

SH19

Statement of capital for reduction supported by
solvency statement or court order

BLUEPRINT

OneWorld

A fee is payable with this form
Please see 'How to pay' on the last page

✓ What this form is for

You may use this form as a statement
of capital for a private limited company
reducing its capital supported by a
solvency statement, or for a private or
public limited company reducing its
capital supported by a court order

✗ What this form is NOT for

You cannot use this form to
complete a statement of capital
for a company re-registering from
unlimited to limited



A5MUEQ34

A10 29/12/2016 #99
COMPANIES HOUSE
A5LRQW6G
A12 13/12/2016 #222
COMPANIES HOUSE

1 Company details

Company number 4 0 0 7 4 3 9 6 1 4

Company name in full Mitie Engineering Services (Liverpool) Limited

➔ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Share capital

Complete the table(s) below to show the issued share capital as reduced by the
resolution

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				
GBP	Ordinary A	5	£5 00	
GBP	Ordinary B	7	£7 00	
GBP	Ordinary C	1	£1 00	
Totals		13	£13 00	£0 00

Currency table B				
Totals				

Totals (including continuation
pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
13	£13 00	£0 00

① Please list total aggregate values in different currencies separately
For example £100 + €100 + \$10 etc

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Statement of capital for reduction supported by solvency statement
or court order**3****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 statement of capital share tables in **Section 2**

Class of share

Ordinary A

Prescribed particulars
❶

See attached continuation sheet

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

Please use a statement of capital continuation page if necessary

Class of share

Ordinary B

Prescribed particulars
❶

See attached continuation sheet

Class of share

Ordinary C

Prescribed particulars
❶

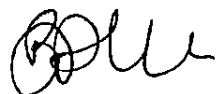
See attached continuation sheet

4**Signature**

I am signing this form on behalf of the company

Signature

Signature

X  XThis form may be signed by
Director❷, Secretary, Person authorised❸, CIC manager**❷ Societas Europaea**

If this form is being field 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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Statement of capital for reduction supported by solvency statement or court order

3	Prescribed particulars of rights attached to shares	
Class of share	Ordinary A	
Prescribed particulars ①	<p>Income - Subject to the approval of the board, the profits of the Company available for distribution in respect of any financial year shall be applied</p> <p>(i) first, in paying to the holders of the "A" Shares and the "B" Shares a dividend of such amount as the board shall decide,</p> <p>(ii) second, in paying as a cumulative dividend to the holders together of the "A" Shares one-half of the profits of the Company available for distribution (net of any tax that is actually payable) in each financial year less the amount already paid in respect of the "A" Shares under clause (i) together with any arrears of such cumulative dividend unpaid from any previous financial year insofar as there is sufficient profit remaining after the payment in clause (i),</p> <p>(iii) third, the balance of the profits available for distribution which are resolved to be distributed shall be distributed among the holders of the "A" Shares and the "B" Shares pari passu as if they constituted one class of share, and</p> <p>(iv) the holders of the "C" Shares shall have no entitlement to any dividend or vother distribution</p> <p>Every dividend shall be distributed to the appropriate Shareholders pro rata according to the nominal value of the shares held by them respectively</p> <p>Capital - On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company available for distribution amongst its shareholders after payment of its liabilities shall be applied in the following manner in the following order of priority</p> <p>(i) First in paying to the holders of the "A Shares and the "B" Shares the subscription price per share together with a sum equal to the unpaid arrears and accruals of dividends thereon calculated down to the date of the return of capital,</p> <p>(ii) second in paying to the holders of the "C" Shares the subscription price per share, and</p> <p>(iii) third, in paying the balance thereof to the holders of the "A" Shares and the "B" Shares pari passu as if they constituted one class of share</p> <p>Voting - (i) The holders of the Shares shall have the right to receive notice of and attend and vote at any general meeting of the Company Subject to article (ii) below, each holder present or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll to one vote for each Share held</p> <p>Continued overleaf</p>	

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

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Statement of capital for reduction supported by solvency statement or court order

3	Prescribed particulars of rights attached to shares	
Class of share	Ordinary A	
Prescribed particulars ①	<p>Voting continued</p> <p>(ii) The holders of the "C" Shares shall be entitled to exercise such number of votes as is equal to 50 1% of all votes attaching to all the Shares and such votes shall be divided pro rata between the "C" Shares then in issue, provided that such right shall not have the effect of reducing or altering in any way the voting rights attaching to the "B" Shares which shall continue to vote the same proportion of all of the votes as they exercised prior to the issue of a "C" Share</p> <p>(d) In all other respects the "A" Shares, the "B" Shares and the C Shares shall rank pari passu</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>

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Prescribed particulars of rights attached to shares

