



✓ What this form is for
You may use this form to give notice of a cancellation of shares by or for a public company

X What this form is NOT
You cannot use this form
notice of a cancellation
under section 708 of the
Companies Act 2006. To
please use form SH06

SATURDAY



A15 09/04/2016 #11
COMPANIES HOUSE

1 Company details

Company number	2	1	4	7	9	8	4	
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Company name in full	PANTHEON INTERNATIONAL PLC
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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 2	^d 4	^m 0	^m 3	^y 2	^y 0	^y 1	^y 6
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3	Shares cancelled
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[illegible]

SH07

Notice of cancellation of shares held by or for a public company

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
Redeemable	£4 375	Nil	31,897,534	£ 318,975 34
Ordinary	£5 035	Nil	33,062,013	£ 22,151,548 71
				£
				£
Totals			64,959,547	£ 22,470,524 05

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

SH07

Notice of cancellation of shares held by or for a public company

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		<p>➊ 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> <p>Continuation pages Please use a Statement of Capital continuation page if necessary</p>
Class of share	Redeemable Shares	
Prescribed particulars ➋	Please see attached continuation page	
Class of share	Ordinary Shares	
Prescribed particulars ➋	<p>The Ordinary Shares carry equal voting rights and have one vote per share in all circumstances</p> <p>The Ordinary Shares carry equal dividend and distribution rights</p> <p>The Ordinary Shares are not redeemable</p>	
Class of share		
Prescribed particulars ➋		

8

Signature

I am signing this form on behalf of the company		<p>➌ 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>➍ Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p><i>X [Signature]</i> CAPITA SINCLAIR HENDERSON LTD SECRETARY <i>X</i></p> <p>This form may be signed by Director ➎, Secretary, Person authorised ➍, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>	

SH07 - continuation page

Notice of cancellation of shares held by or for a public company

7	Statement of capital (Prescribed particulars of rights ¹ attached to shares)	
Class of share	Redeemable Shares	
Prescribed particulars	<p>The holders of Redeemable Shares have the right to receive notice of all general meetings of the Company and the right to attend (either in person or by proxy) but not to speak or vote at any such meetings. At class meetings which may be required in certain circumstances as set out in the Company's Constitution, the holders of Redeemable Shares have one vote per Redeemable Share.</p> <p>The Redeemable Shares rank equally in all respects with the Ordinary Shares in respect of dividends and on a return of capital on a winding up or otherwise (other than on a redemption or purchase of shares).</p> <p>At the option of the directors the Company may, on any Redemption Date (being a date, as determined by the directors and falling not more than 60 days following a Calculation Date (31 March, 30 June, 30 September and 31 December in each year (or, if such date is not a business day, the preceding business day) and any other business day which the directors determine is to be a day as at which the Net Asset Value per Share is to be calculated)) redeem for cash any Redeemable Shares in issue at a price per Redeemable Share equivalent to the Net Asset Value per Share as at the most recent Calculation Date.</p> <p>In the event of a change of control in relation to the Company, each holder of Redeemable Shares has the right to require the Company to redeem all such holder's Redeemable Shares at a price per Redeemable Share equivalent to the Net Asset Value per Share calculated as at the date of such change of control. For these purposes, a change of control in relation to the Company would occur in the event that, otherwise than in connection with a scheme for the consolidation, amalgamation, merger, reconstruction or reorganisation of the Company on terms previously sanctioned by an extraordinary resolution of the holders of Redeemable Shares passed at a separate general meeting of such holders, an offer is made to the holders of the Ordinary Shares in the Company (or all such holders other than the offeror and/or any company controlled by the offeror and/or persons acting in concert with the offeror) to acquire the whole or any part of the share capital of the Company (or if a scheme of arrangement is proposed with regard to such acquisition) as a result of which the right to cast a majority of the votes which may ordinarily be cast on a poll at a general meeting of the Company has or will become vested in the offeror and/or any such person or persons acting in concert with the offeror.</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

SH07

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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

Clare Willis

Company name

Capita Sinclair Henderson Limited

Address

Beaufort House

51 New North Road

Post town

Exeter

County/Region

Devon

Postcode

E X 4 4 E P

Country

DX

Telephone

01392 477507

**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 in 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,
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 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