

SH10

Notice of particulars of variation of rights attached to shares



Companies House



AAVLK0W0

A11

13/01/2022

#185

COMPANIES HOUSE

☒ **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.

THURSDAY

1 Company details

Company number 1 1 5 5 2 1 1 7

Company name in full California Topco 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 3 0 1 2 2 0 2 1

3 Details of variation of rights

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

Variation

20,000 C2 ordinary shares of £0.30 each have been re-designated as 20,000 C4 ordinary shares of £0.30 each.

All defined terms have the meanings ascribed to them in the Company's articles of association.

Voting

Each C4 Share will entitle its holder to receive notice of, attend and vote at any general meeting of the Company, and to receive copies of and agree to a proposed written resolution.

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 filled 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.

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>On a resolution at a general meeting on a poll or written resolution, each C4 Shareholder who is an individual (present by a duly authorised representative or by proxy) shall have either on a poll or written resolution such number of votes as shall entitle the applicable C4 Shareholder to exercise five per cent of the aggregate voting rights of the Company, provided that if a C4 Shareholder transfers any of his C4 Shares, the voting rights shall be split pro rata such that his C4 Shares and any C4 Shares held by the relevant transferee shall entitle such holders to no more than 5% of the voting rights in aggregate between both such holders of C4 Shares.</p> <p>Dividend The Company may with Investor Consent determine to distribute all or any part of the balance of the profits in respect of any financial year after the accrual of the 10% Preference Share Dividend amongst the A Shareholders, the B Shareholders and the C Shareholders equally as if they constituted one class of shares according to the number of A Shares, B Shares and C Shares held by them respectively.</p> <p>Capital On a Sale, the Sale Proceeds (which for the avoidance of doubt shall not include any amounts received in respect of amounts outstanding under the terms of the Loan Notes unless otherwise agreed in writing by an Investor Majority) shall be distributed among the sellers of the shares that are subject to the Sale in the following order of priority: 1) first, in paying to the A Shareholders in proportion to the number of A Shares held by them (or such other proportions as the Investor Representative may direct) the sum of £1,021,321.53; 2) second, paying to the Preference Shareholders a sum equal to the Subscription Price on each Preference Share sold and the Arrears on each such Preference Share calculated down to and including the date of payment or, if there are insufficient assets for such payment in full, pro rata to each Preference Shareholders' holding of Preference Shares; and 3) third, paying to the holders of C2 Shares an amount equal to £1.00 per C2 Share held; and 4) fourth, distributing the balance of any Sale Proceeds amongst the holders of A Shares, B Shares and C Shares (excluding any C2 Shares) in proportion to the number of A Shares, B Shares and C Shares (excluding any C2 Shares) sold by them as if they were all holders of Shares of the same class.</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 Alexandra Mulligan

Company name Goodwin Procter (UK) LLP

Address 100 Cheapside

Post town London

County/Region

Postcode E C 2 V 6 D T

Country United Kingdom

DX

Telephone 02076673494



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