

Notice of cancellation of shares



Companies House

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.

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Company number	0	0	3	7	2	4	8	1
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Company name in full **GRAHAM & BROWN LIMITED**

All fields are mandatory unless specified or indicated by *

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Date of cancellation	1	4	0	7	2	0	2	3
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Date of cancellation	1	4	0	7	2	0	2	3
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[illegible]

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

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

Continuation page

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				
£1.00	ORDINARY	1,390,000	1,390,000	
£0.01	A ORDINARY	33,857	338.57	
£1.00	B ORDINARY	9,218	9,218	
Totals		1,433,075	1,399,556.57	NIL

Currency table B				
Totals				

Currency table C				
Totals				

Total issued share capital table				
Complete this table to show your total Issued share capital. Add the totals from all currency tables, including continuation pages.		Total number of shares	Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + \$10	Total aggregate amount unpaid ❶ Show different currencies separately. For example: £100 + €100 + \$10
Grand total		1,433,075	1,399,556.57	NIL

❶ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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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 share capital tables in Section 4.

Class of share	ORDINARY SHARES
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Prescribed particulars ①	SEE ATTACHED
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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.

Continuation pages

Please use a Statement of Capital continuation page if necessary.

Class of share	A ORDINARY SHARES
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Prescribed particulars ①	SEE ATTACHED
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Class of share	B ORDINARY SHARES
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Prescribed particulars ①	SEE ATTACHED
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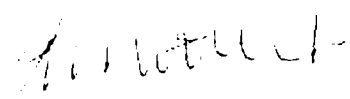
Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

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.

① Person authorised

Under either section 270 or 274 of the Companies Act 2006.

This form may be signed by:

Director①, Secretary, Person authorised①, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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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	LISA MITCHELL					
Company name	GRAHAM & BROWN					
Address	INDIA MILL, HARWOOD STREET					
Post town	BLACKBURN					
County/Region	LANCASHIRE					
Postcode	B	B	1	3	D	B
Country	UK					
DX						
Telephone	07583172170					



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.



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

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

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

Class of share	Ordinary Shares
Prescribed particulars	<p>3.1 Income</p> <p>3.1.1 The profits of the Company available for distribution in respect of each Accounting Period shall be applied as follows and in the following order of priority:</p> <p>3.1.1.1 first, before application of any profits to reserve or for any other purpose, the Company shall declare and pay in aggregate to the members holding Ordinary Shares, a cumulative participating dividend of an amount equal to twenty one and a half percent (21.5%) of PBT in the relevant Accounting Period (an "Ordinary Preferential Dividend");</p> <p>3.1.1.2 second, the Company shall declare and pay in aggregate to the members holding "A" Ordinary Shares, a cumulative participating dividend of an amount up to (but not exceeding) twenty percent (20%) of PBT in the relevant Accounting Period (the amount so declared and paid being determined by resolution of the board of directors) (an "A" Ordinary Preferential Dividend"); and</p> <p>3.1.1.3 thirdly, the Company shall declare and pay to the members holding "B" Shares a fixed dividend of £0.01 per share in respect of each Accounting Period;</p> <p>3.1.1.4 fourthly, the Company shall declare and pay to the members holding "C" Shares a fixed dividend of £0.01 per shares in respect of each Accounting Period; and</p> <p>3.1.1.5 thereafter, any profits available for distribution which the board of directors of the Company resolve should be distributed, shall be distributed amongst the holders of the Ordinary Shares and "A" Ordinary Shares pro-rata to the number of Shares held by them (as if one class).</p> <p>3.1.2 The Ordinary Preferential Dividend shall be paid within 10 days following approval of the Accounts for the Relevant Accounting Period by the Company or such later date as the holders of a majority of the Ordinary Shares shall agree. With the consent of all of the holders of all of the Ordinary Shares, the Ordinary Preferential Dividend may be paid to different Ordinary Shareholders at different times.</p> <p>3.1.3 Any Preferential Dividend shall be paid, in cash, within 10 days following approval of the Accounts for the Relevant Accounting Period by the Company, to the persons registered as the holders of Ordinary Shares at that date.</p> <p>3.1.4 Any Fixed Dividend shall be paid in cash within 10 days following the approval of the Accounts for the Relevant Accounting Period by the Company to the persons registered as the holders of "B" Shares and "C" Shares at that date.</p> <p>3.1.5 The Preferential Dividend shall accrue daily from the start of the relevant Accounting Period and in the event of an Exit or return of capital prior to payment, all accruals (and arrears) of the Preferential Dividend are payable in full, whether or not then due, on that Exit or return of capital. In the event of an Exit or return of capital which occurs part way through an Accounting Period in which a Preferential Dividend is accruing, in the absence of Audited Accounts for that Accounting Period, the holders of Ordinary Shares shall be entitled to twenty one and a half percent (21.5%) of accumulated PBT determined by reference to the latest management accounts of the Group (being not older than the calendar month prior to the month in which the Exit occurs) and the holders of "A" Ordinary Shares shall be entitled to such percentage of accumulated PBT (determined in the same manner) as the board of directors shall determine (up to a maximum of twenty percent (20%) of PBT in aggregate).</p> <p>3.1.6 The Preferential Dividend will become a debt due from and immediately payable by the Company to the member or members to whom it is payable on the date or dates set out in this Article 3.1 without any requirement for a recommendation of the Board or a resolution of the members in general meeting in respect of that dividend</p>

