



✓ **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 or 730 of the Companies Act 2006. To do this, please use form SH07.

WEDNESDAY



A25.17NMF

A25 03/04/2013 #352

COMPANIES HOUSE

A37 26/03/2013 #121

COMPANIES HOUSE

1 Company details

Company number	0	1	5	7	8	9	1	8
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Company name in full	METASWITCH NETWORKS 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
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Date of cancellation	d_0	d_1	m_1	m_0	y_2	y_0	y_1	z
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3	Shares cancelled
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[illegible]

SH06

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
Ordinary	0 0003333333333p		26,557,242	£ 88 52413115
C1 Ordinary Shares	0 0003333333333p		3	£ 0 00001
C2 Ordinary Shares	0 0003333333333p		7,023,171	£ 23 41056766
C3 Deferred Shares	0 0003333333333p		1,158,066	£ 3 860219614
Totals			See Continuation	£ Next Page

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	207,453,577	
Total aggregate nominal value ❹	£1,842 94589000	

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

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

Continuation pages

Please use a Statement of Capital continuation page if necessary

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

7 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
Prescribed particulars ①	<p>Voting The holders of the Ordinary Shares are entitled to one vote per share held</p> <p>Dividend Subject to all preferential dividends being paid on the A and B Preferred Shares, the Ordinary Shares are entitled to receive a dividend as declared by the Directors</p> <p>Capital After the payment of any unpaid preferential dividends to the A and B Preferred Share holders, and after the repayment of capital to the A and B Preferred Share holders and the B3 and C3 Deferred Share holders, any remaining assets shall be distributed amongst the Ordinary shareholders, equally with the C1 and C2 Ordinary Shareholders, pro rata to the number of shares held,</p>
Class of share	C1 Ordinary Shares
Prescribed particulars ①	<p>Voting The holders of the C1 Ordinary Shares are entitled to one vote per share held</p> <p>Dividend Subject to all preferential dividends being paid on the A and B Preferred Shares, the C1 Ordinary Shares are entitled to receive a dividend as declared by the Directors</p> <p>Capital After the payment of any unpaid preferential dividends to the A and B Preferred Share holders, and after the repayment of capital to the A and B Preferred Share holders and the B3 and C3 Deferred Share holders, any remaining assets shall be distributed amongst the C1 Ordinary shareholders, equally with the Ordinary C2 Ordinary Shareholders, pro rata to the number of shares held,</p>
Class of share	C2 Ordinary Shares
Prescribed particulars ①	<p>Voting The holders of the C2 Ordinary Shares are entitled to one vote per share held</p> <p>Dividend Subject to all preferential dividends being paid on the A and B Preferred Shares, the C2 Ordinary Shares are entitled to receive a dividend as declared by the Directors</p> <p>Capital After the payment of any unpaid preferential dividends to the A and B Preferred Share holders, and after the repayment of capital to the A and B Preferred Share holders and the B3 and C3 Deferred Share holders, any remaining assets shall be distributed amongst the C2 Ordinary shareholders, equally with the Ordinary and C1 Ordinary Shareholders, pro rata to the number of shares held,</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 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

8 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 ②, 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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Notice of cancellation of shares

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

Class of share	C3 Deferred Shares	
Prescribed particulars 1	<p>Voting The holders of the C3 Deferred Shares shall not be entitled to receive notice of, attend or vote at meetings of the shareholders</p> <p>Dividend The C3 Deferred Shares shall not entitle the holders to receive any dividend on the C3 Deferred Shares held by them</p> <p>Capital After the payment of all preferential dividends and the repayment of capital to the A and B Preferred Shares, the C3 Deferred Shares are entitled equally with the B3 Deferred Shares to receive back the capital paid up on such shares, in preference to the Ordinary and C Ordinary Shares. After this repayment the C3 Deferred Shares are not entitled to participate any further in the assets of the company</p>	<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>

