

SH19

Statement of capital

BLUEPRINT

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☒ **What this form is for**
You may use this form to complete
a statement of capital for a private
company reducing its share capital
supported by a solvency statement
or court order

☐ **What this form is NOT for**
You cannot use this form to
complete a statement of capital
for a company re-registering
unlimited to limited

MONDAY



A07 *AWX5ZK2T* 18/05/2010 55
COMPANIES HOUSE

1 Company details

Company number 0 4 1 8 7 0 8 1

Company name in full Software Cellular Network Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the
company's share capital as reduced by the resolution

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

Please complete the table below to show any class of shares held in pound sterling.
If all your issued capital is in sterling, only complete Section 2 and then go to Section 5

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Please see attached schedule				£
				£
				£
				£
Totals				£

3 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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

① Including both the nominal value and any
share premium.

② Number of shares issued multiplied by
nominal value of each share.

③ Total number of issued shares in this class.

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

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

Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
A Ordinary	£17.58		91,033	£0 91
D Ordinary	£41 93		26,939	£0 27
Ordinary	£17 58		180,085	£1 80
Ordinary	£34 75		17,119	£0 17
Series B	£34 75		340,284	£3 40
Totals			655,455	£6 55

② Total number of issued shares in this class.

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Statement of capital

Currency

Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share.

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

③ Total number of issued shares in this class.

4 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	④ Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares	655,455	
Total aggregate ④ nominal value	£6 55	

5 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 2 and Section 3.	⑤ 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. Please use a Statement of capital continuation page if necessary
Class of share	Please see attached schedule	
Prescribed particulars ⑤		
Class of share		
Prescribed particulars ⑤		

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Statement of capital

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0 00001 Ordinary	
Prescribed particulars ①	<p>The Company shall apply any distributable profits which the directors resolve to distribute in any given year in paying a dividend to the Shareholders in respect of their holdings of shares <i>pari passu</i> as between the Shareholders and pro rata to the number of shares held by each of them. They have the right to receive notice of and to attend, speak and vote at all general meetings of the Company. On a return of assets on a liquidation the surplus assets of the Company remaining after payment of its liabilities shall be applied fourthly in paying each of the Ordinary Shareholders the Subscription Price for the Ordinary Shares which they hold at the time after paying the Series C and D Ordinary Shareholders, the Series B Shareholders and the A Ordinary Shareholders</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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Statement of capital

5 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	£0 00001 A Ordinary	
Prescribed particulars ①	<p>The Company shall apply any distributable profits which the directors resolve to distribute in any given year in paying a dividend to the Shareholders in respect of their holdings of shares <i>pari passu</i> as between the Shareholders and <i>pro rata</i> to the number of shares held by each of them. They have the right to receive notice of and to attend, speak and vote at all general meetings of the Company. On a return of assets on a liquidation the surplus assets of the Company remaining after payment of its liabilities shall be applied thirdly in paying each of the A Ordinary Shareholders the Subscription Price for the A Ordinary Shares which they hold at the time after paying the Series C and D Ordinary shareholders and the Series B Shareholders</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), andd 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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Statement of capital

5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0 00001 D Ordinary	
Prescribed particulars ①	<p>The Company shall apply any distributable profits which the directors resolve to distribute in any given year in paying a dividend to the Shareholders in respect of their holdings of shares <i>pari passu</i> as between the Shareholders and <i>pro rata</i> to the number of shares held by each of them. The D Ordinary Shares shall not entitle the holders of them to receive notice of, to attend, to speak or to vote at any general meeting of the Company. On a return of assets on a liquidation the surplus assets of the Company remaining after payment of its liabilities shall be applied firstly in paying to each of the Series C Shareholders and the D Ordinary Shareholders (in proportion to the number of Series C Shares and D Ordinary Shares held by each of the Series C Shareholders and D Ordinary Shareholders at that time as if they together constituted one class) the Subscription Price for the Series C Shares and/or D Ordinary Shares which he or it holds at that time.</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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5 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	£0 00001 Series B	
Prescribed particulars ①	<p>The Company shall apply any distributable profits which the directors resolve to distribute in any given year in paying a dividend to the Shareholders in respect of their holdings of shares <i>pari passu</i> as between the Shareholders and <i>pro rata</i> to the number of shares held by each of them. They have the right to receive notice of and to attend, speak and vote at all general meetings of the Company. On a return of assets on a liquidation the surplus assets of the Company remaining after payment of its liabilities shall be applied secondly in paying each of the Series B shareholders the Subscription Price for the Series B shares which they hold at the time after paying the Series C and D Ordinary shareholders.</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>

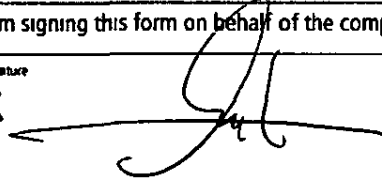
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Class of share		<p>1 Prescribed particulars of rights attached to shares The particulars are:</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b. particulars of any rights, as respects dividends, 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> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

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Signature

Signature	I am signing this form on behalf of the company		<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>
	<p>Signature</p> <p>X </p>	<p>X</p>	
<p>This form may be signed by Director 0, Secretary, Person authorised 0, CIC manager.</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 Ref SXW/GPW

Company name Taylor Wessing LLP

Address 5 New Street Square

Post town London

County/Region

Postcode E C 4 A 3 T W

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 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