● 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.

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

Class of share	Ordinary
Prescribed particulars	<p>3.1.7 If the Company fails to pay in full the Preferential Dividend on the due date in question (for whatever reason), the Company will pay to the relevant members on account of the relevant dividends, subject to the order of priority set out in Article 3.1.1, the maximum sum (if any) which can lawfully be paid by the Company and all arrears will be carried forwards and on each succeeding due date the Company will pay on account of any outstanding balance, in the order of priority set out in Article 3.1.1, such amount as can lawfully be paid and this procedure will continue until such time as the relevant arrears have been paid in full.</p> <p>3.1.8 Any dispute as to the amount of PBT shall be referred by the Company to the Auditors, acting as experts and not as arbitrators. The decision of the Auditors shall be final and binding on the parties (save in the case of fraud or manifest error). The Auditors' terms of reference shall be to determine the matters in dispute within twenty-one days of their appointment and the parties shall each provide the Auditors with all information which the Auditors reasonably require and the Auditors shall be entitled (to the extent they consider it appropriate) to base their determination on such information. The Company shall pay the fee of the Auditors.</p> <p>3.2 As regards capital</p> <p>3.2.1 On a return of assets whether in a winding-up or reduction of capital or otherwise (except in the case of the purchase by the Company of its own shares) and for the purposes of determining allocation of proceeds payable to the members of the Company in the event of a Change of Control, any arrears and accruals of unpaid dividends which shall have become due in accordance with Article 3.1 shall instead be paid and the liability of the Company to do so discharged in accordance with this Article 3.2 and the assets and retained profits of the Company available for distribution among the members remaining after payment of all other debts and liabilities of the Company and of the costs charges and expenses of such winding-up shall be applied as follows:</p> <p>3.2.1.1 first, in paying to the holders of the "B" Shares any amount outstanding pursuant to the JC Option Agreement;</p> <p>3.2.1.2 second, in paying to the holders of Ordinary Shares the capital paid up on the Ordinary Shares;</p> <p>3.2.1.3 third, in paying to the holders of Ordinary Shares all arrears (if any) and accruals of the Preferential Dividend and any other dividends declared but not paid in respect of the said shares which do not fall to be deducted in the calculation of the Threshold Amount;</p> <p>3.2.1.4 fourth, in paying to the holders of the "A" Ordinary Shares all arrears (if any) of any dividends declared but unpaid in respect of the "A" Ordinary Shares;</p> <p>3.2.1.5 fifth, in paying to the holders of the Ordinary Shares such sum as shall equate to the Threshold Amount;</p> <p>3.2.1.6 sixth, in paying to the holders of Ordinary Shares all arrears (if any) of dividends declared but not paid in respect of the said shares which have been deducted in the calculation of the Threshold Amount;</p> <p>3.2.1.7 seventh, in paying to the holders of the "A" Ordinary Shares the capital paid up on the "A" Ordinary Shares;</p> <p>3.2.1.8 eighth, in paying the holders of the "C" Shares the capital paid up on the "C" Shares; and</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.

