



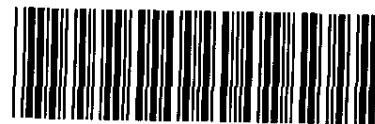
✓ What this form is for

You may use this form to give notice
of a cancellation of shares by a
limited company on purchase

X What this form is NO

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 please use form SH07.

FRIDAY



A29

A749IDK1

20/04/2018

#293

COMPANIES HOUSE

1 Company details

Company number	0	9	9	6	4	3	0	6
----------------	---	---	---	---	---	---	---	---

Company name in full	KINAPSE TOPCO 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 cancellation
---	----------------------

Date of cancellation	^d 2	^d 0	^m 1	^m 2	^y 2	^y 0	^y 1	^y 7
----------------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------

3	Shares cancelled
---	------------------

[illegible]

SH06

Notice of cancellation of shares

4

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	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

GBP	A Ordinary Shares	646,304	6463.04	
GBP	B Ordinary Shares	73,696	736.96	
GBP	C1 Ordinary Shares	178,650	1786.50	
Totals		898,650	8,986.50	0

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation
pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❷
900,000	£10,336.50	0

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

Statement of capital

Complete the table below to show the issued share capital.

Complete a separate table for each currency.

[illegible]

SH06 - continuation page

Notice of cancellation of shares

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

Class of share	A Ordinary Shares	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>Dividend Rights Subject to (a) the board recommending payment of the same, and (b) investor consent, any available profits which the company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary, B Ordinary, C1 Ordinary and C2 Ordinary Shares (the "Equity Shares") (pari passu as if the same constituted one class of share) according to the number of such Equity Shares held by the relevant shareholder at the relevant time</p> <p>Return of Capital Rights On a return of capital, or liquidation or otherwise (except on a redemption or purchase by the company of any shares), the surplus assets of the company remaining after the payment of its liabilities and all payments will be applied in the following order (a) first, and in priority to the below, in paying pro rata to each holder of fully paid Equity Shares an amount equal to 100 per cent of the issue price of such Equity Shares held, (b) second, and in priority to the below, in paying pro rate to each holder of fully paid D Ordinary Shares an amount equal to 100 per cent of any accrued but unpaid return due in relation to D Ordinary Shares; (c) third, any surplus proceeds available shall be distributed to the holders of Equity Shares, pro rata to their holding of Shares, provided that each holder of D Ordinary Shares shall have the right to receive £1 per D Ordinary Share held by them for every £100,000,000,000 of capital returned to the holders of the Equity Shares after all share capital (including the issue price) on the Equity Shares in issue has been paid</p> <p>Voting Rights Holders of A Ordinary Shares shall have one vote for each A Ordinary Share held on the date of circulation of a written resolution or at a general meeting at which the holder is present</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Ordinary Shares	
Prescribed particulars	<p>Dividend rights</p> <p>Dividend rights are subject to (a) the board recommending payment of the same and (b) investor consent, any available profits which the company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary, B Ordinary, C1 Ordinary and C2 Ordinary Shares (the "Equity Shares") (pari passu as if they same constituted one class of share) according to the number of such Equity Shares held by the relevant shareholder at the relevant time.</p> <p>Return of capital rights</p> <p>On any return of capital, repayment or distribution (except on a redemption or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of its liabilities (other than payment pursuant to shareholder loans) and all payments to be made in priority shall be applied in the following order (a) first, in paying pro rata to each holder of fully paid Topco Preferred Ordinary Shares an amount equal to the amount the Company has received in respect of the Holdco Preferred Ordinary Shares it holds in Kinapse Holdco Limited, (b) second, in paying pro rata to each holder of fully paid Equity Shares an amount equal to 100 per cent. of the issue price of such Equity Shares held by it; and (c) third, any surplus proceeds available shall be distributed to the holders of Equity Shares, pro rata to their holding of Equity Shares.</p> <p>Voting rights</p> <p>Holders of B Ordinary Shares are not entitled to vote on written resolutions or at general meetings. They are entitled to vote at a meeting of B Ordinary Shareholders.</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	C1 Ordinary Shares	
Prescribed particulars	<p>Dividend rights</p> <p>Dividend rights are subject to (a) the board recommending payment of the same and (b) investor consent, any available profits which the company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary, B Ordinary, C1 Ordinary and C2 Ordinary Shares (the "Equity Shares") (pari passu as if they same constituted one class of share) according to the number of such Equity Shares held by the relevant shareholder at the relevant time.</p> <p>Return of capital rights</p> <p>On any return of capital, repayment or distribution (except on a redemption or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of its liabilities (other than payment pursuant to shareholder loans) and all payments to be made in priority shall be applied in the following order (a) first, in paying pro rata to each holder of fully paid Topco Preferred Ordinary Shares an amount equal to the amount the Company has received in respect of the Holdco Preferred Ordinary Shares it holds in Kinapse Holdco Limited, (b) second, in paying pro rata to each holder of fully paid Equity Shares an amount equal to 100 per cent. of the issue price of such Equity Shares held by it; and (c) third, any surplus proceeds available shall be distributed to the holders of Equity Shares, pro rata to their holding of Equity Shares.</p> <p>Voting rights</p> <p>Holders of C1 Ordinary Shares are not entitled to vote on written resolutions or at general meetings. They are entitled to vote at a meeting of C1 Ordinary Shareholders.</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	C2 Ordinary Shares	
Prescribed particulars	<p>Dividend rights</p> <p>Dividend rights are subject to (a) the board recommending payment of the same and (b) investor consent, any available profits which the company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary, B Ordinary, C1 Ordinary and C2 Ordinary Shares (the "Equity Shares") (pari passu as if they same constituted one class of share) according to the number of such Equity Shares held by the relevant shareholder at the relevant time.</p> <p>Return of capital rights</p> <p>On any return of capital, repayment or distribution (except on a redemption or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of its liabilities (other than payment pursuant to shareholder loans) and all payments to be made in priority shall be applied in the following order (a) first, in paying pro rata to each holder of fully paid Topco Preferred Ordinary Shares an amount equal to the amount the Company has received in respect of the Holdco Preferred Ordinary Shares it holds in Kinapse Holdco Limited, (b) second, in paying pro rata to each holder of fully paid Equity Shares an amount equal to 100 per cent. of the issue price of such Equity Shares held by it; and (c) third, any surplus proceeds available shall be distributed to the holders of Equity Shares, pro rata to their holding of Equity Shares.</p> <p>Voting rights</p> <p>Holders of C2 Ordinary Shares shall have 100 votes for each C2 Ordinary Share held on the date of circulation of a written resolution or at a general meeting at which the holder is present</p>	

SH06

Notice of cancellation of shares

5

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 Shares

Prescribed particulars

1

See continuation page

Class of share

B Ordinary Shares

Prescribed particulars

1

See continuation page

Class of share

C1 Ordinary Shares

Prescribed particulars

1

See continuation page

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.

6

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

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	KATRINA SUTTON
Company name	RADIUS COMMERCIAL SERVICES LIMITED
Address	17TH FLOOR WHITEFRIARS LEWINS MEAD
Post town	BRISTOL
County/Region	
Postcode	BS1 2NT
Country	
DX	
Telephone	

**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 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