

# SH19

## Statement of capital for reduction supported by solvency statement or court order

300028/30

A fee is payable with this form.  
Please see 'How to pay' on the last page.

☒ **What this form is for**  
You may use this form as a statement  
of capital for a private limited company  
reducing its capital supported by a  
solvency statement; or for a private or  
public limited company reducing its  
capital supported by a court order.

☐ **What this form is NOT for**  
You cannot use this form to  
complete a statement of capital  
for a company re-registering from  
unlimited to limited.

WEDNESDAY



\*A9K0BARK\*  
A07 16/12/2020 #305  
COMPANIES HOUSE

### 1 Company details

Company number 1 0 2 3 8 8 0 0

Company name in full JUPITER MIDCO 2 LIMITED

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

### 2 Share capital

Complete the table(s) below to show the issued share capital as reduced by the  
resolution.

**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 <small>Complete a separate table for each currency</small>	Class of shares <small>E.g. Ordinary/Preference etc.</small>	Number of shares	Aggregate nominal value (£, €, \$, etc) <small>Number of shares issued multiplied by nominal value</small>	Total aggregate amount unpaid, if any (£, €, \$, etc) <small>Including both the nominal value and any share premium</small>
<b>Currency table A</b>				
US\$	A ORDINARY	1	1.00	
US\$	B ORDINARY	1	1.00	
US\$	PREFERENCE	1	1.00	
<b>Totals</b>		3	3.00	0

<b>Currency table B</b>				
<b>Totals</b>		0	0.00	0

**Totals (including continuation  
pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
3	3.00	0

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

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**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 statement of capital share tables in **Section 2**.

Class of share	A ORDINARY
Prescribed particulars ①	<p><b>DIVIDEND RIGHTS:</b></p> <p><b>5.1</b> Subject to: (i) the Board recommending payment of the same; and (ii) the remaining provisions of this Article 5 (including the prior payment of <i>any</i> Preference Dividend due under Article 5.2), 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 Shares and B Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such Shares held by the relevant Shareholder at the relevant time. (see cont page)</p>
Class of share	B ORDINARY
Prescribed particulars ①	<p><b>DIVIDEND RIGHTS:</b></p> <p><b>5.1</b> Subject to: (i) the Board recommending payment of the same; and (ii) the remaining provisions of this Article 5 (including the prior payment of <i>any</i> Preference Dividend due under Article 5.2), 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 Shares and B Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such Shares held by the relevant Shareholder at the relevant time.</p>
Class of share	PREFERENCE
Prescribed particulars ①	<p><b>DIVIDEND RIGHTS 5.2</b> The Company shall, without resolution of the Board or of the Shareholders and before application of any profits to reserve or for any other purpose, accrue in respect of each Preference Share a fixed cumulative preferential dividend (the "<b>Preference Dividend</b>").</p> <p><b>5.3</b> Up to and including the date 31 December 2019, the Preference Dividend will accrue at the annual rate of 12% of the Issue Price per Share compounded quarterly on 31 March, 30 June. (see continuation page)</p>

**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.

Please use a statement of capital continuation page if necessary.

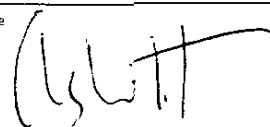
4

**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X  XThis form may be signed by:  
Director ②, Secretary, Person authorised ③, CIC manager.**② Societas Europaea.**

If this 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.

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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 **Chris Wilmot**

Company name **Jupiter Topco Limited**

Address **1 Appold Street**

Post town **London**

County/Region

Postcode **E C 2 A 2 U T**

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 the relevant sections of the statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.

**Important information**

**Please note that all information on this form will appear on the public record.**

**How to pay**

**A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.**

Make cheques or postal orders payable to 'Companies House.'