A separate table must be used for each class of share.

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

Class of share	Ordinary	
Prescribed particulars	<p>3.2.1.9 thereafter, in distributing the balance of such assets and retained profits firstly to the holders of the Ordinary Shares as one class of shareholders and the "A" Ordinary Shares as one class of shareholders in the Relevant Percentages and then within each class of shareholders distributed pro-rata to the numbers of Shares held by each Shareholder within each class.</p> <p>3.3 As regards voting</p> <p>3.3.1 The Ordinary Shareholders shall have the right to receive notice of all general meetings of the Company and to attend and to vote thereat either in person or by proxy. On a poll every member holding an Ordinary Share shall have one vote in respect of every such Ordinary Share of which he is the holder.</p> <p>3.3.2 The "B" Shareholders shall have the right to receive notice of all general meetings of the Company and to attend thereat but shall have no right to vote at such meetings either in person or by proxy nor to vote by way of any written resolution required to be signed by those members who for the time being are entitled to attend such meetings.</p> <p>Redemption</p> <p>The Ordinary Shares are not redeemable.</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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Statement of capital (prescribed particulars of rights attached to shares) ●

Class of share	A Ordinary
Prescribed particulars	<p>3.1 Income</p> <p>3.1.1 The profits of the Company available for distribution in respect of each Accounting Period shall be applied as follows and in the following order of priority:</p> <p>3.1.1.1 first, before application of any profits to reserve or for any other purpose, the Company shall declare and pay in aggregate to the members holding Ordinary Shares, a cumulative participating dividend of an amount equal to twenty one and a half percent (21.5%) of PBT in the relevant Accounting Period (an "Ordinary Preferential Dividend");</p> <p>3.1.1.2 second, the Company shall declare and pay in aggregate to the members holding "A" Ordinary Shares, a cumulative participating dividend of an amount up to (but not exceeding) twenty percent (20%) of PBT in the relevant Accounting Period (the amount so declared and paid being determined by resolution of the board of directors) (an "A" Ordinary Preferential Dividend"); and</p> <p>3.1.1.3 thirdly, the Company shall declare and pay to the members holding "B" Shares a fixed dividend of £0.01 per share in respect of each Accounting Period;</p> <p>3.1.1.4 fourthly, the Company shall declare and pay to the members holding "C" Shares a fixed dividend of £0.01 per shares in respect of each Accounting Period; and</p> <p>3.1.1.5 thereafter, any profits available for distribution which the board of directors of the Company resolve should be distributed, shall be distributed amongst the holders of the Ordinary Shares and "A" Ordinary Shares pro-rata to the number of Shares held by them (as if one class).</p> <p>3.1.3 Any Preferential Dividend shall be paid, in cash, within 10 days following approval of the Accounts for the Relevant Accounting Period by the Company, to the persons registered as the holders of Ordinary Shares at that date.</p> <p>3.1.4 Any Fixed Dividend shall be paid in cash within 10 days following the approval of the Accounts for the Relevant Accounting Period by the Company to the persons registered as the holders of "B" Shares and "C" Shares at that date.</p> <p>3.1.5 The Preferential Dividend shall accrue daily from the start of the relevant Accounting Period and in the event of an Exit or return of capital prior to payment, all accruals (and arrears) of the Preferential Dividend are payable in full, whether or not then due, on that Exit or return of capital. In the event of an Exit or return of capital which occurs part way through an Accounting Period in which a Preferential Dividend is accruing, in the absence of Audited Accounts for that Accounting Period, the holders of Ordinary Shares shall be entitled to twenty one and a half percent (21.5%) of accumulated PBT determined by reference to the latest management accounts of the Group (being not older than the calendar month prior to the month in which the Exit occurs) and the holders of "A" Ordinary Shares shall be entitled to such percentage of accumulated PBT (determined in the same manner) as the board of directors shall determine (up to a maximum of twenty percent (20%) of PBT in aggregate).</p> <p>3.1.6 The Preferential Dividend will become a debt due from and immediately payable by the Company to the member or members to whom it is payable on the date or dates set out in this Article 3.1 without any requirement for a recommendation of the Board or a resolution of the members in general meeting in respect of that dividend</p>

● Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
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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 attached to shares) ●

Class of share	A Ordinary
Prescribed particulars	<p>3.1.7 If the Company fails to pay in full the Preferential Dividend on the due date in question (for whatever reason), the Company will pay to the relevant members on account of the relevant dividends, subject to the order of priority set out in Article 3.1.1, the maximum sum (if any) which can lawfully be paid by the Company and all arrears will be carried forwards and on each succeeding due date the Company will pay on account of any outstanding balance, in the order of priority set out in Article 3.1.1, such amount as can lawfully be paid and this procedure will continue until such time as the relevant arrears have been paid in full.</p> <p>3.1.8 Any dispute as to the amount of PBT shall be referred by the Company to the Auditors, acting as experts and not as arbitrators. The decision of the Auditors shall be final and binding on the parties (save in the case of fraud or manifest error). The Auditors' terms of reference shall be to determine the matters in dispute within twenty-one days of their appointment and the parties shall each provide the Auditors with all information which the Auditors reasonably require and the Auditors shall be entitled (to the extent they consider it appropriate) to base their determination on such information. The Company shall pay the fee of the Auditors.</p> <p>3.2 As regards capital</p> <p>3.2.1 On a return of assets whether in a winding-up or reduction of capital or otherwise (except in the case of the purchase by the Company of its own shares) and for the purposes of determining allocation of proceeds payable to the members of the Company in the event of a Change of Control, any arrears and accruals of unpaid dividends which shall have become due in accordance with Article 3.1 shall instead be paid and the liability of the Company to do so discharged in accordance with this Article 3.2 and the assets and retained profits of the Company available for distribution among the members remaining after payment of all other debts and liabilities of the Company and of the costs charges and expenses of such winding-up shall be applied as follows:</p> <p>3.2.1.1 first, in paying to the holders of the "B" Shares any amount outstanding pursuant to the JC Option Agreement;</p> <p>3.2.1.2 second, in paying to the holders of Ordinary Shares the capital paid up on the Ordinary Shares;</p> <p>3.2.1.3 third, in paying to the holders of Ordinary Shares all arrears (if any) and accruals of the Preferential Dividend and any other dividends declared but not paid in respect of the said shares which do not fall to be deducted in the calculation of the Threshold Amount;</p> <p>3.2.1.4 fourth, in paying to the holders of the "A" Ordinary Shares all arrears (if any) of any dividends declared but unpaid in respect of the "A" Ordinary Shares;</p> <p>3.2.1.5 fifth, in paying to the holders of the Ordinary Shares such sum as shall equate to the Threshold Amount;</p> <p>3.2.1.6 sixth, in paying to the holders of Ordinary Shares all arrears (if any) of dividends declared but not paid in respect of the said shares which have been deducted in the calculation of the Threshold Amount;</p> <p>3.2.1.7 seventh, in paying to the holders of the "A" Ordinary Shares the capital paid up on the "A" Ordinary Shares;</p> <p>3.2.1.8 eighth, in paying the holders of the "C" Shares the capital paid up on the "C" Shares; and</p>

● 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.

