

In accordance with  
Section 637 of the  
Companies Act 2006.

# SH10

## Notice of particulars of variation of rights attached to shares



Companies House

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10/06/2022

#217

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. To do this, please use form SH12.

## 1 Company details

Company number 0 9 8 9 9 7 3 1

Company name in full HARNHAM 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 2 9 0 4 2 0 2 2

## 3 Details of variation of rights

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

Variation

With effect from the above date following adoption of the new articles of association of the Company, the 498 A Ordinary Shares (formerly B Ordinary Shares), the 7433 B Ordinary Shares (formerly A Ordinary Shares), the 60 C Ordinary Shares (formerly B Ordinary Shares) and the remaining B Ordinary Shares in the capital of the Company were varied so that they have the rights set out in the continuation pages attached hereto.

### 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

✗

DocuSigned by:  
  
4712B9017BB3467...

✗

This form may be signed by:

Director ①, Secretary, Person authorised ②, 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.

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## 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 JP27/HAR.073-0005

Company name Squire Patton Boggs (UK) LLP

Address Premier Place

2 & A Half Devonshire Square

Post town London

County/Region

Postcode E C 2 M 4 U J

Country United Kingdom

DX

Telephone 020 7655 1000

**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)

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### Details of variation of rights

	Please give details of the variation of rights attached to shares.	
Variation	<p><b>A Ordinary Shares:</b></p> <p>Voting - right to one vote each or proportionate to the number of shares held on a poll basis or on a written resolution, unless an event of default occurs at which point the A Ordinary Shares carry enhanced voting rights, as per the details and circumstances set out in the Articles.</p> <p>Dividends - holders are entitled to an annual fixed cumulative preferential cash dividend until the financial year ending in November 2026, following which they shall be entitled to a long-term dividend each year thereafter, to be calculated in accordance with the Articles. Holders are also entitled to participate in the proceeds of disposal of shares by the Company in its subsidiaries, notwithstanding the fact that holders do not hold shares in such subsidiaries, such that the holders shall be entitled to participate in an amount equal to that they would receive had the Company owned the entire issued share capital of that subsidiary and the sale proceeds have been distributed amongst the holders of the A, B and C Ordinary Shares (as Equity Shares) pro rata according to the number of shares held, and the proportion of the distribution that was to be distributed to the holders of the B Ordinary Shares shall be reduced accordingly, per article 3.1.5 of the Articles.</p> <p>Right to further issuance of shares - holders entitled to further issuance of further shares by way of written offer in the same proportion (as nearly as possible) as the number of shares held before such issue.</p> <p>Return of Capital - holders are entitled to participate in distributions in respect of capital (including on a winding-up) pro rata to the number of A Ordinary Shares held.</p> <p><b>B Ordinary Shares:</b></p> <p>Voting - right to one vote each or proportionate to the number of shares held on a poll basis or on a written resolution unless an event of default occurs at which point the A Ordinary Shares carry enhanced voting rights (as set out above).</p> <p>Dividends - holders are entitled to the balance of any profits of the Company resolved to be distributed amongst the holder of B Shares (as Equity Shares, defined in the Articles) pro rata according to the number of shares held.</p> <p>Return of Capital - holders are entitled to participate in distributions in respect of capital (including on a winding-up) pro rata to the number of B Ordinary Shares held.</p> <p><b>C Ordinary Shares:</b></p> <p>Voting - right to one vote each or proportionate to the number of shares held on a poll basis or on a written resolution unless an event of default occurs at which point the A Ordinary Shares carry enhanced voting rights (as set out above).</p> <p>Dividends - holders are entitled to the balance of any profits of the Company resolved to be distributed amongst the holder of C Shares (as</p>	

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**3****Details of variation of rights**

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

Variation

Equity Shares, defined in the Articles) pro rata according to the number of shares held. Holders are also entitled to participate in the proceeds of disposal of shares by the Company in its subsidiaries, notwithstanding the fact that holders do not hold shares in such subsidiaries, such that the holders shall be entitled to participate in an amount equal to that they would receive had the Company owned the entire issued share capital of that subsidiary and the sale proceeds have been distributed amongst the holders of the A, B and C Ordinary Shares (as Equity Shares) pro rata according to the number of shares held, and the proportion of the distribution that was to be distributed to the holders of the B Ordinary Shares shall be reduced accordingly, per article 3.1.5 of the Articles.

Return of Capital - holders are entitled to participate in distributions in respect of capital (including on a winding-up) pro rata to the number of C Ordinary Shares held.