

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	5	7	2	2	4	1
Company name in full	TRISTAR FOODS HOLDCO 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	1	d	3	m	0	m	1	y	2	y	0	y	2	y	3
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Details of variation of rights

Variation	<div>Please give details of the variation of rights attached to shares.</div> <div>A Ordinary Shares Voting rights: one vote per share. Dividend rights: Please see continuation sheet. Distribution rights on a winding up: Please see continuation sheet. The A ordinary shares are not redeemable.</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><input checked="" type="checkbox"/></div><div>DocuSigned by: Sandeep Vyas 4377243F336B430...</div><div><input checked="" type="checkbox"/></div></div> <div>This form may be signed by: Director ❶, Secretary, Person authorised ❷, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager.</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 **Daniel Knowles**

Company name **gunnercooke llp**

Address **53 King Street**

Post town **Manchester**

County/Region

Postcode **M 2 4 L Q**

Country

DX

Telephone **03330 143 401**

**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

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3**Details of variation of rights**

	Please give details of the variation of rights attached to shares.
Variation	<p>Dividend rights: Any profits which the Company, on the recommendation of the Directors and with Shareholder Consent, determines to distribute in respect of an Accounting Period shall be paid to those Shareholders in the amounts to which they would be entitled as if such dividends were Proceeds distributed under the provisions of article 11.</p> <p>Distribution rights: On a return of assets on liquidation, capital reduction or otherwise (other than a conversion or transfer of Shares pursuant to articles 16, 17 or 19), the surplus assets of the Company remaining after the payment or discharge of its liabilities (as the case may be) (Proceeds) shall be applied (to the extent that the Company is lawfully able to do so) in the following order of priority:</p> <p>11.1 unless and until the holders of the A Ordinary Shares have received an amount per A Ordinary Share equal to 2 times the Issue Price of each such A Ordinary Share, in paying an amount equal to 75% of any such Proceeds to the holders of the A Ordinary Shares and an amount equal to 25% of such Proceeds to the holders of the B Ordinary Shares;</p> <p>11.2 thereafter, in paying to the holders of the B Ordinary Shares an amount per B Ordinary Share equal to 0.35714 times the issue price of all B Ordinary Shares in issue;</p> <p>11.3 thereafter, and unless and until the holders of the B Ordinary Shares have received an amount per B Ordinary Share equal to 2.5 times the Issue Price of each such B Ordinary Share (inclusive of the amounts received under articles 11.1 and 11.2), in paying an amount equal to 70% of any remaining Proceeds to the holders of the A Ordinary Shares and an amount equal to 30% of any remaining Proceeds to the holders of the B Ordinary Shares;</p> <p>11.4 thereafter, and unless and until the holders of the B Ordinary Shares have received an amount per B Ordinary Share equal to 3 times the Issue Price of each such B Ordinary Share (inclusive of the amounts received under articles 11.1, 11.2 and 11.3), in paying an amount equal to 77.5% of any remaining Proceeds to the holders of the A Ordinary Shares and an amount equal to 22.5% of any remaining Proceeds to the holders of the B Ordinary Shares;</p> <p>11.5 thereafter, in paying an amount equal to 79% of any remaining Proceeds to the holders of the A Ordinary Shares and an amount equal to 21% of any remaining Proceeds to the holders of the B Ordinary Shares; and</p> <p>11.6 the entitlement of holders of the Deferred Shares shall be £0.01 for each holder irrespective of the number of Deferred Shares held by each such holder,</p> <p>and provided that for the purposes of articles 11.1 to 11.4 (inclusive) in determining the amount which has been received by the holders of the A Ordinary Shares and the holders of the B Ordinary Shares, there shall be included in each case such amounts previously received by any of them by way of dividends paid in accordance with this article 10.</p>