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5 Statement of capital (prescribed particulars of rights attached to shares) •

Class of share	A Ordinary	
Prescribed particulars	<p>3.2.1.9 thereafter, in distributing the balance of such assets and retained profits firstly to the holders of the Ordinary Shares as one class of shareholders and the "A" Ordinary Shares as one class of shareholders in the Relevant Percentages and then within each class of shareholders distributed pro-rata to the numbers of Shares held by each Shareholder within each class.</p> <p>3.3 As regards voting</p> <p>3.3.2 The "A" Ordinary Shareholders shall not have the right to receive notice of or be present or vote either by person or by proxy at any general meeting or to vote by way of any written resolution required to be signed by those members who for the time being are entitled to attend such meetings aforesaid, unless a resolution is to be proposed at such general meeting (or such written resolution aforesaid is proposed) for abrogating or directly and adversely varying any of the rights or privileges of the holders of such shares as a class in which event every member who is present shall have one vote for every "A" Ordinary Share held by him or in the alternative each such member may sign such written resolution.</p> <p>Redemption</p> <p>The "A" Ordinary Shares are not redeemable.</p>	<p>• 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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5 Statement of capital (prescribed particulars of rights attached to shares) ●

Class of share	B Shares	
Prescribed particulars	<p>3.1 Income</p> <p>3.1.1 The profits of the Company available for distribution in respect of each Accounting Period shall be applied as follows and in the following order of priority:</p> <p>3.1.1.1 first, before application of any profits to reserve or for any other purpose, the Company shall declare and pay in aggregate to the members holding Ordinary Shares, a cumulative participating dividend of an amount equal to twenty one and a half percent (21.5%) of PBT in the relevant Accounting Period (an "Ordinary Preferential Dividend");</p> <p>3.1.1.2 second, the Company shall declare and pay in aggregate to the members holding "A" Ordinary Shares, a cumulative participating dividend of an amount up to (but not exceeding) twenty percent (20%) of PBT in the relevant Accounting Period (the amount so declared and paid being determined by resolution of the board of directors) (an "A" Ordinary Preferential Dividend"); and</p> <p>3.1.1.3 thirdly, the Company shall declare and pay to the members holding "B" Shares a fixed dividend of £0.01 per share in respect of each Accounting Period;</p> <p>3.1.1.4 fourthly, the Company shall declare and pay to the members holding "C" Shares a fixed dividend of £0.01 per shares in respect of each Accounting Period; and</p> <p>3.1.1.5 thereafter, any profits available for distribution which the board of directors of the Company resolve should be distributed, shall be distributed amongst the holders of the Ordinary Shares and "A" Ordinary Shares pro-rata to the number of Shares held by them (as if one class).</p> <p>3.1.2 The Ordinary Preferential Dividend shall be paid within 10 days following approval of the Accounts for the Relevant Accounting Period by the Company or such later date as the holders of a majority of the Ordinary Shares shall agree. With the consent of all of the holders of all of the Ordinary Shares, the Ordinary Preferential Dividend may be paid to different Ordinary Shareholders at different times.</p> <p>3.1.3 Any Preferential Dividend shall be paid, in cash, within 10 days following approval of the Accounts for the Relevant Accounting Period by the Company, to the persons registered as the holders of Ordinary Shares at that date.</p> <p>3.1.4 Any Fixed Dividend shall be paid in cash within 10 days following the approval of the Accounts for the Relevant Accounting Period by the Company to the persons registered as the holders of "B" Shares and "C" Shares at that date.</p> <p>3.1.5 The Preferential Dividend shall accrue daily from the start of the relevant Accounting Period and in the event of an Exit or return of capital prior to payment, all accruals (and arrears) of the Preferential Dividend are payable in full, whether or not then due, on that Exit or return of capital. In the event of an Exit or return of capital which occurs part way through an Accounting Period in which a Preferential Dividend is accruing, in the absence of Audited Accounts for that Accounting Period, the holders of Ordinary Shares shall be entitled to twenty one and a half percent (21.5%) of accumulated PBT determined by reference to the latest management accounts of the Group (being not older than the calendar month prior to the month in which the Exit occurs) and the holders of "A" Ordinary Shares shall be entitled to such percentage of accumulated PBT (determined in the same manner) as the board of directors shall determine (up to a maximum of twenty percent (20%) of PBT in aggregate).</p> <p>3.1.6 The Preferential Dividend will become a debt due from and immediately payable by the Company to the member or members to whom it is payable on the date or dates set out in this Article 3.1 without any requirement for a recommendation of the Board or a resolution of the members in general meeting in respect of that dividend</p>	<p>● 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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5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	B Shares
