

In accordance with
Section 637 of the
Companies Act 2006.

SH10

Notice of particulars of variation of rights attached to shares



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

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Company details

Company number	1	4	1	8	7	7	5	6
Company name in full	PLAZA TOPCO LIMITED							

→ 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	d	0	d	4	m	0	m	7	y	2	y	0	y	2	y	2
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Details of variation of rights

	Please give details of the variation of rights attached to shares.	<div><div>Continuation pages</div><div>Please use a continuation page if you need to enter more details.</div></div>
Variation	Share rights attaching to the ordinary shares varied following their re-designation to A Ordinary Shares. See attached continuation page.	


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Signature

	I am signing this form on behalf of the company.	<div><div>1 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>2 Person authorised</div><div>Under either Section 270 or 274 of the Companies Act 2006.</div></div>
Signature	<div><div>Signature</div><div><div>X</div><div><div>DocuSigned by:</div><div></div><div>F2491D0AC2EB4D3...</div></div></div></div>	
	<div>This form may be signed by:</div> <div>Director 1, Secretary, Person authorised 2, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager.</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

VMC

Company name

TRAVERS SMITH LLP

Address

10 SNOW HILL

Post town

LONDON

County/Region

Postcode

E

C

1

A

2


A

L

Country

DX

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

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>A Ordinary</p> <p>a. VOTING RIGHTS: Each A Ordinary Share carries one vote on a written resolution; on a show of hands at a general meeting, each member present in person who holds at least one A Ordinary Share shall have one vote; and, on a vote on a resolution on a poll taken at a meeting, every member has one vote in respect of each A Ordinary Share held by him. If at any time a Default Event has occurred and the Majority Investors (by an Investor Direction) so direct, then any A Ordinary Shares held by a person who is not an Investor shall cease to entitle each holder thereof to vote on any written resolution of the Company or of the holders of any class of Shares, or to attend and vote (whether on a show of hands or on a poll) at any general meeting of the Company or at any separate class meeting.</p> <p>b. DIVIDEND RIGHTS: Subject to: (i) the Board recommending payment of the same; (ii) Investor Consent; and (iii) the remaining provisions of Article 5 (including the prior payment of any Preference Dividend due under Article 5.2), any Available Profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such Shares held by the relevant Shareholder at the relevant time.</p> <p>c. RETURN OF CAPITAL: On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities and after all payments to be made in priority to the holders of the Preference Shares in accordance with Article 6.2 shall be distributed amongst the holders of the A Ordinary Shares and the B Ordinary Shares (pari passu as if the same constituted one class of Shares) in the ratio of 82:18 according to the number of such A Ordinary Shares and B Ordinary Shares held by the relevant Shareholder at the relevant time and in the event that the Hurdle Amount is exceeded, the surplus proceeds shall be distributed amongst the holders of the A Ordinary Shares and the B Ordinary Shares (pari passu as if the same constituted one class of Shares) in the ratio of 74.5 : 25.5 according to the number of such A Ordinary Shares and B Ordinary Shares held by the relevant Shareholder at the relevant time, provided that after the distribution of the first £1,000,000,000 of such assets under Article 6.2.2(a), the holders of the Deferred Shares shall be entitled to receive an aggregate amount of £1 for all Deferred Shares then in issue and thereafter any balance of such assets shall be distributed in the same manner as is set out above.</p> <p>d. REDEMPTION: The A Ordinary Shares are not redeemable.</p>	