In accordance with Section 708 of the Companies Act 2006.

SH06

Notice of cancellation of shares

Companies House

COMPANIES HOUSE
30 JAN 2018
EDINBURGH FRONT DESK

TUESDAY

S6YP4VSQ
SCT 30/01/2018 #584
COMPANIES HOUSE

S6MA0H81
SCT 29/12/2017 #375
COMPANIES HOUSE

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

✗ **What this form is NOT**
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.

1 Company details

Company number	S C 4 5 3 1 1 6
Company name in full	THE MUNROE GROUP (UK) 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 1 m 2 y 2 y 0 y 1 y 7

3 Shares cancelled

Class of shares (E.g. Ordinary/Preference etc.)	Number of shares cancelled	Nominal value of each share
E ordinary shares	959,749	£6.43096

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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 PAGE			
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)			

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

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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	A ORDINARY SHARES
Prescribed particulars ❶	a. Full voting rights. b. Entitled to all available profits to the extent that they arise from, are represented by or comprise the O assets which shall rank pari passu for dividends declared.
Class of share	B ORDINARY SHARES
Prescribed particulars ❶	a. Full voting rights. b. Entitled to all available profits to the extent that they arise from, are represented by or comprise the O assets which shall rank pari passu for dividends declared. Not entitled to any available profits to the extent that they arise from, are represented by or comprise the development assets. c. Entitled to all returns of capital which arise from, are represented by or comprise any O assets (including on a winding up).
Class of share	C ORDINARY SHARES
Prescribed particulars ❶	a. Full voting rights. b. Entitled to all available profits to the extent that they arise from, are represented by or comprise the O assets which shall rank pari passu for dividends declared. Not be entitled to any available profits to the extent that they arise from, are represented by or comprise the development assets. c. Entitled to all returns of capital which arise from, are represented by or comprise any O assets (including on a winding up). (SEE CONTINUATION PAGE)

❶ 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.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature
X X

This form may be signed by:
Director❷, Secretary, Person authorised❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ 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.

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

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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	LUKE VANCLIFFE-DAVIES
Company name	DLA PIPER UK LLP
Address	3 NOBLE STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 E E
Country	ENGLAND
DX	33866 FINSBURY SQUARE
Telephone	+44 (0) 870 011 1111

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

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4 Statement of capital

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

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
GBP	A ORDINARY SHARES	449143960	9557783.4688	
GBP	B ORDINARY SHARES	182782211	3889605.45008	
GBP	C ORDINARY SHARES	54953829	1169417.48112	
GBP	D ORDINARY SHARES	32400000	689472	
GBP	E ORDINARY SHARES	19290251	124054832.57096	
GBP	F ORDINARY SHARES	70470000	1499601.60	
GBP	G SHARES	100000	380	
	Totals	809140251	140861092.57096	0.00

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

Class of share	E ORDINARY SHARES
Prescribed particulars	a. Full voting rights. b. Entitled to all available profits to the extent that they arise from, are represented by or comprise the O assets which shall rank pari passu for dividends declared. Not be entitled to any available profits to the extent that they arise from, are represented by or comprise the development assets. c. Entitled to all returns of capital which arise from, are represented by or comprise any O assets (including on a winding up). The E ordinary shares shall carry no entitlement to participate in any available development members' proceeds. On an exit event, the cash and any non-cash proceeds of the share sale shall be applied and distributed in accordance with Articles 10 and 11. The E ordianry shares are not redeemable. F ORDINARY SHARES a. Full voting rights. b. Entitled to all available profits to the extent that they arise from, are represented by or comprise the O assets which shall rank pari passu for dividends declared. Not be entitled to any available profits to the extent that they arise from, are represented by or comprise the development assets. c. Entitled to all returns of capital which arise from, are represented by or comprise any O assets (including on a winding up). The F ordinary shares shall carry no entitlement to participate in any available development members' proceeds. On an exit event, the cash and any non-cash proceeds of the share sale shall be applied and distributed in accordance with Articles 10 and 11. The F ordianry shares are not redeemable. C ORDINARY SHARES CONTINUATION The C ordinary shares shall carry no entitlement to participate in any available development members' proceeds. On an exit event, the cash and any non-cash proceeds of the share sale shall be applied and distributed in accordance with Articles 10 and 11. The C ordianry shares are not redeemable. D ORDINARY SHARES The D ordinary shares shall carry no entitlement to participate in any available development members' proceeds. On an exit event, the cash and any non-cash proceeds of the share sale shall be applied and distributed in accordance with Articles 10 and 11. The D ordianry shares are not redeemable.

❶ **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.

In accordance with Section 708 of the Companies Act 2006.

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

Class of share	G SHARES
Prescribed particulars	The G shares shall not entitle the holders thereof to receive notice of, to attend, to speak or to vote at any general meeting of the company or any meeting of any class of shareholders other than at a class meeting of those holding G shares. The G shares shall not enetile the holders of them to receive any didvidend except upon an exit event in which case, if a dividend is paid in respect of ordinary shares, the G shares shall participate in that dividend on the same basis pursuant to Article 11. The G shares shall carry no entitlement to receive any proceeds prior to an exit event. Upon an exit event the cpaital return for the G shares and their entitlement to participate in the proceeds shall be determined by the Articles and in any event after the prior rights attaching to the A ordinary shares, B ordinary shares, C ordinary shares, D ordinary shares, E ordinary shares and F ordinary shares have been satisfied. The G shares are not redeemable.

● **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.