



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

X What this form is NOT for
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.

SATURDAY



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04/06/2016

#215

COMPANIES HOUSE

1 Company details

Company number	9	0	2	6	4	7	4
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Company name in full	FLUIDPOWER MIP LIMITED
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→ 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	1
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m	0	m	6
---	---	---	---

y	2	y	0	y	1	y	6
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3 Shares cancelled

[illegible]

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Notice of cancellation of shares

Statement of capital

Section 4 (also **Section 5** and **Section 6** if appropriate) should reflect the company's share capital immediately following the cancellation

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
see continuation page				£
				£
				£
				£
Totals				£

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

6 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	❹ Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares		
Total aggregate nominal value ❹		

❶ Including both the nominal value and any share premium

❷ Number of shares issued multiplied by nominal value of each share

❸ Total number of issued shares in this class

Continuation pages
Please use a Statement of Capital continuation page if necessary

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Notice of cancellation of shares

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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 statement of capital share tables in **Section 4** and **Section 5**.

Class of share	Ordinary shares
Prescribed particulars ①	See continuation page
Class of share	A Ordinary shares
Prescribed particulars ①	See continuation page
Class of share	B Ordinary shares
Prescribed particulars ①	See continuation page

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 and any terms or conditions relating to redemption of these shares


A separate table must be used for each class of share

Continuation pages

Please use a Statement of Capital continuation page if necessary

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Signature

	I am signing this form on behalf of the company	
Signature	<div>Signature</div> <div>X  X</div>	
	<p>This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>	<p>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</p> <p>③ Person authorised Under either section 270 or 274 of the Companies Act 2006</p>

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Notice of cancellation of shares



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 Robert Sissons

Company name DLA Piper UK LLP

Address 101 Barbirolli Square

Manchester

Post town

County/Region

Postcode M 2 3 D L

Country

DX DX. 14304 MANCHESTER

Telephone 08700 111 111



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



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



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

Please complete the table below to show each class of shares held in other currencies
Please complete a separate table for each currency

1 Including both the nominal value and any share premium

2 Total number of issued shares in this class

3 Number of shares issued multiplied by nominal value of each share

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Notice of cancellation of shares

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Statement of capital (Prescribed particulars of rights ^① attached to shares)

Class of share	Ordinary Shares
Prescribed particulars	<p>Voting</p> <p>Full voting rights subject to compliance with transfer provisions and tag along rights in the Articles and subject to shares being fully paid (unless otherwise approved by the directors of the company)</p> <p>Dividends</p> <p>After payment of the automatic dividend in respect of the B shares, any further profits of the Company which are to be the subject of a dividend shall be apportioned between the Ordinary Shareholders, pro rata to the number of Ordinary Shares held</p> <p>Capital</p> <p>The value of the Company's assets on a liquidation, dissolution, winding up (or a return of assets following a sale by the company of substantially all its assets or sale of the company's shares after costs and liabilities have been met) shall be apportioned first, by payment of the nominal value in respect of each Ordinary Share, A Share and B Share (and payment to holders of Deferred Shares of, in aggregate, 0.0000001 per cent of aggregate amounts to be returned to shareholders on a liquidation, dissolution or winding up of the company only) and then as follows as regards the balance</p> <p>A Shares - In respect of any value in excess of the hurdle (the hurdle is an amount equal to £52,000,000 applied to X/Y multiplied by the amount available for distribution, where X is the number of shares in Flowtech Fluidpower plc in issue on first admission and Y is the total issued share capital at the time of liquidation, dissolution or winding up) 10% of that excess (or if lower 10% multiplied by a fraction no greater than 1/1 equal to X/Y, where X is the number of A Shares in issue and Y is 700) is allocated to holders of A Shares, pro rata to the number of A Shares held</p> <p>C Shares - The C Shares are entitled to 1.74102 per cent of any assets available for distribution in excess of £65,067,696</p> <p>D Shares - The D Shares are entitled to 2.92898 per cent of any assets available for distribution in excess of £65,067,696</p> <p>Ordinary Shares - The balance of any assets available for distribution after the application of the apportionment to the A, B, C and D Shares is apportioned pro rata to the Ordinary Shareholders pro rata to their holdings</p>

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 and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A Ordinary Shares ("A Shares")	<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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>
Prescribed particulars	<p>Voting</p> <p>The holders of the A Shares shall not be entitled to receive notice of, or to attend, speak or vote at, general meetings of the Company, nor to vote on any written resolution of the Shareholders.</p> <p>Dividends</p> <p>The A Shares shall not be entitled to receive any dividends</p> <p>Capital</p> <p>The value of the Company's assets on a liquidation, dissolution, winding up (or a return of assets following a sale by the company of substantially all its assets or sale of the company's shares after costs and liabilities have been met) shall be apportioned first, by payment of the nominal value in respect of each Ordinary Share, A Share and B Share (and payment to holders of Deferred Shares of, in aggregate, 0.0000001 per cent of aggregate amounts to be returned to shareholders on a liquidation, dissolution or winding up of the company only) and then as follows as regards the balance</p> <p>A Shares - In respect of any value in excess of the hurdle (the hurdle is an amount equal to £52,000,000 applied to X/Y multiplied by the amount available for distribution, where X is the number of shares in Flowtech Fluidpower plc in issue on first admission and Y is the total issued share capital at the time of liquidation, dissolution or winding up) 10% of that excess (or if lower 10% multiplied by a fraction no greater than 1/1 equal to X/Y, where X is the number of A Shares in issue and Y is 700) is allocated to holders of A Shares, pro rata to the number of A Shares held</p> <p>C Shares - The C Shares are entitled to 1.74102 per cent of any assets available for distribution in excess of £65,067,696</p> <p>D Shares - The D Shares are entitled to 2.92898 per cent of any assets available for distribution in excess of £65,067,696</p> <p>Ordinary Shares - The balance of any assets available for distribution after the application of the apportionment to the A, B, C and D Shares is apportioned pro rata to the Ordinary Shareholders pro rata to their holdings</p>	

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	B Ordinary Shares ("B Shares")
Prescribed particulars	<p>Voting</p> <p>Full voting rights subject to compliance with transfer provisions and tag along rights in the Articles and subject to shares being fully paid (unless otherwise approved by the directors of the company)</p> <p>Dividends</p> <p>The Company shall, in respect of each financial year, and without resolution of the Board or Company in general meeting, pay to each holder of B Shares in priority to the dividends on any other class of shares a net cash dividend in an amount equal to 2 per cent above the base rate of the Bank of England when applied to the nominal value of each B Share on a daily basis and on the basis of a 365 day year</p> <p>Capital</p> <p>The value of the Company's assets on a liquidation, dissolution, winding up (or a return of assets following a sale by the company of substantially all its assets or sale of the company's shares after costs and liabilities have been met) shall be apportioned first, by payment of the nominal value in respect of each Ordinary Share, A Share and B Share (and payment to holders of Deferred Shares of, in aggregate, 0.0000001 per cent of aggregate amounts to be returned to shareholders on a liquidation, dissolution or winding up of the company only) and then as follows as regards the balance</p> <p>A Shares - In respect of any value in excess of the hurdle (the hurdle is an amount equal to £52,000,000 applied to X/Y multiplied by the amount available for distribution, where X is the number of shares in Flowtech Fluidpower plc in issue on first admission and Y is the total issued share capital at the time of liquidation, dissolution or winding up) 10% of that excess (or if lower 10% multiplied by a fraction no greater than $1/1$ equal to X/Y, where X is the number of A Shares in issue and Y is 700) is allocated to holders of A Shares, pro rata to the number of A Shares held</p> <p>C Shares - The C Shares are entitled to 1.74102 per cent of any assets available for distribution in excess of £65,067,696</p> <p>D Shares - The D Shares are entitled to 2.92898 per cent of any assets available for distribution in excess of £65,067,696</p> <p>Ordinary Shares - The balance of any assets available for distribution after the application of the apportionment to the A, B, C and D Shares is apportioned pro rata to the Ordinary Shareholders pro rata to their holdings</p>

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 and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	C Ordinary Shares ("C Shares")
Prescribed particulars	<p>Voting</p> <p>Full voting rights subject to compliance with transfer provisions and tag along rights in the Articles and subject to shares being fully paid (unless otherwise approved by the directors of the company)</p> <p>Dividends</p> <p>The C Shares shall not be entitled to receive any dividends</p> <p>Capital</p> <p>The value of the Company's assets on a liquidation, dissolution, winding up (or a return of assets following a sale by the company of substantially all its assets or sale of the company's shares after costs and liabilities have been met) shall be apportioned first, by payment of the nominal value in respect of each Ordinary Share, A Share and B Share (and payment to holders of Deferred Shares of, in aggregate, 0 0000001 per cent of aggregate amounts to be returned to shareholders on a liquidation, dissolution or winding up of the company only) and then as follows as regards the balance.</p> <p>A Shares - In respect of any value in excess of the hurdle (the hurdle is an amount equal to £52,000,000 applied to X/Y multiplied by the amount available for distribution, where X is the number of shares in Flowtech Fluidpower plc in issue on first admission and Y is the total issued share capital at the time of liquidation, dissolution or winding up) 10% of that excess (or if lower 10% multiplied by a fraction no greater than 1/1 equal to X/Y, where X is the number of A Shares in issue and Y is 700) is allocated to holders of A Shares, pro rata to the number of A Shares held</p> <p>C Shares - The C Shares are entitled to 1 74102 per cent of any assets available for distribution in excess of £65,067,696</p> <p>D Shares - The D Shares are entitled to 2 92898 per cent of any assets available for distribution in excess of £65,067,696</p> <p>Ordinary Shares - The balance of any assets available for distribution after the application of the apportionment to the A, B, C and D Shares is apportioned pro rata to the Ordinary Shareholders pro rata to their holdings</p>

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A separate table must be used for each class of share

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Statement of capital (Prescribed particulars of rights ^① attached to shares)

Class of share	D Ordinary Shares ("D Shares")
Prescribed particulars	<p><u>Voting</u></p> <p>The holders of the A Shares shall not be entitled to receive notice of, or to attend, speak or vote at, general meetings of the Company, nor to vote on any written resolution of the Shareholders</p> <p><u>Dividends</u></p> <p>The D Shares shall not be entitled to receive any dividends</p> <p><u>Capital</u></p> <p>The value of the Company's assets on a liquidation, dissolution, winding up (or a return of assets following a sale by the company of substantially all its assets or sale of the company's shares after costs and liabilities have been met) shall be apportioned first, by payment of the nominal value in respect of each Ordinary Share, A Share and B Share (and payment to holders of Deferred Shares of, in aggregate, 0 0000001 per cent of aggregate amounts to be returned to shareholders on a liquidation, dissolution or winding up of the company only) and then as follows as regards the balance</p> <p><u>A Shares</u> - In respect of any value in excess of the hurdle (the hurdle is an amount equal to £52,000,000 applied to X/Y multiplied by the amount available for distribution, where X is the number of shares in Flowtech Fluidpower plc in issue on first admission and Y is the total issued share capital at the time of liquidation, dissolution or winding up) 10% of that excess (or if lower 10% multiplied by a fraction no greater than 1/1 equal to X/Y, where X is the number of A Shares in issue and Y is 700) is allocated to holders of A Shares, pro rata to the number of A Shares held</p> <p><u>C Shares</u> - The C Shares are entitled to 1 74102 per cent of any assets available for distribution in excess of £65,067,696</p> <p><u>D Shares</u> - The D Shares are entitled to 2 92898 per cent of any assets available for distribution in excess of £65,067,696</p> <p><u>Ordinary Shares</u> - The balance of any assets available for distribution after the application of the apportionment to the A, B, C and D Shares is apportioned pro rata to the Ordinary Shareholders pro rata to their holdings</p>

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- 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 and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share