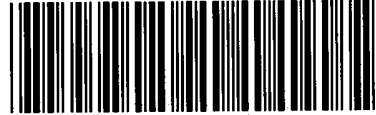


SH10

Notice of particulars of variation of rights attached to shares

Oyez

WE SATURDAY



A08 *A74U6JJ5* 28/04/2018 #429
COMPANIES HOUSE
A18 *A73MHL09* 11/04/2018 #108
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 SH10A.

1 Company details

Company number 1 0 1 2 2 1 4 9

Company name in full CHANGES 2016 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 20 02 2018

3 Details of variation of rights

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

Variation

The issued ordinary shares of £0.01 each were reclassified as 100 A ordinary shares of £0.01 each ("A Shares") and there was created a new B class of shares of £0.01 each ("B Shares"). The rights attached to the class of ordinary shares prior to such reclassification were hence varied. In particular:

1. The Majority A Shareholder (as defined on the continuation page) has the right to appoint any number of persons to the board of directors of the Company ("Board").
2. All shares comprised in the capital of the Company are subject to provisions as to deemed transfers, disenfranchisement, transfer, drag and (subject to certain thresholds being satisfied) tag along with the exception that [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 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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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

Ref: SWB/115948.24

Company name

RadcliffesLeBrasseur

Address

85 Fleet Street

London

Post town

County/Region

Postcode

E C 4 Y 1 A E

Country

DX

DX 113 LDE

Telephone

0207 222 7040

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 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

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	<p>[continued] The Majority A Shareholder has the right to direct the company to waive its right to exercise the provisions as to deemed transfers, disenfranchisement, and the restrictions as to pre-emption on the transfer of shares (or any interest in shares) and it (the Majority A Shareholder) has the benefit of being able to exercise the drag along right contained in the company's new articles of association.</p> <p>The Majority A Shareholder also benefits from a number of other rights; including the ability to exercise weighted voting rights on shareholder resolutions and its A Shareholder Director has the ability to do likewise at meetings of the board of directors (subject in the case of the latter to the qualifications set out in the articles as to conflicts arising under section 175 of the Companies Act 2006) in respect of such director.</p> <p>Defined Terms</p> <p>Control: has the meaning prescribed by section 1124 of the Corporation Tax Act 2010 and Controlled shall be interpreted accordingly.</p> <p>Majority A Shareholder: whilst any member of the Rcapital Group is the holder of any A Shares, such term means such member of the Rcapital Group (or if more than one, the holder of the majority in number of the issued A Shares) but otherwise the term means the holder for the time being of the majority in number of the issued A Shares.</p> <p>Rcapital Group: any one or more of Rcapital Nominees Limited (company number: 05146620), Rcapital Limited (company number: 06375700), Rcapital G.P. Limited (company number: 07105764), Perpignon Limited (company number: 06428948) or Rcapital Partners LLP (registration number OC341157) or any company, partnership, limited liability partnership, limited partnership, investment fund or other similar entity Controlled by those presently having Control of Rcapital Nominees Limited.</p>