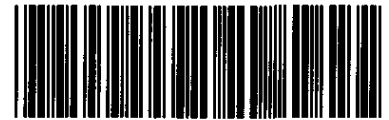


✓ What this form is for
You may use this form to give notice of a cancellation of shares by a limited company on purchase

X What this form is NOT for
You cannot use this form to give notice of a cancellation of shares held by a public company under section 663 of the Companies Act 2006. To do this please use form SH07.



S8BXUWGG

SCT	16/08/2019	#155
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COMPANIES HOUSE

SCT *S8AHBZ6J* #116
25/07/2019

COMPANIES HOUSE

1	Company details
---	-----------------

Company number	S	C	3	9	8	7	8	4
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Company name in full	Enpro Subsea 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 cancellation**

Date of cancellation

^d 0	^d 5
----------------	----------------

^m 0	^m 6
----------------	----------------

^y 2	^y 0	^y 1	^y 9
----------------	----------------	----------------	----------------

3	Shares cancelled
---	------------------

[illegible]

SH06

Notice of cancellation of shares

4

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
	See continuation sheets			
Totals				
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ●	Total aggregate amount unpaid ●
		14,502	£145.02	£0.00

● Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

4

Complete the table below to show the issued share capital. Complete a separate table for each currency.

CHFP010 (FF)
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SH06

Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.

Class of share

See continuation sheets

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

Please use a Statement of Capital continuation page if necessary.

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

DIRECTOR OF STONACH'S SECRETARIES LIMITED

This form may be signed by:

Director^②, Secretary, Person authorised^③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

② 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.

③ Person authorised

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

SH06 - continuation page

Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ●

Class of share	A Ordinary
Prescribed particulars	<p>1. A Shareholders are entitled to vote at general meetings and on any written resolution of the shareholders.</p> <p>2. A Shareholders are entitled to receive a dividend, ranking behind the dividends received by the Preferred A Shareholders, but equally for these purposes with the B Shareholders and D Shareholders.</p> <p>3. On a return of capital, the A Shares shall rank behind the Deferred Shares and the Preferred A Shares, but equally with the Equity Shareholders (treating the Equity Shares (being the A Shares, B Shares, D Shares and Preferred A Shares) as a single class of share), pro rata as near as possible in proportion to the number of Equity Shares held by them respectively, an aggregate amount equal to the Initial Equity Return Amount or, in the event that the Relevant Net Proceeds available for distribution among the Shareholders (after payment of the A Preference Return) is less than the Initial Equity Return Amount, the full amount of the remaining Relevant Net Proceeds available for distribution; and where the amount of the Relevant Net Proceeds exceeds the Hurdle Net Proceeds Amount, the balance of the Relevant Net Proceeds in excess of the Hurdle Net Proceeds Amount (the "Excess Net Proceeds") shall be applied as follows: in paying to the A Shareholders and the Preferred A Shareholders (treating the A Shares and the Preferred A Shares as if they were a single class of Shares) pro rata as near as possible in proportion to the number of A Shares and Preferred Shares held by them respectively, an amount equal to the Adjusted A Excess Return.</p> <p>4. The A Shares are not redeemable.</p>

- Prescribed particulars of rights attached to shares
- The particulars are:
- particulars of any voting rights, including rights that arise only in certain circumstances;
 - particulars of any rights, as respects dividends, to participate in a distribution;
 - particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
 - whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

SH06 - continuation page

Notice of cancellation of shares

5	Statement of capital (prescribed particulars of rights attached to shares) ●	
Class of share	B Ordinary	
Prescribed particulars	<p>1. B Shareholders are entitled to vote at general meetings and on any written resolution of the shareholders. In the event that at any time the voting rights of the B Shares at any time collectively represent less than 51% of all votes capable of being cast (whether on a poll or on a show of hands or on a written resolution of the members) then, the B Shareholders shall be entitled to such additional number of votes as would be equivalent to 51% of all votes capable of being cast (whether on a poll or on a show of hands or on a written resolution of the members) after the application of this Article and such additional voting rights shall be allocated to each Founder pro rata as near as possible in proportion to the number of B Shares held by such Founder.</p> <p>2. B Shareholders are entitled to receive a dividend, ranking behind the dividends received by the Preferred A Shareholders, but equally for these purposes with the A Shareholders and D Shareholders.</p> <p>3. On a return of capital, the B Shares shall rank behind the Deferred Shares and the Preferred A Shares, but equally with the Equity Shareholders (treating the Equity Shares (being the A Shares, B Shares, D Shares and Preferred A Shares) as a single class of share), pro rata as near as possible in proportion to the number of Equity Shares held by them respectively, an aggregate amount equal to the Initial Equity Return Amount or, in the event that the Relevant Net Proceeds available for distribution among the Shareholders (after payment of the A Preference Return) is less than the Initial Equity Return Amount, the full amount of the remaining Relevant Net Proceeds available for distribution; and where the amount of the Relevant Net Proceeds exceeds the Hurdle Net Proceeds Amount, the balance of the Relevant Net Proceeds in excess of the Hurdle Net Proceeds Amount (the "Excess Net Proceeds") shall be applied as follows: in paying to the A Shareholders and the Preferred A Shareholders (treating the A Shares and the Preferred A Shares as if they were a single class of Shares), then in paying the B Shareholders pro rata as near as possible in proportion to the number of B Shares held by them respectively, an amount equal to the B Share Excess Return.</p> <p>4. The B Shares are not redeemable.</p>	

