

In accordance with
Section 637 of the
Companies Act 2006.

SH10

Notice of particulars of variation of rights attached to shares



- ☒ **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.
- For further information, please refer to our guidance at www.companieshouse.gov.uk

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Company details

Company number	1	0	5	5	4	6	3	2
Company name in full	AGILE SPRAY RESPONSE LTD							

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

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Date of variation of rights

Date of variation of rights	3	1	0	7	2	0	2	4
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Details of variation of rights

Variation	<div>Please give details of the variation of rights attached to shares.</div> <div>Please see the continuation pages.</div>	<div>Continuation pages</div> <div>Please use a continuation page if you need to enter more details.</div>
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Signature

Signature	<div>I am signing this form on behalf of the company.</div> <div><div>Signature</div><div><div>X</div><div><div>DocuSigned by:</div><div></div><div>0E087B7DE8A84D1...</div></div><div>X</div></div></div> <div><div>This form may be signed by:</div><div>Director ❶, Secretary, Person authorised ❷, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager.</div></div>	<div>❶ Societas Europaea</div> <div>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.</div> <div>❷ Person authorised</div> <div>Under either Section 270 or 274 of the Companies Act 2006.</div>
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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 **Dean James Outten**

Company name **Stevens & Bolton LLP**

Address **Wey House**

Farnham Road

Post town **Guildford**

County/Region **Surrey**

Postcode **G U 1 4 Y D**

Country **United Kingdom**

DX **DX2423**

Telephone **01483401258**

**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

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Details of variation of rights

	Please give details of the variation of rights attached to shares.	
Variation	<p>Ordinary shares shall be treated pari passu and as if they constituted one class of share.</p> <p>1. Income</p> <p>1.1 Subject to the terms of the investment agreement and the provisions of Article 10.10, any profits of the company distributed by the company in any financial year or period ("Profits") shall be distributed as follows:</p> <p>1.2 if none of the C ordinary shares are in issue:</p> <p>(a) the A shareholder percentage of the Profits amongst the A shareholders in proportion to the number of A ordinary shares held by them respectively (pari passu as if they constituted one class of share); and</p> <p>(b) the B shareholder percentage of the Profits amongst the B shareholders in proportion to the number of B ordinary shares held by them respectively (pari passu as if they constituted one class of share),</p> <p>in each case calculated as though BGF Investments LP ("BGF") had exercised (whether or not such option is actually exercisable) any option granted to it under the terms of any option agreement entered into by the company and BGF prior to the date that such dividend was declared or resolved to be paid; or</p> <p>1.3 if any C ordinary shares are in issue:</p> <p>(a) the A shareholder percentage of the Profits amongst the A shareholders in proportion to the number of A ordinary shares held by them respectively (pari passu as if they constituted one class of share);</p> <p>(b) the B shareholder percentage of the Profits amongst the B shareholders in proportion to the number of B ordinary shares held by them respectively (pari passu as if they constituted one class of share); and</p> <p>(c) the C shareholder percentage of the Profits amongst the C shareholders in proportion to the number of vested shares held by them respectively (pari passu as if they constituted one class of share),</p> <p>in each case calculated as though BGF had exercised (whether or not such option is actually exercisable) any option granted to it under the terms of any option agreement entered into by the company and BGF prior to the date that such dividend was declared or resolved to be paid.</p> <p>2. Capital</p> <p>2.1 Subject always to the provisions of Article 10.10, on an exit, the exit proceeds will be distributed to the holders of the equity shares in the following order of priority:</p> <p>(a) if none of the C ordinary shares are in issue:</p> <p>(i) the A shareholder percentage of the exit proceeds will be distributed amongst the A shareholders in proportion to the number</p>	

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	Please give details of the variation of rights attached to shares.	
Variation	<p>of A ordinary shares held by them respectively (pari passu as if they constituted one class of share); and</p> <p>(ii) the B shareholder percentage of the exit proceeds will be distributed amongst the B shareholders in proportion to the number of B ordinary shares held by them respectively (pari passu as if they constituted one class of share);</p> <p>(b) if any C ordinary shares are in issue</p> <p>(i) the A shareholder percentage of the exit proceeds up to and including the exit proceeds threshold will be distributed amongst the A shareholders in proportion to the number of A ordinary shares held by them respectively (pari passu as if they constituted one class of share); and</p> <p>(ii) the B shareholder percentage of the exit proceeds up to and including the exit proceeds threshold will be distributed amongst the B shareholders in proportion to the number of B ordinary shares held by them respectively (pari passu as if they constituted one class of share);</p> <p>(iii) the A shareholder percentage of the exit proceeds over the exit proceeds threshold will be distributed amongst the A shareholders in proportion to the number of A ordinary shares held by them respectively (pari passu as if they constituted one class of share);</p> <p>(iv) the B shareholder percentage of the exit proceeds over the exit proceeds threshold will be distributed amongst the B shareholders in proportion to the number of B ordinary shares held by them respectively (pari passu as if they constituted one class of share); and</p> <p>(v) the C shareholder percentage of the exit proceeds over the exit proceeds threshold will be distributed amongst the C shareholders in proportion to the number of C ordinary shares held by them respectively (pari passu as if they constituted one class of share).</p> <p>3. Listing Should a listing occur, each member's proportion of the proceeds shall be equal to the proportion of the proceeds that member would have been entitled to receive on a sale (and the minimum aggregate proceeds for holders of equity shares shall be equal to the pre-new money valuation).</p> <p>4. Voting 4.1 Subject to any rights or restrictions for the time being attached to any class or classes of shares, each holder of the A ordinary shares and the B ordinary shares shall be entitled to receive notice of, and to attend and speak, at any general meeting and at any separate class meeting of the company for shares of the class they hold and on a written resolution, show of hands or on a poll:</p> <p>(a) the A shareholders as a class of shareholders shall have 25% of the votes; and</p> <p>(b) the B shareholders a class of shareholders shall have 75% of the votes.</p>	

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	Please give details of the variation of rights attached to shares.	
Variation	4.2 The C shareholders shall have the right to receive notice of, attend and speak at any general meeting of the company, but shall not be entitled to vote whether on any written resolution of the company, show of hands or on a poll.	