

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 company without share certificate. To do this, please use form SH10A.

THURSDAY



A39 *A4MG6VM1* #18
17/12/2015
COMPANIES HOUSE

1 Company details

Company number 0 9 7 9 6 1 6 5

Company name in full GASCOIGNE HALMAN GROUP 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 1 8 1 1 2 0 1 5

3 Details of variation of rights

Please give details of the variation of rights attached to shares

Variation "A Ordinary Shares": means the A ordinary shares of £0.01 each in the capital of the Company;
"B Ordinary Shares": means the B ordinary shares of £0.01 each in the capital of the Company;
"C Shares": means the C shares of £0.01 each in the capital of the Company;
"Controlling Interest": means an interest in shares giving to the holder or holders (and persons Acting in Concert with such person) control of the company within the meaning of section 1124 Corporation Tax Act 2010;

PLEASE SEE CONTINUATION SHEET FOR FURTHER VARIATIONS.

Continuation pages

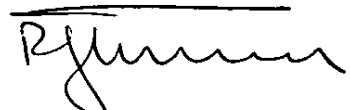
Please use a continuation page if you need to enter more details

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, Charitable 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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3 Details of variation of rights

	Please give details of the variation of rights attached to shares	
Variation	<p>"Group": means the Company and its Subsidiaries (if any) from time to time and references to member of the Group and Group Company are to be construed accordingly;</p> <p>"Proceeds": means the consideration or value to which Shareholders or any of them is entitled to receive upon a Sale or Return of Capital;</p> <p>"Return of Capital": means a return of assets on a liquidation or winding up, a buyback of shares or a capital reduction by the Company;</p> <p>"Sale": means a sale of a Controlling Interest in the Company or a sale of all or substantially all of the business undertaking and assets of the Group;</p> <p>"Subsidiaries": means subsidiary and subsidiary undertakings as defined in Schedule 6 of the 2006 Act. Subsidiary is to be construed accordingly;</p> <p>1.1 The share capital of the Company at the Adoption Date consists of A Ordinary Shares, B Ordinary Shares and C Shares which shall rank equally in all respects save as set out in this paragraph 1.</p> <p>1.2 On a Sale or Return of Capital (and whether paid to Shareholders by way of consideration for the transfer of shares, dividends or otherwise), the Proceeds will be distributed on a pari passu basis between the holders of the A Ordinary Shares and the B Ordinary Shares on a pro-rata basis (based on their holdings of A Ordinary Shares and B Ordinary Shares (as relevant)). The C Shares, shall in such circumstances, have no entitlement.</p> <p>1.3 Each A Ordinary Share and each B Ordinary Share will entitle its holder to receive notice of, attend and vote at any general meeting of the Company and to receive copies of and to agree any proposed written resolution. The C Shares shall have no entitlement to the matters set out in this paragraph 1.3.</p> <p>1.4 The profits of the Company which are available for lawful distribution in respect of each financial year of the Company shall be applied in such amounts as the Board shall determine, taking into account the working capital requirements of the Group provided that any distribution shall be made between the A Ordinary Shares and B Ordinary Shares on a pro-rata basis. The C Shares shall not be entitled to any dividends.</p> <p>PLEASE SEE CONTINUATION SHEET FOR FURTHER VARIATIONS.</p>	

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3 Details of variation of rights



	Please give details of the variation of rights attached to shares	
Variation	<p>1.5 If the holder of A Ordinary Shares acquires or subscribes for any B Ordinary Shares, those B Ordinary Shares shall automatically convert into the same number of A Ordinary Shares from the date of registration of those B Ordinary Shares. If the holder of B Ordinary Shares acquires or subscribes for any A Ordinary Shares, those A Ordinary Shares shall automatically convert into the same number of B Ordinary Shares from the date of registration of those A Ordinary Shares.</p> <p>1.6 The A Ordinary Shares, B Ordinary Shares and C Shares do not confer any rights of redemption.</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	JAHID ALI
Company name	SPEARING WAITE LLP
Address	41 FRIAR LANE
Post town	LEICESTER
County/Region	LEICESTERSHIRE
Postcode	L E I S R B
Country	UNITED KINGDOM
DX	10837 LEICESTER 1
Telephone	0116 262 4225

	Checklist
We may return forms completed incorrectly or with information missing	
Please make sure you have remembered the following	
<input type="checkbox"/> The company name and number match the information held on the public Register	
<input type="checkbox"/> You have entered the date of variation of rights in section 2	
<input type="checkbox"/> You have provided details of the variation of rights in section 3	
<input type="checkbox"/> 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