

SH10

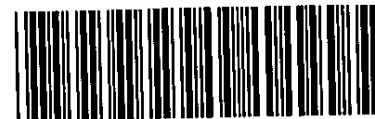
Notice of particulars of variation of rights attached to shares



☒ **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. To do this, please use form SH12

SATURDAY



A32 *A1A89QJ5* 02/06/2012 #67
COMPANIES HOUSE

1 Company details

Company number 02774899
Company name in full TURBO POWER SYSTEMS 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 31/05/2012

3 Details of variation of rights

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

The holders of a requisite majority of A Shares approved the variation of the rights attaching to the then 448,333,334 A Shares in the Company by the sub-division of each share into five (5) A Shares of £0.001 nominal value each

The holders of that requisite majority also approved the conversion and re-designation of four (4) of each of the five (5) A Shares in the issued share capital of the Company into deferred shares of £0.001 each (the "Deferred Shares"), having the rights prescribed in the attached Continuation Sheet

The rights prescribed for the A Shares in the Company remained unchanged other than as set out above

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 X *[Signature]* X

This form may be signed by
Director ①, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager

① **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

② **Person authorised**
Under either Section 270 or 274 of the Companies Act 2006

**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 **ED RAINSFORD**

Company name **BIRD & BIRD LLP**

Address **15 FETTER LANE**

Post town **LONDON**

County/Region

Postcode **E C 4 A 1 J P**

Country **UNITED KINGDOM**

DX **119 LONDON**

Telephone **+44 (0) 207 415 6000**

**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

3	Details of variation of rights	
	Please give details of the variation of rights attached to shares	
Variation	<p>The Deferred Shares have the following prescribed rights</p> <p>(i) shall not entitle any holder to receive any dividend or other distribution,</p> <p>(ii) shall not entitle any holder to receive notice of, or to attend and vote at, any general meeting of the Company,</p> <p>(ii) shall entitle the holder on a return of capital on a winding up (but not otherwise) only to repayment of the amount paid up on the Deferred Shares after (i) the payment of an aggregate of £500,000 pro rata to their existing holdings amongst the holders of A Shares, and (ii) the payment in respect of each ordinary share of the capital paid up on it and the further payment of £10,000,000 on each ordinary share,</p> <p>(iii) shall not entitle any holder to any further participation in the income or capital of the Company, and</p> <p>(iv) shall not be transferable,</p> <p>and the Company may, subject to having obtained the necessary approvals in accordance with the Act at its option at the time redeem all the Deferred Shares then in issue at a price of £1 for all the Deferred Shares to be redeemed on giving to their holders at least seven days' notice in writing of its intention so to do, fixing a time and place for the redemption, and at that time and place those holders shall be bound to surrender to the Company the certificates of (and/or such other evidence as the Board may reasonably require to prove title to) their Deferred Shares for purpose of the redemption</p>	