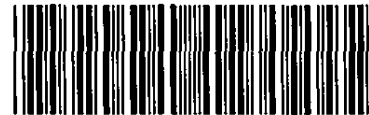


## Notice of cancellation of shares

✓ **What this form is for**  
You may use this form to give notice  
of a cancellation of shares by a  
limited company on purchase

**X What this form is NOT for**  
You cannot use this form to  
give notice of a cancellation  
of shares held by a public company  
under section 663 of the  
Companies Act 2006. To do this,  
please use form SH07



\*A5ZWJM22\*

A08

09/02/2017

**#206**

COMPANIES HOUSE

THURSDAY

## 1 Company details

Company number	0	9	4	5	8	9	1	7
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Company name in full	GBUK Group Limited
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→ Filing in this form  
Please complete in typescript or in  
bold black capitals

All fields are mandatory unless specified or indicated by \*

2	Date of cancellation
---	----------------------

Date of cancellation 

<sup>d</sup> 3	<sup>d</sup> 1	<sup>m</sup> 0	<sup>m</sup> 1	<sup>y</sup> 2	<sup>y</sup> 0	<sup>y</sup> 1	<sup>y</sup> 7
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### 3 Shares cancelled

[illegible]

## 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
<b>Currency table A</b>				
Sterling	See Continuation Sheet			
Totals				
<b>Currency table B</b>				
Totals				
<b>Currency table C</b>				
Totals				
Totals (including continuation pages)		Total number of shares 16,775,750	Total aggregate nominal value ① £20,222,219	Total aggregate amount unpaid ① £0 00

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

4

Complete the table below to show the issued share capital  
Complete a separate table for each currency.

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SH06

## Notice of cancellation of shares

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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**

**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

Class of share

Preference Shares ("Prefs")

Prescribed particulars

1

- (a) Voting The Prefs have no voting rights
- (b) Income The holders of Prefs shall be entitled to receive, in priority to the holders of any other class of shares (other than A Prefs), a fixed cumulative preferential dividend at the annual rate of 12.5 per cent of the Preference Share Value (subscription price plus accrued but unpaid preference dividends) which are payable on Exit or at any time with the consent of the Board and the Investor Majority
- (c) Capital See continuation sheet re A Ords
- (d) Redemption The Prefs are not redeemable

Class of share

A Preference Shares ("A Prefs")

Prescribed particulars

1

- (a) Voting The A Prefs have no voting rights
- (b) Income The holders of A Prefs shall be entitled to receive, in priority to the holders of any other class of shares (other than Prefs), a fixed cumulative preferential dividend at the annual rate of 11 per cent of the A Preference Share Value (subscription price plus accrued but unpaid A Preference Dividends) which are payable on Exit or at any time with the consent of the Board and the Investor Majority
- (c) Capital See continuation sheet re A Ords
- (d) Redemption The A Prefs are not redeemable

Class of share

A Ordinary Shares ("A Ords")

Prescribed particulars

1

- (a) Voting Holders of A Ords as a class are entitled to 75% of votes on a show of hands, poll & written resolution allocated in proportion to the number of such shares held, save in certain default situations when if the holders of A Ords vote in favour the resolution is deemed passed and if they vote against the resolution it is deemed not to have been passed
- (b) Income A Ords participate pari passu with the holders of B Ords and C Ords as if they were one class of share according to the number of such shares held
- (c) Capital See continuation sheet for A Ords
- (d) Redemption The A Ords are not redeemable