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

Class of share	A Preferred Shares	
Prescribed particulars 1	<p>Voting The holders of the A Preferred Shares shall be entitled to receive one vote per share, only if their Per Share Preferential Dividend has not been paid</p> <p>Dividend The A Preferred Shares are shall receive the Per Share Preferred Dividend Entitlement in preference to any other share currently in issue, determined in accordance with the formula in Article 4 3 1 of the Companies Articles of Association After the payment of this dividend the A Preferred Shares are entitled to receive a dividend of \$1 4532 (as adjusted to take account of any equity injection, and as adjusted by Article 51 3(S) of the Company's Articles of Association) equally with the B Preferred Shares, and in Preference to any dividend on any other class of shares</p> <p>Capital On a return of capital, the holders of the A Preferred Shares shall first be entitled to receive any unpaid Per Share Preferred Dividend Entitlement, in preference to any payment on any other class of share After this payment the A Preferred Shares are entitled equally with the B Preferred Shares to receive any of the Per Share Preferential Dividend unpaid, in preference to any payment on any other class of share After the payment of any unpaid preferential dividends, the A Preferred Shares are entitled equally with the B Preferred Shares to receive back the capital paid up on such shares, in preference to any payment on any other class of share, and shall then have no right to any further participation in the assets of the company</p>	<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>

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

Class of share	B1 Preferred Shares	
Prescribed particulars ❶	<p>Voting The holders of the B1 Preferred Shares shall be entitled to receive one vote per share, only if their Per Share Preferential Dividend has not been paid</p> <p>Dividend After the payment of Per Share Preferred Dividend Entitlement to the A Preferred Shares, the B1 Preferred Shares are entitled to receive a dividend of \$1 4532 (as adjusted to take account of any equity injection, and as adjusted by Article 51 3(S) of the Company's Articles of Association) equally with the A Preferred Shares and the B2 Preferred Shares, and in Preference to any dividend on any other class of shares</p> <p>Capital After the payment of any unpaid Per Share Preferred Dividend Entitlement to the A Preferred Shares, the B1 Preferred Shares are entitled equally with the A Preferred Shares and the B2 Preferred Shares to receive any of the Per Share Preferential Dividend unpaid, in preference to any payment on any other class of share After the payment of any unpaid preferential dividends, the B1 Preferred Shares are entitled equally with the A Preferred Shares and the B2 Preferred Shares to receive back the capital paid up on such shares, in preference to any payment on any other class of share, and shall then have no right to any further participation in the assets of the company</p>	<p>❶ 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>

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

Class of share	B2 Preferred Shares	
Prescribed particulars ①	<p>Voting The holders of the B2 Preferred Shares shall be entitled to receive one vote per share, only if their Per Share Preferential Dividend has not been paid</p> <p>Dividend After the payment of Per Share Preferred Dividend Entitlement to the A Preferred Shares, the B2 Preferred Shares are entitled to receive a dividend of \$1 4532 (as adjusted to take account of any equity injection, and as adjusted by Article 51 3(S) of the Company's Articles of Association) equally with the A Preferred Shares and the B1 Preferred Shares, and in Preference to any dividend on any other class of shares</p> <p>Capital After the payment of any unpaid Per Share Preferred Dividend Entitlement to the A Preferred Shares, the B2 Preferred Shares are entitled equally with the A Preferred Shares and the B1 Preferred Shares to receive any of the Per Share Preferential Dividend unpaid, in preference to any payment on any other class of share After the payment of any unpaid preferential dividends, the B2 Preferred Shares are entitled equally with the A Preferred Shares and the B1 Preferred Shares to receive back the capital paid up on such shares, in preference to any payment on any other class of share, and shall then have no right to any further participation in the assets of the company</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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>

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

Class of share	B3 Deferred Shares	
Prescribed particulars 1	<p>Voting The holders of the B3 Deferred Shares shall not be entitled to receive notice of, attend or vote at meetings of the shareholders</p> <p>Dividend The B3 Deferred Shares shall not entitle the holders to receive any dividend on the B3 Deferred Shares held by them</p> <p>Capital After the payment of all preferential dividends and the repayment of capital to the A and B Preferred Shares, the B3 Deferred Shares are entitled equally with the C3 Deferred Shares to receive back the capital paid up on such shares, in preference to the Ordinary and C Ordinary Shares. After this repayment the B3 Deferred Shares are not entitled to participate any further in the assets of the company</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 and any terms or conditions relating to redemption of these shares</p> <p>A separate table must be used for each class of share</p>

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

Class of share	Additional Plan Shares	
Prescribed particulars 1	The Additional Plan Shares have attached to them full voting, dividend and capital distribution (including on winding up) rights, they do not confer any rights of redemption. In terms of preference they rank pari passu with the Ordinary 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>

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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

Company name

Address

Post town

County/Region

Postcode

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 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
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1



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