

A25 07/12/2016 #130
COMPANIES HOUSE

SH06

Notice of cancellation of shares

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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
Currency table A				
GBP	A Ordinary	5846667	39,233 34	
GBP	B Ordinary	2153333	21,533 33	
Totals		8000000	60,766 67	0 00

Currency table B				
Totals		0	0 00	0

Currency table C				
Totals		0	0 00	0

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	8000000	606,200 03	0

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

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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

A Ordinary

Prescribed particulars

1

See continuation sheet

Class of share

B Ordinary

Prescribed particulars

1

See continuation sheet

Class of share

~~C Ordinary~~

Prescribed particulars

1

See continuation sheet

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

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Signature

I am signing this form on behalf of the company

Signature

Signature

X

Michael S Graham

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

CHFP025

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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

Amy Donnelly

Company name

Addleshaw Goddard LLP

Address

100 Barbirolli Square

Post town

Manchester

County/Region

Greater Manchester

Postcode

M

2

3

A

B

Country

United Kingdom

DX

14301 Manchester

Telephone

0161 934 6000

**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

**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

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email 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

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Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	A Ordinary	
Prescribed particulars	<p>1 Income Any dividend declared shall require the prior consent of the Majority Holders and (subject to such consent being obtained) shall be distributed pari passu to the holders of Equity Shares as if they were Shares of the same class</p> <p>2 Capital The balance of the Capitalisation Value shall be allocated between the holders of the A Ordinary Shares, B Ordinary Shares and the C Ordinary Shares pro-rata as if such Shares constituted a single class until the Target Amount shall have been received by the holders of the A Ordinary Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation The balance (if any) of the Capitalisation Value shall be allocated as follows the A Share Per Cent of the Excess Proceeds shall be allocated to the holders of the A Ordinary Shares pro rata The A Share Per Cent is the total percentage that the A Ordinary Shares bear to the total number of A Ordinary, B Ordinary and C Ordinary Shares in issue less x% of the Excess Proceeds where x is equal to y divided by (y+z) multiplied by 10 44387%, y is equal to the number of A Ordinary shares in issue and z is equal to the number of B Ordinary shares in issue</p> <p>3 Voting (a) Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with these Articles (1) subject to (1), on a show of hands, every Shareholder holding one or more Equity Shares (other than B1 Ordinary Shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote,</p>	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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5 Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	A Ordinary	
Prescribed particulars	<p>(i) subject to (1), on a poll, every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every Equity Share (other than B1 Ordinary Shares) of which he is the holder,</p> <p>(ii) subject to (1), on a written resolution, every Shareholder holding one or more Equity Shares (other than B1 Ordinary Shares) as at the time on which the first copy of the resolution is sent or submitted to such Shareholder in accordance with Chapter 2 of Part 13 of the Companies Act 2006, shall have one vote for every Equity Share (other than B1 Ordinary Shares) of which he is the holder,</p> <p>provided that the votes attaching to the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall be reduced pro-rata in order to give effect to the following</p> <p>(1) the C1 Ordinary Shares shall, at all times, be entitled to 2 27% of the total number of votes capable of being cast on any resolution of the Company,</p> <p>(ii) the C2 Ordinary Shares shall, at all times, be entitled to 3 96% of the total number of votes capable of being cast on any resolution of the Company,</p> <p>(iii) the C3 Ordinary Shares shall, at all times, be entitled to 3 57% of the total number of votes capable of being cast on any resolution of the Company,</p> <p>(iv) the C4 Ordinary Shares shall, at all times, be entitled to 4 47% of the total number of votes capable of being cast on any resolution of the Company,</p>	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder</p> <p>A separate table must be used for each class of share</p>

