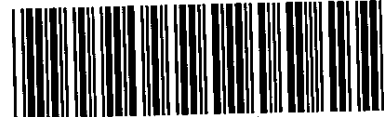


Notice of cancellation of shares

✓ **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 NOT for
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.
Please use form SH07.

WEDNESDAY



A7274H0G

A08	21/03/2018	#101
COMPANIES HOUSE		

1 Company details

Company number	1	0	2	4	5	2	7	4
----------------	---	---	---	---	---	---	---	---

Company name in full	Reflex 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 cancellation

Date of cancellation

d	d	m	m	y	y	y	y
1	4	0	3	2	0	1	8

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 Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
£	Ordinary	377952	377,952.00	
£	A shares	49266	49,266.00	
£	B shares	30300	30.30	
Totals		457518	427,248.30	0
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		457518	427248.30	0

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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Notice of cancellation of shares

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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**.

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.

Class of share

Ordinary

Prescribed particulars

1

SEE CONTINUATION SHEETS

Class of share

A Shares

Prescribed particulars

1

SEE CONTINUATION SHEETS

Class of share

B Shares

Prescribed particulars

1

SEE CONTINUATION SHEETS

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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.

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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 **Caroline Airey (59681/002)**

Company name **Field Seymour Parkes LLP**

Address **1 London Street**

Post town **Reading**

Country/Region **Berkshire**

Postcode **R G 1 4 P N**

Country **England**

DX **4001 Reading 1**

Telephone **+44 (0)118 951 6200**



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.



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.



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

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Notice of cancellation of shares

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

Class of share	Ordinary shares
Prescribed particulars	<p>a. The holders of the ordinary shares shall be entitled to one vote for each ordinary share held.</p> <p>b. Each share is entitled pari passu to dividend payments or any other distribution.</p> <p>c. 1.1 For the purposes of this paragraph the following words shall have the following meanings:</p> <p style="margin-left: 40px;">"2016 Value" £1,788,595 being the amount determined to be the value of the Company as at 30 June 2016; and</p> <p style="margin-left: 40px;">"Sale Proceeds" the net consideration payable (including any deferred consideration but excluding any sums paid to the Company in order to enable it to repay any loans it owes at the date of completion of the Share Sale) after deducting costs and expenses whether in cash or otherwise to those Shareholders selling Shares pursuant to a Share Sale.</p> <p>1.2 Provided that all loans owed by the Company have been repaid, the Sale Proceeds shall be distributed as follows:</p> <p style="margin-left: 40px;">1.2.1 if the Sale Proceeds do not exceed the 2016 Value, all Sale Proceeds shall be paid to the Ordinary Shareholders and A Shareholders;</p> <p style="margin-left: 40px;">1.2.2 if the Sale Proceeds exceed the 2016 Value, the Sale Proceeds shall be distributed in the following order of priority:</p> <p style="margin-left: 80px;">1.2.2.1 firstly, £1,788,595 shall be paid to the Ordinary Shareholders and A Shareholders; then</p> <p style="margin-left: 80px;">1.2.2.2 secondly, the balance of the Sale Proceeds after the payment of £1,788,595 to the Ordinary Shareholders and A Shareholders shall be divided pro rata between all the Shareholders.</p> <p>1.3 Each payment to be made to the Ordinary Shareholders and A Shareholders set out above shall be made to each Ordinary Shareholder and A Shareholders pro rata to the number of Ordinary Shares and A Shares they hold.</p> <p>SEE CONTINUATION SHEET</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.

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Notice of cancellation of shares

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

Class of share	Ordinary shares	
Prescribed particulars	<p>1.4 In the event that the Sale Proceeds exceed the 2016 Value and some or all of the Sale Proceeds are payable by way of contingent deferred consideration ("Contingent Consideration"), then the Contingent Consideration shall be disregarded when calculating the Sale Proceeds to be distributed pursuant to paragraph 1.2.2 on the date of the relevant Share Sale completion. Any instalment of Contingent Consideration subsequently paid shall be added to the amount of the Sale Proceeds previously distributed and then distributed in accordance with the provisions of Article 19.2.2.</p> <p>1.5 In the event that the Sale Proceeds exceed the 2016 Value and some or all of the Sale Proceeds are payable by way of non contingent deferred consideration ("Deferred Consideration"), then the Sale Proceeds to be distributed on Completion and each subsequent payment of Deferred Consideration shall be distributed in accordance with the provisions of paragraph 1.2.2, save that the figure of £1,788,595 in paragraph 1.2.2, for the purposes of calculating any distribution to be made pursuant to this paragraph 1.5, shall be multiplied by a fraction where the numerator is the amount of the relevant payment of Sale Proceeds and the denominator shall be the total Sale Proceeds.</p> <p>1.6 On an Asset Sale, the Company will either be subject to a winding up, in which case the provisions of paragraph 1.7 shall apply, or the Asset Consideration shall be distributed (to the extent that the Company is lawfully permitted to do so) in accordance with the provisions of paragraph 1.2 if the calculations were carried out by substituting Asset Consideration for Sale Proceeds.</p> <p>1.7 On a distribution of assets on a winding up, the surplus assets of the Company remaining after payment of its liabilities ("Surplus Assets") shall be applied (to the extent that the Company is lawfully permitted to do so) in accordance with the provisions of paragraph 1.2 if the calculations were carried out by substituting Surplus Assets for Sale Proceeds.</p> <p>d. The shares are non-redeemable.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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Notice of cancellation of shares