● Prescribed particulars of rights attached to shares
The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

SH06 - continuation page

Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ●

Class of share	D Ordinary
Prescribed particulars	<p>1. D Shareholders are entitled to vote at general meetings and on any written resolution of the shareholders.</p> <p>2. D Shareholders are entitled to receive a dividend, ranking behind the dividends received by the Preferred A Shareholders, but equally for these purposes with the A Shareholders and B Shareholders.</p> <p>3. On a return of capital, the D Shares shall rank behind the Deferred Shares and the Preferred A Shares, but equally with the Equity Shareholders (treating the Equity Shares (being the A Shares, B Shares, D Shares and Preferred A Shares) as a single class of share), pro rata as near as possible in proportion to the number of Equity Shares held by them respectively, an aggregate amount equal to the Initial Equity Return Amount or, in the event that the Relevant Net Proceeds available for distribution among the Shareholders (after payment of the A Preference Return) is less than the Initial Equity Return Amount, the full amount of the remaining Relevant Net Proceeds available for distribution; and where the amount of the Relevant Net Proceeds exceeds the Hurdle Net Proceeds Amount, the balance of the Relevant Net Proceeds in excess of the Hurdle Net Proceeds Amount (the "Excess Net Proceeds") shall be applied as follows: in paying to the A Shareholders and the Preferred A Shareholders (treating the A Shares and the Preferred A Shares as if they were a single class of Shares), then in paying the B Shareholders, then in paying the C Shareholders and then in paying the D Shareholders pro rata as near as possible in proportion to the number of D Shares held by them respectively, an amount equal to the D Share Excess Return.</p> <p>4. The D Shares are not redeemable.</p>

● Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

SH06 - continuation page

Notice of cancellation of shares

5

Statement of capital (prescribed particulars of rights attached to shares) ●

Class of share	Preferred A Ordinary
Prescribed particulars	<p>1. Preferred A Shareholders are entitled to vote at general meetings and on any written resolution of the shareholders.</p> <p>2. Preferred A Shareholders are entitled to receive a dividend, in priority to any payment by way of dividend to the holders of any other class of Shares, a fixed cumulative cash preferential dividend (exclusive of any associated tax credit) at a rate of 8% per annum (on a non-compounding basis) on the amount Credited as Paid Up on each Preferred A Share held by them respectively.</p> <p>3. On a return of capital, the Preferred A Shares shall rank behind the Deferred Shares, but in priority to the Equity Shareholders (treating the Equity Shares (being the A Shares, B Shares, D Shares and Preferred A Shares) as a single class of share), receiving an amount equal to the aggregate of: (i) all Preference Dividend Arrears, and accruals of the Preference Dividend calculated to and including the date of the relevant Exit event or Listing, due or payable in respect of the Preferred A Shares registered in the name of such Preferred A Shareholder; and where the amount of the Relevant Net Proceeds exceeds the Hurdle Net Proceeds in excess of the Hurdle Net Proceeds Amount (the "Excess Net Proceeds") shall be applied as follows: firstly, in paying the A Shareholders and the Preferred A Shareholders (treating the A Shares and Preferred A Shares as if they were a single class of Shares), pro rata as near as possible in proportion to the number of A Shares and Preferred A Shares held by them respectively, an amount equal to the Adjusted A Excess Return.</p> <p>4. The Preferred A Shares are not redeemable.</p>

● Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

SH06**Notice of cancellation of 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 **William Miller**

Company name **Stronachs LLP**

Address **28 Albyn Place**

Post town **Aberdeen**

Country/Region

Postcode **A B 1 0 1 Y L**

Country

DX **AB41**

Telephone **01224 845845**

**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 completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse