

Don't
stage this form

SH02

laserform

Notice of consolidation, sub-division, redemption
of shares or re-conversion of stock into shares

☒ **What this form is for**
You may use this form to give
notice of consolidation,
sub-division, redemption of
shares or re-conversion of stock
into shares.

☐ **What this form is for**
You cannot use this form to give
notice of a conversion of stock
into stock.

SATURDAY



A7ZXB2S9
A17 23/02/2019 #116
COMPANIES HOUSE

1 Company details

Company number 0 8 9 2 2 4 0 9
Company name in full TYRION SECURITY TOPCO 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 resolution

Date of resolution d d m m y y y y
5 0 2 2 0 1 9

3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
VOTING ORDINARY	127282	0.08	101,825,600	0.0001
NON-VOTING ORDINARY	47991	0.01	4,799,100	0.0001

5 Redemption

Please show the class number and nominal value of shares that have been
redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of Issued shares	Nominal value of each share

7

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Please use a Statement of Capital continuation page if necessary.

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

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				
£	A Ordinary	889650	8,896.50	
£	Deferred	140213079	14,021.31	
Totals		141102729	22917.81	0.00

Currency table B				
Totals				

Currency table C				
Totals				

	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)	141102729	22917.81	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 (prescribed particulars of rights attached to shares) ①

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 7.

Class of share

SEE CONTINUATION SHEET

Prescribed particulars

①

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

① 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.

Please use a Statement of capital continuation page if necessary.

9

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

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.

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Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>Voting Rights</p> <p>On a resolution, the A Ordinary Shares carry one vote per share.</p> <p>Dividend Rights</p> <p>Any distributable profits which the Company may determine to distribute in respect of any financial year are distributed amongst the holders of the A Ordinary Shares, Non-Voting Ordinary Shares and Voting Ordinary Shares (pari passu as if the same constituted one class of shares) according to the number of such shares held by the relevant shareholder at the relevant time.</p> <p>Capital Distributions</p> <p>On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of liabilities and all other sums payable in priority shall be applied in the following order:</p> <p>(i) first, in distributing the first £1,000,000,000 of such assets amongst the holders of the A Ordinary Shares, Non-Voting Ordinary Shares, Voting Ordinary Shares and any other class of equity shares in issue from time to time but for the avoidance of doubt does not include Deferred Shares ("Equity Shares") (pari passu as if the same constituted one class of Shares) according to the number of such Equity Shares held by the relevant shareholder at the time;</p> <p>(ii) after the distribution of the first £1,000,000,000 of such assets as per (i) above, each holder of the Deferred Shares shall be entitled to receive an amount equal to £1 in aggregate for all Deferred Shares held by such shareholder; and</p> <p>(iii) hereafter, any balance of such assets shall be distributed in the same manner as under (i) above.</p> <p>Redemption</p> <p>The A Ordinary Shares carry no redemption rights.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Deferred Shares	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.
Prescribed particulars	<p>Voting Rights</p> <p>The Deferred Shares carry no voting rights.</p> <p>Dividend Rights</p> <p>The Deferred Shares carry no right to participate in a dividend.</p> <p>Capital Distributions</p> <p>On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of liabilities and all other sums payable in priority shall be applied in the following order:</p> <p>(i) first, in distributing the first £1,000,000,000 of such assets amongst the holders of Equity Shares (pari passu as if the same constituted one class of Shares) according to the number of such Equity Shares held by the relevant shareholder at the time;</p> <p>(ii) after the distribution of the first £1,000,000,000 of such assets as per (i) above, each holder of the Deferred Shares shall be entitled to receive an amount equal to £1 in aggregate for all Deferred Shares held by such shareholder; and</p> <p>(iii) thereafter, any balance of such assets shall be distributed in the same manner as under (i) above.</p> <p>Redemption</p> <p>The Deferred Shares carry no redemption rights.</p>	

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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 **SBB**

Company name **Travers Smith LLP**

Address **10 Snow Hill**

Post town **London**

County/Region

Postcode

E	C	1	A		2	A	L
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Country

DX

Telephone



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 resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed 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