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

Class of share	A shares								
Prescribed particulars	<p>a. The holders of the A shares shall not be entitled to a vote in any circumstances.</p> <p>b. Each share is entitled pari passu to dividend payments or any other distribution.</p> <p>c. 1.1 For the purposes of this paragraph the following words shall have the following meanings:</p> <table border="0"> <tr> <td>"2016 Value"</td><td>£1,788,595 being the amount determined to be the value of the Company as at 30 June 2016; and</td></tr> <tr> <td>"Sale Proceeds"</td><td>the net consideration payable (including any deferred consideration but excluding any sums paid to the Company in order to enable it to repay any loans it owes at the date of completion of the Share Sale) after deducting costs and expenses whether in cash or otherwise to those Shareholders selling Shares pursuant to a Share Sale.</td></tr> </table> <p>1.2 Provided that all loans owed by the Company have been repaid, the Sale Proceeds shall be distributed as follows:</p> <p>1.2.1 if the Sale Proceeds do not exceed the 2016 Value, all Sale Proceeds shall be paid to the Ordinary Shareholders and A Shareholders;</p> <p>1.2.2 if the Sale Proceeds exceed the 2016 Value, the Sale Proceeds shall be distributed in the following order of priority:</p> <table border="0"> <tr> <td>1.2.2.1</td><td>firstly, £1,788,595 shall be paid to the Ordinary Shareholders and A Shareholders; then</td></tr> <tr> <td>1.2.2.2</td><td>secondly, the balance of the Sale Proceeds after the payment of £1,788,595 to the Ordinary Shareholders and A Shareholders shall be divided pro rata between all the Shareholders.</td></tr> </table> <p>1.3 Each payment to be made to the Ordinary Shareholders and A Shareholders set out above shall be made to each Ordinary Shareholder and A Shareholders pro rata to the number of Ordinary Shares and A Shares they hold.</p> <p>SEE CONTINUATION SHEET</p>	"2016 Value"	£1,788,595 being the amount determined to be the value of the Company as at 30 June 2016; and	"Sale Proceeds"	the net consideration payable (including any deferred consideration but excluding any sums paid to the Company in order to enable it to repay any loans it owes at the date of completion of the Share Sale) after deducting costs and expenses whether in cash or otherwise to those Shareholders selling Shares pursuant to a Share Sale.	1.2.2.1	firstly, £1,788,595 shall be paid to the Ordinary Shareholders and A Shareholders; then	1.2.2.2	secondly, the balance of the Sale Proceeds after the payment of £1,788,595 to the Ordinary Shareholders and A Shareholders shall be divided pro rata between all the Shareholders.
"2016 Value"	£1,788,595 being the amount determined to be the value of the Company as at 30 June 2016; and								
"Sale Proceeds"	the net consideration payable (including any deferred consideration but excluding any sums paid to the Company in order to enable it to repay any loans it owes at the date of completion of the Share Sale) after deducting costs and expenses whether in cash or otherwise to those Shareholders selling Shares pursuant to a Share Sale.								
1.2.2.1	firstly, £1,788,595 shall be paid to the Ordinary Shareholders and A Shareholders; then								
1.2.2.2	secondly, the balance of the Sale Proceeds after the payment of £1,788,595 to the Ordinary Shareholders and A Shareholders shall be divided pro rata between all the Shareholders.								

① Prescribed particulars of rights attached to shares

The particulars are:

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

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Notice of cancellation of shares