Class of share	Ordinary B	
Prescribed particulars ①	<p>Income - Subject to the approval of the board, the profits of the Company available for distribution in respect of any financial year shall be applied</p> <p>(i) first, in paying to the holders of the "A" Shares and the "B" Shares a dividend of such amount as the board shall decide,</p> <p>(ii) second, in paying as a cumulative dividend to the holders together of the "A" Shares one-half of the profits of the Company available for distribution (net of any tax that is actually payable) in each financial year less the amount already paid in respect of the "A" Shares under clause (i) together with any arrears of such cumulative dividend unpaid from any previous financial year insofar as there is sufficient profit remaining after the payment in clause (i),</p> <p>(iii) third, the balance of the profits available for distribution which are resolved to be distributed shall be distributed among the holders of the "A" Shares and the "B" Shares pari passu as if they constituted one class of share, and</p> <p>(iv) the holders of the "C" Shares shall have no entitlement to any dividend or vother distribution</p> <p>Every dividend shall be distributed to the appropriate Shareholders pro rata according to the nominal value of the shares held by them respectively</p> <p>Capital - On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company available for distribution amongst its shareholders after payment of its liabilities shall be applied in the following manner in the following order of priority</p> <p>(i) First in paying to the holders of the "A Shares and the "B" Shares the subscription price per share together with a sum equal to the unpaid arrears and accruals of dividends thereon calculated down to the date of the return of capital,</p> <p>(ii) second in paying to the holders of the "C" Shares the subscription price per share, and</p> <p>(iii) third, in paying the balance thereof to the holders of the "A" Shares and the "B" Shares pari passu as if they constituted one class of share</p> <p>Voting - (i) The holders of the Shares shall have the right to receive notice of and attend and vote at any general meeting of the Company Subject to article (ii) below, each holder present or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll to one vote for each Share held</p> <p>Continued overleaf</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder</p> <p>A separate table must be used for each class of share</p>

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Prescribed particulars of rights attached to shares

Class of share	Ordinary B	<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p>
Prescribed particulars 1	<p>Voting continued</p> <p>(ii) The holders of the "C" Shares shall be entitled to exercise such number of votes as is equal to 50 1% of all votes attaching to all the Shares and such votes shall be divided pro rata between the "C" Shares then in issue, provided that such right shall not have the effect of reducing or altering in any way the voting rights attaching to the "B" Shares which shall continue to vote the same proportion of all of the votes as they exercised prior to the issue of a "C" Share</p> <p>(d) In all other respects the "A" Shares, the "B" Shares and the C Shares shall rank <i>pari passu</i></p>	

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Prescribed particulars of rights attached to shares

Class of share	Ordinary C	
Prescribed particulars 1	<p>Income - Subject to the approval of the board, the profits of the Company available for distribution in respect of any financial year shall be applied</p> <p>(i) first, in paying to the holders of the "A" Shares and the "B" Shares a dividend of such amount as the board shall decide,</p> <p>(ii) second, in paying as a cumulative dividend to the holders together of the "A" Shares one-half of the profits of the Company available for distribution (net of any tax that is actually payable) in each financial year less the amount already paid in respect of the "A" Shares under clause (i) together with any arrears of such cumulative dividend unpaid from any previous financial year insofar as there is sufficient profit remaining after the payment in clause (i),</p> <p>(iii) third, the balance of the profits available for distribution which are resolved to be distributed shall be distributed among the holders of the "A" Shares and the "B" Shares pari passu as if they constituted one class of share, and</p> <p>(iv) the holders of the "C" Shares shall have no entitlement to any dividend or vother distribution</p> <p>Every dividend shall be distributed to the appropriate Shareholders pro rata according to the nominal value of the shares held by them respectively</p> <p>Capital - On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company available for distribution amongst its shareholders after payment of its liabilities shall be applied in the following manner in the following order of priority</p> <p>(i) First in paying to the holders of the "A Shares and the "B" Shares the subscription price per share together with a sum equal to the unpaid arrears and accruals of dividends thereon calculated down to the date of the return of capital,</p> <p>(ii) second in paying to the holders of the "C" Shares the subscription price per share, and</p> <p>(iii) third, in paying the balance thereof to the holders of the "A" Shares and the "B" Shares pari passu as if they constituted one class of share</p> <p>Voting - (i) The holders of the Shares shall have the right to receive notice of and attend and vote at any general meeting of the Company Subject to article (ii) below, each holder present or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll to one vote for each Share held</p> <p>Continued overleaf</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder</p> <p>A separate table must be used for each class of share</p>

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3	Prescribed particulars of rights attached to shares	
Class of share	Ordinary C	
Prescribed particulars ①	<p>Voting continued</p> <p>(ii) The holders of the "C" Shares shall be entitled to exercise such number of votes as is equal to 50 1% of all votes attaching to all the Shares and such votes shall be divided pro rata between the "C" Shares then in issue, provided that such right shall not have the effect of reducing or altering in any way the voting rights attaching to the "B" Shares which shall continue to vote the same proportion of all of the votes as they exercised prior to the issue of a "C" Share</p> <p>(d) In all other respects the "A" Shares, the "B" Shares and the C Shares shall rank pari passu</p>	

① Prescribed particulars of rights attached to shares

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or court order**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 **The Company Secretary**

Company name **Mitie Group plc**

Address **1 Harlequin Office Park**

Fieldfare

Emersons Green

Post town **Bristol**

County/Region

Postcode **B S 1 6 7 F N**

Country

DX

Telephone **0117 322 1097**

**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 the relevant sections of the statement of capital
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record

**How to pay**

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement

Make cheques or postal orders payable to 'Companies House'

**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