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

# SH19 - Continuation page

## Statement of capital for reduction supported by solvency statement or court order

3	Prescribed particulars of rights attached to shares	
Class of share	A ORDINARY	
Prescribed particulars 1	<p>(continued) Return of capital rights 6.2 on a return of capital on liquidation or otherwise (except on a redemption or purchase by company of any shares), the surplus assets of the company remaining after the payment of its liabilities (including, for the avoidance of doubt, any debts arising from non-payment of preference dividends) and all other sums payable in priority shall be applied in the following order: 6.2.1 in priority to any payments to be made pursuant to articles 6.2.2. And 6.2.3, in paying to each holder of preference shares in respect of each preference share of which it is the holder, an amount equal to i) 100% of the issue price thereof; and (ii) the aggregate amount of any accruals and/or unpaid amounts of preference dividend (to be calculated down to and including the date of the return of capital and to be payable irrespective of whether such dividend would be unlawful by reason of their being insufficient available profits); 6.2.2. In priority to any payments to made pursuant to article 6.2.3., in paying to each holder of A ordinary shares and B ordinary shares (pari passu as if the same constituted one class of shares) in respect of each A ordinary share and/or B ordinary share of which it is the holder, a sum equal to the issue price thereof; 6.2.3. The balance of such assets (if any) after all payments to be made in priority shall be distributed amongst the holders of the equity shares (pari passu as if the same constituted one class of shares) according to the number of such equity shares held by the relevant shareholder at the relevant time.</p> <p>Voting rights 7.1.1. On a written resolution, every shareholder holding one or more A ordinary shares on the date on which the resolution is circulated as required by the act shall, subject to sections 289 and 290 of the act and these articles, have one vote for each A ordinary share held by him; 7.1.2 on a resolution to be passed at a general meeting of the company on a show of hands, every qualifying person (as defined in section 318(3)(a) of the act, who only holds B ordinary shares and/or preference shares shall not count as a qualifying person for the purposes of this article 7.1.2; 7.1.3 on a resolution to be passed at a general meeting of the company on a poll, every shareholder holding one or more a ordinary shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative of by proxy, shall have one vote for each A ordinary share of which it is the holder.</p>	

- 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.

# SH19 - Continuation page

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3	Prescribed particulars of rights attached to shares	
Class of share	B ORDINARY	
Prescribed particulars 1	<p>(Continued) class of share) according to the number of such shares held by the relevant shareholder at the relevant time.</p> <p>Return of capital rights 6.2 on a return of capital on 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 (including, for the avoidance of doubt, any debts arising from non-payment of preference dividends) and all other sums payable in priority shall be applied in the following order: 6.2.1 in priority to any payments to be made pursuant to articles 6.2.2. And 6.2.3, in paying to each holder of preference shares in respect of each preference share of which it is the holder, an amount equal to: (i) 100% of the issue price thereof; and (ii) the aggregate amount of any accruals and/or unpaid amounts of preference dividend (to be calculated down to and including the date of the return of capital and to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient available profits); 6.2.2. In priority to any payments to be made pursuant to article 6.2.3, in paying to each holder of A ordinary shares and B ordinary shares (pari passu as if the same constituted one class of shares) in respect of each A ordinary share and/or B ordinary share of which it is the holder, a sum equal to the issue price thereof; 6.2.3 the balance of such assets (if any) after all payments to be made in priority shall be distributed amongst the holders of the equity shares (pari passu as if the same constituted one class of shares) according to the number of such equity shares held by the relevant shareholder at the relevant time.</p> <p>Voting rights 7.1.4 the B ordinary shares shall not have any voting rights.</p>	
		<p><b>1 Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

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## Prescribed particulars of rights attached to shares

Class of share	PREFERENCE
Prescribed particulars 1	<p>30 September and 31 December in each year and shall accrue daily and be calculated in respect of the period to such date assuming a 365-day year.</p> <p><b>5.4</b> From and including the date 1 January 2020, the Preference Dividend will cease to accrue interest and the provisions of Article 5.3 above will no longer apply. For the avoidance of doubt, any amount accrued up to and including 31 December 2019 pursuant to Article 5.3 above will remain outstanding.</p> <p>Return of capital rights 6.2 on a return of capital on 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 (including, for the avoidance of doubt, any debts arising from non-payment of preference dividends) and all other sums payable in priority shall be applied in the following order:</p> <p>6.2.1 in priority to any payments to be made pursuant to articles 6.2.2 and 6.2.3, in paying to each holder of preference shares in respect of each preference share of which it is the holder, an amount equal to (i) 100% of the issue price thereof; and (ii) the aggregate amount of any accruals and/ or unpaid amounts of preference dividend (to be calculated down to and including the date of the return of capital and to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient available profits); 6.2.2 in priority to any payment to be made pursuant to Article 6.2.3, in paying to each holder of each holder of A ordinary shares and B ordinary shares (pari passu as if the same constituted one class of shares) in respect of each A ordinary share and/or B ordinary share of which it is the holder, a sum equal to the issue price thereof; 6.2.3. The balance of such assets (if any) after all payments to be made in priority shall be distributed amongst the holders of the equity shares (pari passu as if the same constituted one class of shares) according to the number of such equity shares held by the relevant shareholder at the relevant time.</p> <p>Voting rights 7.1.4 the preference shares shall not have any voting rights.</p>

### 1 Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
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- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
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