

# 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. If you want to do this, please use form SH10.

FRIDAY



A11 \*A6A64XGI\* 07/07/2017 #253  
COMPANIES HOUSE

### 1 Company details

Company number 1 0 8 1 3 9 5 3

Company name in full MONODRAUGHT TOPCO LIMITED

→ **Filing 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 d 3 d 0 m 0 m 6 y 2 y 0 y 1 y 7

### 3 Details of variation of rights

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

Variation

Please see continuation sheet.

**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

Company name Taylor Walton LLP (REF: SCH)

Address 28-44 Alma Street

Post town Luton

County/Region Bedfordshire

Postcode L U 1 2 P L

Country UK

DX DX 130460 Luton 10

Telephone 01582 731161

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

# SH10 – continuation page

## Notice of particulars of variation of rights attached to shares

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### Details of variation of rights

	Please give details of the variation of rights attached to shares.	
Variation	<p>The holders of A Ordinary Shares as a class shall be entitled to receive, in priority to the holders of the Ordinary Shares and B Ordinary Shares, the Long Term Dividend (as defined in the articles of association). Subject to Investor Consent (as defined in the articles of association), the balance of any profits of the Company resolved to be distributed in any financial year or period shall be distributed amongst the holders of the Ordinary Shares, A Ordinary Shares and B Ordinary Shares pro rata according to the number of Ordinary shares, A Ordinary Shares and B Ordinary Shares held.</p> <p>On an Exit (as defined in the articles of association), the Exit Proceeds (as defined in the articles of association) will be distributed in the following order and priority if such Exit Proceeds are equal to or less than the A Ordinary Threshold (as defined in the articles of association): amounts credited as paid up on all Preference Shares, amounts credited as paid up on all A Ordinary Shares with the balance on the Exit Proceeds being paid to the holders of the Ordinary Shares and B Ordinary Shares as if they were one class. If the Exit Proceeds are more than the A Ordinary Threshold (as defined in the articles of association) the Exit Proceeds (as defined in the articles of association) will be distributed in the following order and priority: amounts credited as paid up on all Preference Shares with the balance on the Exit Proceeds being paid to the holders of the Ordinary Shares, A Ordinary Shares and B Ordinary Shares as if they were one class.</p> <p>The holders of the Ordinary Shares have the right to receive notice of and attend and vote and speak at any general meeting of the Company and shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the CA2006, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each Ordinary Share held by him. If any Enhanced Voting Event occurs (as defined in the articles of association) then BGF may serve written notice on the Company of the Enhanced Voting Event requiring that BGF's voting rights shall be increased from the date such notice is served, and until such notice has been withdrawn by BGF the voting rights attaching to the A Ordinary Shares shall be increased to: (i) in the case of an Enhanced Voting Event other than those referred to in paragraphs (a), (d) or (e) of the definition of Enhanced Voting Event 51%; and (ii) in the case of an Enhanced Voting Event referred to in paragraphs (a), (d) or (e) of the definition of Enhanced Voting Event, 49.99%, in each case, of the voting rights attaching to the Company's shares.</p> <p>Not redeemable.</p>	