

SH10

Notice of particulars of variation of rights attached to shares



☒ **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**
You cannot use this form to give notice of particulars of variation of class rights of members of a company without share capital. If you do this, please use form SH10A.

TUESDAY



A09

A469MX9M

28/04/2015

#350

COMPANIES HOUSE

1 Company details

Company number 05540422

Company name in full RATED PEOPLE LIMITED

→ **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 20/04/2015

3 Details of variation of rights

Please give details of the variation of rights attached to shares

Variation

The 52,290 Preferred Shares of £0.01 each were designated as 52,290 Deferred Shares of £0.01 each, with the rights attaching to the Deferred Shares set out in the Articles of Association of the Company adapted on 20 April 2015 and being as follows:

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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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 MICHAEL HUDSON

Company name DLA Piper UK LLP

Address India Buildings

Water Street

LIVERPOOL

Post town

County/Region MERSEYSIDE

Postcode L 2 0 N H

Country ENGLAND

DX DX 14103 Liverpool

Telephone 08700 111 111



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 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

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Details of variation of rights

Please give details of the variation of rights attached to shares

Variation

The following defined terms are used below

Asset Sale - any transaction or series of related transactions whereby any person (together with its connected persons and any other persons with whom it is acting in concert) acquires all or substantially all of the business and assets of the Company and/or the Group,

Board - the board of directors for the time being of the Company,

B Ordinary Shares - means ordinary shares of £0.0001 each in the capital of the Company;

B Preferred Shares - means preferred shares of £0 0001 each in the capital of the Company,

Ordinary Shares - ordinary shares of £0.01 each in the capital of the Company;

Restricted Members

(a) a Departing Employee Member save that where the Departing Employee Member is a Major Shareholder, he shall only become a Restricted Member if he is also a Bad Leaver, and

(b) where such Departing Employee Member is deemed to be a Restricted Member under paragraph (a) above, such Departing Employee Member's Privileged Relation(s) (including, without limitation, where Andrew Skipwith is the relevant Member, Anna Skipwith and where Adrian Cox is the relevant Member, Henrietta Cox) and/or trustee(s) holding Shares on behalf of the Departing Employee Member's Family Trust(s),

Share Sale - the sale of the entire issued share capital of the Company to a single purchaser (or to one or more purchasers whether as part of a single transaction or as a series of connected transactions),

Deferred Shares

1 Income

For the avoidance of doubt, the Deferred Shares shall not entitle the holder(s) thereof to participate in any amount which the Board may resolve to distribute in or in respect of any financial year of the Company

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Details of variation of rights

Variation	Please give details of the variation of rights attached to shares
	<p data-bbox="379 465 517 488">2 Sale</p> <p data-bbox="379 524 1134 645">2 1 On a Share Sale, from the net proceeds of the Share Sale remaining after the payment of costs and liabilities associated with such Share Sale, and only after those net proceeds have been applied</p> <p data-bbox="472 676 1134 766">2 1 1 first, in paying to each holder of B Preferred Shares the Subscription Price of each B Preferred Share, and</p> <p data-bbox="472 797 1134 1043">2 1 2 second, in distributing amongst the holders of the B Preferred Shares, the B Ordinary Shares and the Ordinary Shares (other than to Restricted Members unless the Board determines otherwise) (pari passu as if all such shares were of the same class) in proportion to the number of B Preferred Shares, B Ordinary Shares and Ordinary Shares held by them respectively the aggregate sum of £1,000,000,000,</p> <p data-bbox="472 1075 1134 1164">the holders of the Deferred Shares shall be entitled to receive as a class the aggregate sum of £1 in respect of all of the Deferred Shares</p> <p data-bbox="379 1196 1134 1317">2 2 On an Asset Sale, from the net proceeds of the Asset Sale remaining after the payment of costs and liabilities associated with such Asset Sale and only after those proceeds have been applied</p> <p data-bbox="472 1348 1134 1438">2 2 1 first, in paying to each holder of B Preferred Shares the Subscription Price of each B Preferred Share held, and</p> <p data-bbox="472 1469 1134 1715">2 2 2 second, in distributing amongst the holders of the B Preferred Shares, the B Ordinary Shares and the Ordinary Shares (other than to Restricted Members unless the Board determines otherwise) (pari passu as if all such shares were of the same class) in proportion to the number of B Preferred Shares, B Ordinary Shares and Ordinary Shares held by them respectively the aggregate sum of £1,000,000,000,</p> <p data-bbox="472 1747 1134 1836">the holders of the Deferred Shares shall be entitled to receive as a class the aggregate sum of £1 in respect of all of the Deferred Shares.</p>

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	<p>3 Liquidation or other distribution</p>	
	<p>3 1 On a return of capital on liquidation or capital reduction or otherwise, from the assets of the Company remaining after the payment of its liabilities ("Net Assets") and only after those Net Assets have first been distributed amongst the holders of the B Preferred Shares, the B Ordinary and the Ordinary Shares (other than Restricted Members unless the Board determines otherwise) (pari passu as if all such shares were of the same class) in proportion to the number of B Preferred Shares, B Ordinary Shares and Ordinary Shares held by them respectively the aggregate sum of £1,000,000,000, the holders of the Deferred Shares shall be entitled to receive as a class the aggregate sum of £1 in respect of all of the Deferred Shares</p>	
	<p>4 Voting</p>	
	<p>4 1 A Member holding Deferred Shares shall have no right to vote on any resolution of the Company nor to receive notice of, nor attend, any general meeting of the Company in respect of the Deferred Shares held by such Member</p>	
	<p>5 Redemption</p>	
	<p>5 1 The Deferred Shares may be redeemed by the Company at any time at its option for £0.01 for all the Deferred Shares registered in the name of any holder without obtaining the sanction of the holder or holders and pending the transfer and/or purchase, retain the certificates (if any) in respect of them</p>	
	<p>6 Other rights</p>	
	<p>6 1 The holders of the Deferred Shares shall be entitled to the B Ordinary Shares allotted and issued pursuant to the Adoption Date Capitalisation</p>	
	<p>6 2 The creation or issue of Deferred Shares shall be deemed to confer irrevocable authority on the Company at any time after that creation or issue to appoint any person to execute or give on behalf of the holder of those shares a transfer of them to such person or persons as the Company may determine</p>	