

# SH10

## Notice of particulars of variation of rights attached to shares



Companies House

☒ **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  
notice of particulars of variation  
of class rights of members  
of company without share capital.  
If you need to do this, please use form SH10.

MONDAY



A06 \*AB8HW00G\* 18/07/2022 #103  
COMPANIES HOUSE

### 1 Company details

Company number 01000608  
Company name in full Management Consulting Group PLC

→ **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 30/06/2022

### 3 Details of variation of rights

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

Variation

As consequence of the issuance of non-redeemable preference shares, the rights attaching to the ordinary shares of the company were varied. The rights now attaching to the company ordinary shares are:

A) On a show of hands every ordinary shareholder shall have one vote and on a poll every ordinary shareholder shall have one vote for every ordinary share of which they are the holder.

(see continuation page)

**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

Signature

X

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.

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## Notice of particulars of variation of rights attached to shares

3	Details of variation of rights	
Variation	Please give details of the variation of rights attached to shares.	
	<p>B) Each ordinary shareholder is entitled to receive payment of dividends in proportion to the amount paid up on his shares. The class of non-redeemable preference shares and non-redeemable preference B shares shall have a preferential right to receive dividends in priority to the ordinary shares and ordinary G shares, until such time as dividends equal in value to the subscription value of the non-redeemable preference shares have been paid by the company.</p> <p>(C) Following a sale of all or substantially all of the assets of the company, the proceeds of such sale available for distribution, or, on a capital reduction or a return of capital (including on a liquidation or winding up) the assets of the company (insofar as they remain, following the payment of any liabilities), shall be applied as follows:</p> <p>(a) first,</p> <p>(ii) an amount equal to the aggregate par value of the non-redeemable preference shares minus the aggregate amount of any dividends or distributions made or paid to non-redeemable preference shareholders <i>pari passu</i> amongst non-redeemable preference shares and non-redeemable preference B shares and in priority to ordinary shares and ordinary G shares, shall be paid to the holders of the preference shares; and</p> <p>(ii) an amount equal to the aggregate par value of the non-redeemable preference B shares minus the aggregate amount of any dividends or distributions made or paid to non-redeemable preference B shareholders <i>pari passu</i> amongst non-redeemable preference B shares and non-redeemable preference shares and in priority to ordinary shares and ordinary G shares, shall be paid to the holders of the preference B shares;</p> <p>(b) secondly,</p> <p>(i) an amount equal to the aggregate par value of a non-redeemable preference share and non-redeemable preference B share shall be paid to the holders of the ordinary shares in respect of each ordinary share they hold; and</p> <p>(ii) an amount equal to 20 percent of the net proceeds shall be paid to the ordinary G share holders <i>pro rata</i> in respect of the number of ordinary G shares they hold out of the total number;</p> <p>(c) finally, any remaining balance shall be paid on a <i>pro rata</i> basis to the all shareholders, with the non-redeemable preference shares and non-redeemable preference B shares ranking <i>pari passu</i> with the ordinary shares and ordinary G shares for such purposes.</p> <p>D) The ordinary shares are not issued as redeemable, and are not redeemable (other than pursuant to chapter 5 of part 18 of the Companies Act 2006).</p> <p>(see continuation page)</p>	

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### 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>As consequence of the issuance of non-redeemable preference shares, the rights attaching to the non-redeemable preference shares of the company were varied. The rights now attaching to the non-redeemable preference shares are:</p> <p>A) The non-redeemable preference shares carry voting rights equivalent to those of ordinary shares (one vote per share).</p> <p>B) The non-redeemable preference shares rank pari passu amongst each other and with preference B shares, and have a preferential right to receive dividends over the rights attaching to ordinary shares and ordinary G shares until such time as dividends equal in value to the subscription value of the non-redeemable preference shares have been paid by the company. Following such occurrence, the non-redeemable preference shares will rank equally with the ordinary shares with respect to dividend entitlements.</p>	

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## Notice of particulars of variation of rights attached to 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 Abigail Saffron

Company name Baker & McKenzie LLP

Address 100 New Bridge Street

Post town London

County/Region

Postcode EC4V 6JA

Country United Kingdom

DX

Telephone +44(0) 207 919 1000

**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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)