

# 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 give notice of particulars of variation of class rights of members of a company without share capital. If you do this, please use form SH10.



\*R4BND6S8\*  
14/07/2015 #36  
COMPANIES HOUSE

TUESDAY

### 1 Company details

Company number 09504386

Company name in full T. Bailey 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 30/06/2015

### 3 Details of variation of rights

Please give details of the variation of rights attached to shares

Variation 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 <sup>1</sup>, Secretary, Person authorised <sup>2</sup>, 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

## Notice of particulars of variation of rights attached to 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 David Sauvain

Company name Howes Percival LLP

Address 3 The Osiers Business Centre

Post town Leicester

County/Region

Postcode L E 1 9 1 D

Country

DX DX 710913 Lei Meridian

Telephone 0116 247 3500



### 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](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

# SH10 - continuation page

Notice of particulars of variation of rights attached to shares

3

## Details of variation of rights

Please give details of the variation of rights attached to shares

Variation

The rights attached to the single ordinary share of £1 00 in the capital of the Company have been varied as follows

### 1 1 Income

#### In respect of the period prior to Conversion

No dividend shall be declared and/or paid during any financial period of the Company to any of the holders of the shares unless or until the Company has declared and paid to the holders of the Preference Shares a non-cumulative cash dividend at the following rates in respect of that period in full

(a) in respect of the Preference Shares held by Harbour, 47 27 pence per Preference Share, and

(b) in respect of the Preference Shares held by FHH, 10 pence per Preference Share

The remaining profits of the Company that the Company shall resolve to distribute shall be distributed amongst the holders of shares pro-rata according to the Proportion of the Equity held by them respectively on the Relevant Date and shall accrue on a daily basis

#### In respect of the period from and including Conversion

Subject to Article 4 4 1, in respect of the period from and including Conversion, to the extent that the Company shall determine to distribute the same in respect of any financial period, the profits of the Company available for distribution shall be distributed to the holders of shares pro-rata according to the Proportion of the Equity held by them respectively on the Relevant Date and shall accrue on a daily basis

Where

"**Articles**" means the articles of association of the Company from time to time,

"**Conversion**" means the conversion of the Preference Shares to Ordinary Shares in accordance with Article 4 5,

"**FHH**" means Forman Hardy Holdings Limited (company number 00355853),

"**Harbour**" means Harbour Investments (company number 03330808),

"**Proportion of the Equity**" means the proportion of the overall equity in the Company (in value and not in share numbers) deemed to attach to shares from time to time calculated in accordance with the Article 4 6,

"**Relevant Date**" means the date determined by reference to Article 4 1 3 or 4 2 2 or 4 3 2 2 or 4 4 2 2 or 9 3 or 10 4 or the date on which a Deemed Transfer Notice is deemed to have been served pursuant to Article 8 4 or the date on which a holder of shares serves a notice pursuant to Article 8 20 (as appropriate)

# SH10 - continuation page

Notice of particulars of variation of rights attached to shares

3

## Details of variation of rights

Please give details of the variation of rights attached to shares

Variation

### 1 2 Capital

On a return of assets, whether on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows

1 2 1 1 first, in paying to the holders of the Preference Shares the amount paid up on each Preference Share (including any share premium paid in respect of each Preference Share) plus a sum equal to any declared but unpaid dividends in respect of such Preference Shares,

1 2 1 2 secondly, in paying to the holders of Ordinary Shares the amount paid up on each Ordinary Share (and, where such share is held as a result of a Conversion, any share premium which was paid by the holder of such share on its allotment) plus a sum equal to any declared but unpaid dividends in respect of such Ordinary Shares,

1 2 1 3 thirdly, in paying to the Original Members in proportion to the number of Ordinary Shares and/or Preference Shares held by them respectively as against the aggregate number of Ordinary Shares and/or Preference Shares in issue to the Original Members a sum equal to £6,500,000 (six million five hundred thousand pounds) less the aggregate amount paid to the Original Members pursuant to Article 4 2 1 1 and/or Article 4 2 1 2 in respect of the amounts paid up on the Preference Shares and/or the Ordinary Shares held by each of them (including any amounts paid to each of them pursuant to Article 4 2 1 1 and/or Article 4 2 1 2 in respect of any share premium),

1 2 1 4 fourthly in paying to the holders of the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares the amount paid up on each such share plus a sum equal to any declared but unpaid dividends in respect of such shares, and

1 2 1 5 the balance (if any) of such assets shall be distributed amongst the holders of the Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares in proportion to the Proportion of the Equity held by them respectively on the Relevant Date,

and if there is a shortfall of assets remaining to satisfy the entitlements of holders of the relevant class(es) of shares in full under Article 4 2 1 1, 4 2 1 2, 4 2 1 3 or 4 2 1 4 above, the proceeds shall be distributed to the holders of the relevant shares of that class(es) referred to in the relevant Article pro rata in proportion to the number of shares held by such holders

Where

"Original Members" means Harbour and FHH (and each is an "Original Member")

# SH10 - continuation page

Notice of particulars of variation of rights attached to shares

3

## Details of variation of rights

Variation

Please give details of the variation of rights attached to shares

### 1 3 Voting

The holders of the Preference Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company (save where any dividends have been declared but have not been paid in accordance with Article 4 1, in which case, the holders of the Preference Shares shall be entitled to vote on the assumption that there has been a Conversion in respect of all Preference Shares in issue (whether or not a Conversion has taken place)),

The holders of B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company, and

The holders of the Ordinary Shares shall have the right to receive notice of and attend and vote at any general meeting of the Company and each such holder present in person or by proxy or by representative (if a company) shall be entitled on a show of hands to one vote and on a poll to one vote for each Ordinary Share held by him

Following the occurrence of a Listing, and subject as provided below in this Article and to any other special rights or restrictions as to voting attached to any shares by or in accordance with these Articles

(a) the holders of the Preference Shares shall be entitled to receive notice of all general meetings but shall not be entitled to attend or vote, either in person or by proxy or by representative (if a company) at any general meeting of the Company (save where any dividends have been declared but have not been paid in accordance with Article 4 1, in which case, the holders of the Preference Shares shall be entitled to vote on the assumption that there has been a Conversion in respect of all Preference Shares in issue (whether or not a Conversion has taken place)), and

(b) the holders of each of the Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares shall each have the right to receive notice of and attend and vote at any general meeting of the Company and each such holder present in person or by proxy or by representative (if a company) shall be entitled on a show of hands to one vote and on a poll to a percentage of the votes equivalent to the relevant holder's Proportion of the Equity (and for this purpose, the Relevant Date for determining the Proportion of the Equity shall be the date of Listing)

Where

"Triggering Event" means a Listing and/or a Sale and/or a Disposal (each as defined in the Articles)