

# SH10

## Notice of particulars of variation of rights attached to shares



Companies House

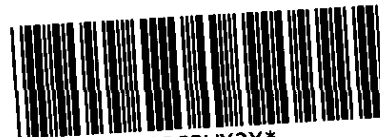
☒ **What this form is for**

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  
company without share capital.  
If you need to do this, please use form SH12.

TUESDAY



\*S8G3WX2X\*

15/10/2019

#184

SCT

COMPANIES HOUSE

### 1 Company details

Company number S C 5 3 3 4 8 9

Company name in full TOGETHER ENERGY 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 0 9 / 1 0 / 2 0 1 9

### 3 Details of variation of rights

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

Variation

Ordinary Shares - See continuation pages

**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 ❶, Secretary, Person authorised ❷, Administrator, Administrative receiver,  
Receiver, Receiver manager, Charity commission receiver and manager, CIC  
manager.

**❶ 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.

**❷ 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 **Corporate Services**

Company name **MacRoberts LLP**

Address **10th Floor**

**Capella Building**

**60 York Street**

Post town **Glasgow**

County/Region

Postcode 

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Country **Scotland**

DX **GW 70**

Telephone **0141 303 1100**



### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)**

## 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><b>Ordinary Shares</b></p> <p><b>Return of Capital</b></p> <p>On a return of assets on liquidation, capital reduction or otherwise (other than a conversion or purchase of Shares), the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in the following order of priority:</p> <ul style="list-style-type: none"><li>- first, in paying to the holders of the Preferred Shares in respect of each Preferred Share held the Issue Price of that Preferred Share, together with a sum equal to any arrears and accruals of the Preferred Dividend in respect of that Preferred Share calculated down to (and including) the date of the return of capital and, if there is a shortfall of assets remaining to satisfy such payments in full, the proceeds shall be distributed to the holders of the Preferred Shares pro rata to the aggregate amounts due under this Article to each such Preferred Share held; and</li><li>- thereafter, in distributing the balance among the holders of the Shares pro rata to the number of Shares held, as if they all constituted shares of the same class.</li></ul>	

# 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><b>Ordinary Shares</b></p> <p><b>Rights to Dividend</b></p> <p>Subject to Article 11.6, Article 11.7 and Article 11.13, and to Investor Consent, any further Available Profits which the Company may determine to distribute in respect of any Financial Year will be distributed among the holders of the Equity Shares (pari passu as if they constituted Shares of the same class) pro rata to their respective holdings of Equity Shares.</p> <p>Subject to the Act, the Directors may pay interim dividends provided that:</p> <ul style="list-style-type: none"> <li>- the Available Profits of the Company justify the payment; and</li> <li>- the Company obtains Investor Consent to any such interim dividend.</li> </ul> <p>Each dividend shall be distributed to the appropriate Shareholders pro rata according to the number of Shares held by them respectively and shall accrue daily (assuming a 365-day year) as well after as before the commencement of a winding up. All dividends are expressed net and shall be paid in cash.</p> <p>If the Company does not pay the Preferred Dividend when due, the unpaid amount shall:</p> <ul style="list-style-type: none"> <li>- be a debt due from the Company; and</li> <li>- accrue interest daily (assuming a 365 day year) at the rate of 2% above the base lending rate of the National Westminster Bank plc in respect of the period from the last day of the second month after the end of the Financial Year to the actual date of payment (both dates inclusive), compounded to the end of each calendar month and such interest shall, to the extent outstanding for the time being, be paid on the date of payment of the Preferred Dividend in respect of which the relevant interest accrues.</li> </ul>	

# 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><b>Ordinary Shares</b></p> <p><b>Voting Rights</b></p> <p>Subject to any other provisions in the Articles concerning voting rights, each Share in the Company shall carry the right to receive notice of and to attend, speak and vote at all general meetings of the Company.</p> <p>A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting.</p> <p>Model Article 44(3) shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that model article.</p> <p>Model article 45(1) shall be amended by:</p> <ul style="list-style-type: none"> <li>- the deletion of model article 45(1)(d) and its replacement with the words "is delivered to the company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate"; and</li> <li>- the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid unless the Directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that model article.</li> </ul>	