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

Class of share	A shares		① Prescribed particulars of rights attached to shares The particulars are: <ul style="list-style-type: none"> 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			
	1.4	In the event that the Sale Proceeds exceed the 2016 Value and some or all of the Sale Proceeds are payable by way of contingent deferred consideration ("Contingent Consideration"), then the Contingent Consideration shall be disregarded when calculating the Sale Proceeds to be distributed pursuant to paragraph 1.2.2 on the date of the relevant Share Sale completion. Any instalment of Contingent Consideration subsequently paid shall be added to the amount of the Sale Proceeds previously distributed and then distributed in accordance with the provisions of Article 19.2.2.	
	1.5	In the event that the Sale Proceeds exceed the 2016 Value and some or all of the Sale Proceeds are payable by way of non contingent deferred consideration ("Deferred Consideration"), then the Sale Proceeds to be distributed on Completion and each subsequent payment of Deferred Consideration shall be distributed in accordance with the provisions of paragraph 1.2.2, save that the figure of £1,788,595 in paragraph 1.2.2, for the purposes of calculating any distribution to be made pursuant to this paragraph 1.5, shall be multiplied by a fraction where the numerator is the amount of the relevant payment of Sale Proceeds and the denominator shall be the total Sale Proceeds.	
	1.6	On an Asset Sale, the Company will either be subject to a winding up, in which case the provisions of paragraph 1.7 shall apply, or the Asset Consideration shall be distributed (to the extent that the Company is lawfully permitted to do so) in accordance with the provisions of paragraph 1.2 if the calculations were carried out by substituting Asset Consideration for Sale Proceeds.	
	1.7	On a distribution of assets on a winding up, the surplus assets of the Company remaining after payment of its liabilities ("Surplus Assets") shall be applied (to the extent that the Company is lawfully permitted to do so) in accordance with the provisions of paragraph 1.2 if the calculations were carried out by substituting Surplus Assets for Sale Proceeds.	
	d. The shares are non-redeemable.		

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Notice of cancellation of shares

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

Class of share	B shares	
Prescribed particulars	<p>a. The holders of the B shares shall not be entitled to a vote in any circumstances.</p> <p>b. Each share is entitled pari passu to dividend payments or any other distribution.</p> <p>c. 1.1 For the purposes of this paragraph the following words shall have the following meanings:</p> <p style="margin-left: 40px;">"2016 Value" £1,788,595 being the amount determined to be the value of the Company as at 30 June 2016; and</p> <p style="margin-left: 40px;">"Sale Proceeds" the net consideration payable (including any deferred consideration but excluding any sums paid to the Company in order to enable it to repay any loans it owes at the date of completion of the Share Sale) after deducting costs and expenses whether in cash or otherwise to those Shareholders selling Shares pursuant to a Share Sale.</p> <p>1.2 Provided that all loans owed by the Company have been repaid, the Sale Proceeds shall be distributed as follows:</p> <p style="margin-left: 40px;">1.2.1 if the Sale Proceeds do not exceed the 2016 Value, all Sale Proceeds shall be paid to the Ordinary Shareholders and A Shareholders;</p> <p style="margin-left: 40px;">1.2.2 if the Sale Proceeds exceed the 2016 Value, the Sale Proceeds shall be distributed in the following order of priority:</p> <p style="margin-left: 80px;">1.2.2.1 firstly, £1,788,595 shall be paid to the Ordinary Shareholders and A Shareholders; then</p> <p style="margin-left: 80px;">1.2.2.2 secondly, the balance of the Sale Proceeds after the payment of £1,788,595 to the Ordinary Shareholders and A Shareholders shall be divided pro rata between all the Shareholders.</p> <p>1.3 Each payment to be made to the Ordinary Shareholders and A Shareholders set out above shall be made to each Ordinary Shareholder and A Shareholders pro rata to the number of Ordinary Shares and A Shares they hold.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>
	SEE CONTINUATION SHEET	

SH06 - continuation page

Notice of cancellation of shares

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

Class of share	B shares	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>1.4 In the event that the Sale Proceeds exceed the 2016 Value and some or all of the Sale Proceeds are payable by way of contingent deferred consideration ("Contingent Consideration"), then the Contingent Consideration shall be disregarded when calculating the Sale Proceeds to be distributed pursuant to paragraph 1.2.2 on the date of the relevant Share Sale completion. Any instalment of Contingent Consideration subsequently paid shall be added to the amount of the Sale Proceeds previously distributed and then distributed in accordance with the provisions of Article 19.2.2.</p> <p>1.5 In the event that the Sale Proceeds exceed the 2016 Value and some or all of the Sale Proceeds are payable by way of non contingent deferred consideration ("Deferred Consideration"), then the Sale Proceeds to be distributed on Completion and each subsequent payment of Deferred Consideration shall be distributed in accordance with the provisions of paragraph 1.2.2, save that the figure of £1,788,595 in paragraph 1.2.2, for the purposes of calculating any distribution to be made pursuant to this paragraph 1.5, shall be multiplied by a fraction where the numerator is the amount of the relevant payment of Sale Proceeds and the denominator shall be the total Sale Proceeds.</p> <p>1.6 On an Asset Sale, the Company will either be subject to a winding up, in which case the provisions of paragraph 1.7 shall apply, or the Asset Consideration shall be distributed (to the extent that the Company is lawfully permitted to do so) in accordance with the provisions of paragraph 1.2 if the calculations were carried out by substituting Asset Consideration for Sale Proceeds.</p> <p>1.7 On a distribution of assets on a winding up, the surplus assets of the Company remaining after payment of its liabilities ("Surplus Assets") shall be applied (to the extent that the Company is lawfully permitted to do so) in accordance with the provisions of paragraph 1.2 if the calculations were carried out by substituting Surplus Assets for Sale Proceeds.</p> <p>d. The shares are non-redeemable.</p>	<p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>