

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

1

Company details

Company number	11093783
Company name in full	SPILSBURY HOLDINGS 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	<div><div><div>d</div><div>2</div></div><div><div>d</div><div>0</div></div></div> <div><div><div>m</div><div>0</div></div><div><div>m</div><div>9</div></div></div> <div><div><div>y</div><div>2</div></div><div><div>y</div><div>0</div></div><div><div>y</div><div>2</div></div><div><div>y</div><div>1</div></div></div>
-----------------------------	---

3

Details of variation of rights

	Please give details of the variation of rights attached to shares.
Variation	See Attached Schedule

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	<div><div>Signature</div><div><div>X</div><div><div>DocuSigned by:</div><div>Joseph Andrews</div><div>C0D80B6CB8CD475...</div></div></div><div>X</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>

❶ 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.

❷ Person authorised

Under either Section 270 or 274 of the Companies Act 2006.

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>Voting – The Series A Preferred Shares shall confer on each holder of Series A Preferred Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. On a show of hands each holder of such shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll each such holder so present shall have one vote for each Share held by him.</p> <p>Dividends – Any Available Profits which the Company may determine, with the Lead Investors' Consent, to distribute in respect of any Financial Year; will be distributed among the holders of the Equity Shares (pari passu as if the Equity Shares constituted one class of shares) pro rata to their respective holdings of Equity Shares.</p> <p>Distribution – On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): (a) first in paying to each of the Series A Preferred Shareholders and Seed Preferred Shareholders, in priority to any other classes of Shares, an amount per Series A Preferred Share or Seed Preferred Share held by them equal to the Series A Preference Amount or Seed Preference Amount (as applicable), provided that if there are insufficient surplus assets to pay the amounts per Series A Preferred Share and Seed Preferred Share equal to the Series A Preference Amount and Seed Preference Amount (as applicable), the remaining surplus assets shall be distributed to each of the Series A Preferred Shareholders and Seed Preferred Shareholders pro rata to the amounts paid up on the Series A Preferred Shares and Seed Preferred Shares; (b) second, in paying to each of the holders of the A Ordinary Shares an amount per share equal to the Issue Price for all of the A Ordinary Shares held by that holder, provided that, if there are insufficient surplus assets to pay the amount per share equal to the Issue Price, the remaining surplus assets shall be distributed to the holders of A Ordinary Shares pro rata to their respective holdings of A Ordinary Shares; (c) third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and (d) finally, the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held, provided always that if on a distribution of assets on a liquidation or return of capital (other than a conversion, redemption or purchase of Shares), the holders of Series A Preferred Shares and/or the holders of Seed Preferred Shares would receive a</p>	

In accordance with
Section 637 of the
Companies Act 2006.

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>greater share of the assets distributed on an as converted basis (as if each Series A Preferred Share and/or Seed Preferred Share had been converted into an Ordinary Share applying the Conversion Ratio), each such Series A Preferred Share and/or Seed Preferred Share shall be deemed converted into an Ordinary Share at the then applicable Conversion Ratio.Redemption - The Series A Preferred shares are not redeemable.</p>	

SH10

Notice of particulars of variation of rights attached to 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

Company name

WITHERS LLP

Address

THIRD FLOOR

20 OLD BAILEY

Post town

LONDON

County/Region

Postcode

E

C

4

M

7

A

N

Country

United Kingdom

DX

160 LONDON CHANCERY LANE

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 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