BY THE SERIES A SHAREHOLDER WITH THE SUBSCRIPTION PRICE; AND ii. THE AMOUNT THAT THE SERIES A SHAREHOLDER WOULD RECEIVE ON ACCOUNT OF HIS SERIES A SHARES IF THE LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL SHAREHOLDERS PRO RATA BASED ON THEIR SHARE-HOLDINGS IN THE COMPANY IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT ("LEVEL 2").</p> <p>VOTING - THE HOLDERS OF SERIES A SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, AND TO ATTEND AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY.</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 **COURTNEY MUNN**

Company name **WITHERSWORLDWIDE**

Address **20 OLD BAILEY**

Post town **LONDON**

County/Region

Postcode **E C 4 M 7 A N**

Country

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 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