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## Signature

I am signing this form on behalf of the company

Signature

Signature

X  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

# SH06 - continuation page

## Notice of cancellation of shares

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

Class of share	A Ordinary Shares ("A Ords")	
Prescribed particulars	<p>(c) Capital On a capital distribution (other than a redemption of shares or the purchase by the Company of its own shares) then the surplus assets and retained profits of the Company remaining after payment of all its liabilities or the proceeds of the Exit as appropriate (the "Proceeds") are applied in the following order and priority (i) to the holders of Prefs and A Prefs the Subscription Price on all issued Prefs and A Prefs together with an amount equal to all arrears and accruals of Preference Dividend and A Preference Dividend whether earned or declared or not, and (ii) any balance of the Proceeds after the payments referred to at (i) above (the "Balance") shall be paid to the holders of A Ords, B Ords and C Ords (together "Equity Shares") as follows (A) <u>if the Balance is less than £50,000,000 but equal to or more than £40,000,000</u>, pro rata to the number of such Equity Shares held, (B) <u>if the Balance is less than £40,000,000</u> (i) to the holders of A Ords and B Ords (pari passu as if the same constituted a single class of share) an amount "X" calculated as follows and allocated pro rata to the number of A Ords and B Ords held <math>X = [((A + B)/E) + 0.04] \times \text{Balance}</math>, Where "A" means the number of A Ords in issue at the relevant time, "B" means the number of B Ords in issue at the relevant time, "C" means the number of C Ords in issue at the relevant time, and "E" means A plus B plus C, and (ii) to the holders of C Ords an amount "Y" calculated as follows and allocated pro rata to the number of C Ords held <math>Y = [((C/E) - 0.04) \times \text{Balance}]</math>, and (C) <u>if the Balance is equal to or exceeds £50,000,000</u> (i) to the holders of A Ords and B Ords (pari passu as if the same constituted a single class of share) an amount "W" calculated as follows and allocated pro rata to the number of A Ords and B Ords held <math>W = [((A + B)/E) - 0.04] \times \text{Balance}</math>, and (ii) to the holders of C Ords other than those that are Leavers (save where an Investor Majority has consented to a Leaver being included in this category) an amount "Z" calculated as follows and allocated pro rata to the number of C Ords held <math>Z = [((\Delta C/E) + 0.04) \times \text{Balance}]</math>, Where "<math>\Delta C</math>" means the number of C Ords in issue at the relevant time other than any C Ords held by a Leaver save where an Investor Majority has consented to a Leaver being included in this category, and (iii) to the holders of C Ords who are Leavers (other than those Leavers who fall within paragraph (C)(ii) above) an amount "S" calculated as follows and allocated pro rata to the number of C Ords held by such Leavers <math>S = (L/E) \times \text{Balance}</math>, Where "L" means the number of C Ords held by Leavers at the relevant time (other than those Leavers who fall within paragraph (C)(ii))</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder</li> </ul> <p>A separate table must be used for each class of share</p>

# SH06 - continuation page

## Notice of cancellation of shares

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

Class of share	B Ordinary Shares ("B Ords")	① Prescribed particulars of rights attached to shares The particulars are
Prescribed particulars	<p>(a) Voting The holders of B Ords and C Ords (pari passu as if a single class of share) as a class are entitled to 25% of the votes on a show of hands, a poll and a written resolution allocated amongst them in proportion to the number of such shares held, save in certain default situations when if the holders of A Ords vote in favour then the resolution is deemed passed and if they vote against the resolution it shall be deemed not to have been passed</p> <p>(b) Income If any dividends are paid the B Ords participate pari passu with the holders of A Ords and C Ords as if they were one class of share according to the number of shares held</p> <p>(c) Capital See continuation sheet for A Ords</p> <p>(d) Redemption The B Ords are not redeemable</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>

# SH06 - continuation page

## Notice of cancellation of shares

5

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

Class of share	C Ordinary Shares ("C Ords")	
Prescribed particulars	<p>(a) Voting The holders of B Ords and C Ords (pari passu as if a single class of share) as a class are entitled to 25% of the votes on a show of hands, a poll and a written resolution allocated amongst them in proportion to the number of such shares held, save in certain default situations when if the holders of A Ords vote in favour then the resolution is deemed passed and if they vote against the the resolution it shall be deemed not to have been passed</p> <p>(b) Income If any dividends are paid the C Ords participate pari passu with with the holders of A Ords and B Ords as if they were one class of share according to the number of shares held</p> <p>(c) Capital See continuation sheet for A Ords</p> <p>(d) Redemption The C Ords are not redeemable</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder</li> </ul> <p>A separate table must be used for each class of share</p>

SH06

## Notice of cancellation of shares

**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 **Jayne Aarons**

Company name **Squire Patton Boggs (UK) LLP**

Address **6 Wellington Place**

Post town **Leeds**

County/Region

Postcode 

L	S	1		4	A	P
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Country **England**

DX

Telephone **+44 (0113) 284 7000**

**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

**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.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)**