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5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	A Ordinary	
Prescribed particulars	<p>(1) the C5 Ordinary Shares shall, at all times, be entitled to 4.47% of the total number of votes capable of being cast on any resolution of the Company,</p> <p>(11) the E Ordinary Shares shall, at all times, be entitled to 24.62% of the total number of votes capable of being cast on any resolution of the Company</p> <p>If a Material Default has occurred and is continuing and the Majority Holders deliver a written notice (Voting Adjustment Notice) to that effect to the Company then the voting rights attaching to the A Ordinary Shares shall be amended with effect from the date of the voting adjustment notice to the effect that in relation to any resolution of the Company (whether proposed at a general meeting of the Company or as a written resolution) each holder of A Ordinary Shares (or the duly appointed proxy or corporate representative of such Shareholder) shall (whether the vote on such resolution, if proposed at any general meeting of the Company, is taken on a show of hands or on a poll) have one hundred thousand votes for every A Ordinary Share in the capital of the Company of which he is the holder until the earlier of</p> <p>(1) the date that the Material Default has been rectified and/or ceased to exist; and</p> <p>(11) the date that the Majority Holders give notice in writing to the Company cancelling the voting adjustment notice</p>	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	A Ordinary	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
Prescribed particulars	<p>. .</p> <p>The provisions of this Article 13 4(c) shall apply at any time after any occurrence of a Material Default</p> <p>at any meeting called pursuant to this Article 13.4(c) the quorum shall be qualifying persons holding not less than 75 per cent. in nominal value of the A Ordinary Shares and at any meeting called pursuant to Article 13 4(c) only the holders of A Ordinary Shares may vote on any resolution relating to its adjournment</p> <p>The voting and other rights conferred upon the holders of A Ordinary Shares by Articles 13 4(c), 13 4(d) and 13.4(e) shall cease to apply upon the first to occur of</p> <p>(1) the date on which the Material Default which triggered such rights is rectified, and</p> <p>(11) the Majority Holders giving written notice to the Company that such rights shall no longer accrue to the holders of such Shares</p>	

5 **Statement of capital (prescribed particulars of rights attached to shares) ①**

Class of share	B Ordinary
Prescribed particulars	<p>1 Income Any dividend declared shall require the prior consent of the Majority Holders and (subject to such consent being obtained) shall be distributed pari passu to the holders of the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares as if they were Shares of the same class</p> <p>2 Capital The balance of the Capitalisation Value shall be allocated between the holders of the A Ordinary Shares, B Ordinary Shares and the C Ordinary Shares pro-rata as if such Shares constituted a single class until the Target Amount shall have been received by the holders of the A Ordinary Shares together with any accrued but unpaid dividends thereon calculated down to the date of such Realisation. The balance (if any) of the Capitalisation Value shall be allocated to the B share pro rata. The B Share Per Cent is the total percentage that the B Ordinary Shares bear to the total number of A Ordinary, B Ordinary and C Ordinary Shares in issue less $x\%$ of the Excess Proceeds where x is equal to z divided by $(y+z)$ multiplied by 10 44387%, y is equal to the number of A ordinary Shares in issue and z is equal to the total number of B Ordinary Shares in issue</p> <p>3 Voting Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with the Articles</p> <p>(1) subject to (1), on a show of hands, every Shareholder holding one or more Equity Shares (other than B1 Ordinary Shares) who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy, shall have one vote,</p> <p>(11) subject to (1), on a poll, every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every Equity Share (other than B1 Ordinary Shares) of which he is the holder,</p>

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,
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- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
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A separate table must be used for each class of share

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5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	B Ordinary	
Prescribed particulars	<p>(111) subject to (1), on a written resolution, every Shareholder holding one or more Equity Shares (other than B1 Ordinary Shares) as at the time on which the first copy of the resolution is sent or submitted to such Shareholder in accordance with Chapter 2 of Part 13 of the Companies Act 2006, shall have one vote for every Equity Share (other than B1 Ordinary Shares) of which he is the holder,</p> <p>provided that the votes attaching to the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall be reduced pro-rata to give affect to the following.</p> <p>(1) the C1 Ordinary Shares shall, at all times, be entitled to 2 27% of the total number of votes capable of being cast on any resolution of the Company,</p> <p>(11) the C2 Ordinary Shares shall, at all times, be entitled to 3 96% of the total number of votes capable of being cast on any resolution of the Company,</p> <p>(111) the C3 Ordinary Shares shall, at all times, be entitled to 3.57% of the total number of votes capable of being cast on any resolution of the Company,</p> <p>(1v) the C4 Ordinary Shares shall, at all times, be entitled to 4 47% of the total number of votes capable of being cast on any resolution of the Company,</p> <p>(v) the C5 Ordinary Shares shall, at all times, be entitled to 4 47% of the total number of votes capable of being cast on any resolution of the Company,</p> <p>(v1) the E Ordinary Shares shall, at all times, be entitled to 24 62% of the total number of votes capable of being cast on any resolution of the Company</p>	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>