Prescribed particulars	<p>3.1.7 If the Company fails to pay in full the Preferential Dividend on the due date in question (for whatever reason), the Company will pay to the relevant members on account of the relevant dividends, subject to the order of priority set out in Article 3.1.1, the maximum sum (if any) which can lawfully be paid by the Company and all arrears will be carried forwards and on each succeeding due date the Company will pay on account of any outstanding balance, in the order of priority set out in Article 3.1.1, such amount as can lawfully be paid and this procedure will continue until such time as the relevant arrears have been paid in full.</p> <p>3.1.8 Any dispute as to the amount of PBT shall be referred by the Company to the Auditors, acting as experts and not as arbitrators. The decision of the Auditors shall be final and binding on the parties (save in the case of fraud or manifest error). The Auditors' terms of reference shall be to determine the matters in dispute within twenty-one days of their appointment and the parties shall each provide the Auditors with all information which the Auditors reasonably require and the Auditors shall be entitled (to the extent they consider it appropriate) to base their determination on such information. The Company shall pay the fee of the Auditors.</p> <p>3.2 As regards capital</p> <p>3.2.1 On a return of assets whether in a winding-up or reduction of capital or otherwise (except in the case of the purchase by the Company of its own shares) and for the purposes of determining allocation of proceeds payable to the members of the Company in the event of a Change of Control, any arrears and accruals of unpaid dividends which shall have become due in accordance with Article 3.1 shall instead be paid and the liability of the Company to do so discharged in accordance with this Article 3.2 and the assets and retained profits of the Company available for distribution among the members remaining after payment of all other debts and liabilities of the Company and of the costs charges and expenses of such winding-up shall be applied as follows:</p> <p>3.2.1.1 first, in paying to the holders of the "B" Shares any amount outstanding pursuant to the JC Option Agreement;</p> <p>3.2.1.2 second, in paying to the holders of Ordinary Shares the capital paid up on the Ordinary Shares;</p> <p>3.2.1.3 third, in paying to the holders of Ordinary Shares all arrears (if any) and accruals of the Preferential Dividend and any other dividends declared but not paid in respect of the said shares which do not fall to be deducted in the calculation of the Threshold Amount;</p> <p>3.2.1.4 fourth, in paying to the holders of the "A" Ordinary Shares all arrears (if any) of any dividends declared but unpaid in respect of the "A" Ordinary Shares;</p> <p>3.2.1.5 fifth, in paying to the holders of the Ordinary Shares such sum as shall equate to the Threshold Amount;</p> <p>3.2.1.6 sixth, in paying to the holders of Ordinary Shares all arrears (if any) of dividends declared but not paid in respect of the said shares which have been deducted in the calculation of the Threshold Amount;</p> <p>3.2.1.7 seventh, in paying to the holders of the "A" Ordinary Shares the capital paid up on the "A" Ordinary Shares;</p> <p>3.2.1.8 eighth, in paying the holders of the "C" Shares the capital paid up on the "C" Shares; and</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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Notice of cancellation of shares

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

Class of share	B Shares	
Prescribed particulars	<p>3.2.1.9 thereafter, in distributing the balance of such assets and retained profits firstly to the holders of the Ordinary Shares as one class of shareholders and the "A" Ordinary Shares as one class of shareholders in the Relevant Percentages and then within each class of shareholders distributed pro-rata to the numbers of Shares held by each Shareholder within each class.</p> <p>3.3 As regards voting</p> <p>3.3.2 The "B" Shareholders shall have the right to receive notice of all general meetings of the Company and to attend thereat but shall have no right to vote at such meetings either in person or by proxy nor to vote by way of any written resolution required to be signed by those members who for the time being are entitled to attend such meetings.</p> <p>Redemption</p> <p>The B Shares are not redeemable.</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>