



✓ **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 shares held by a public company under section 663 of the Companies Act 2006. To do please use form SH07.

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28/07/2017

#249

COMPANIES HOUSE

1 Company details

Company number	0	6	2	5	4	1	8	2
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Company name in full	Serocor Holdings 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 1	^d 8	^m 0	^m 7	^y 2	^y 0	^y 1	^y 7
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3	Shares cancelled
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[illegible]

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Notice of cancellation of shares

4 Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	See continuation page			
Totals		15,736,899	157,368.99	76,846.08
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		15,736,899	157,368.99	76,846.08

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

Statement of capital

Complete the table below to show the issued share capital. Complete a separate table for each currency.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
GBP	A Ordinary	10,200,000	102,000.00	
GBP	B Ordinary	4,699,992	46,999.92	
GBP	B Ordinary	182,624	1,826.24	
GBP	C Ordinary	354,283	3,542.83	
GBP	C Ordinary	200,000	2,000.00	
GBP	D Ordinary	100,000	1,000.00	
Totals		15,736,899	157,368.99	76,846.08

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Notice of cancellation of shares

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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 share capital tables in **Section 4**.

Class of share

See continuation pages

Prescribed particulars

①

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

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.

A separate table must be used for each class of share.

Continuation pages

Please use a Statement of Capital continuation page if necessary.

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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 ③, 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

5 Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	A ordinary	
Prescribed particulars	<p>Voting rights The A ordinary shares have attached to them full voting rights. On a show of hands, each member has one vote. On a poll, each member has one vote in respect of each share held.</p> <p>Dividend rights The A ordinary shares have attached to them full dividend rights in proportion to the number of shares held.</p> <p>Capital distribution rights On a return of assets on liquidation or capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the company of its own shares), the assets of the company available for distribution amongst its members after payment of its liabilities shall be applied in the following manner and order of priority: (a) first, in paying to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares (pari passu as if they constituted one class of share) in proportion to the number of shares held by each of them respectively an aggregate amount equal to the Exit PBT Multiple (as defined in the company's articles of association (the "Articles")) multiplied by the Threshold PBT (as defined in the Articles); (b) second, in paying to the holders of the D ordinary shares an aggregate amount equal to 10% of the product of multiplying the Exit PBT Multiple (as defined in the Articles) by an amount equal to the Exit PBT (as defined in the Articles) minus the Threshold PBT; (c) third, in paying to the holders of any deferred shares the sum of £1 in aggregate; and (d) fourth, in paying the balance to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares (pari passu as if they constitute one class of share).</p> <p>Redemption rights The A ordinary shares have attached to them no rights of redemption.</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. <p>A separate table must be used for each class of share.</p>

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Notice of cancellation of shares

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Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	B ordinary
Prescribed particulars	<p>Voting rights The B ordinary shares have attached to them full voting rights save for having no right to vote on the appointment or removal of a director appointed by the holders of A ordinary shares pursuant to article 13 of the company's articles of association (the "Articles"). On a show of hands, each member has one vote. On a poll, each member has one vote in respect of each share held.</p> <p>Dividend rights The B ordinary shares have attached to them full dividend rights in proportion to the number of shares held.</p> <p>Capital distribution rights On a return of assets on liquidation or capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the company of its own shares), the assets of the company available for distribution amongst its members after payment of its liabilities shall be applied in the following manner and order of priority:</p> <p>(a) first, in paying to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares (pari passu as if they constituted one class of share) in proportion to the number of shares held by each of them respectively an aggregate amount equal to the Exit PBT Multiple (as defined in the Articles) multiplied by the Threshold PBT (as defined in the Articles);</p> <p>(b) second, in paying to the holders of the D ordinary shares an aggregate amount equal to 10% of the product of multiplying the Exit PBT Multiple (as defined in the Articles) by an amount equal to the Exit PBT (as defined in the Articles) minus the Threshold PBT;</p> <p>(c) third, in paying to the holders of any deferred shares the sum of £1 in aggregate; and</p> <p>(d) fourth, in paying the balance to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares (pari passu as if they constitute one class of share).</p> <p>Redemption rights The B ordinary shares have attached to them no rights of redemption.</p>

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	C ordinary	
Prescribed particulars	<p>Voting rights The C ordinary shares have attached to them full voting rights save for having no right to vote on the appointment or removal of a director appointed by the holders of A ordinary shares pursuant to article 13 of the company's articles of association (the "Articles"). On a show of hands, each member has one vote. On a poll, each member has one vote in respect of each share held.</p> <p>Dividend rights The C ordinary shares have attached to them full dividend rights in proportion to the number of shares held.</p> <p>Capital distribution rights On a return of assets on liquidation or capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the company of its own shares), the assets of the company available for distribution amongst its members after payment of its liabilities shall be applied in the following manner and order of priority: (a) first, in paying to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares (pari passu as if they constituted one class of share) in proportion to the number of shares held by each of them respectively an aggregate amount equal to the Exit PBT Multiple (as defined in the Articles) multiplied by the Threshold PBT (as defined in the Articles); (b) second, in paying to the holders of the D ordinary shares an aggregate amount equal to 10% of the product of multiplying the Exit PBT Multiple (as defined in the Articles) by an amount equal to the Exit PBT (as defined in the Articles) minus the Threshold PBT; (c) third, in paying to the holders of any deferred shares the sum of £1 in aggregate; and (d) fourth, in paying the balance to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares (pari passu as if they constitute one class of share).</p> <p>Redemption rights The C ordinary shares have attached to them no rights of redemption.</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. <p>A separate table must be used for each class of share.</p>

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	D ordinary
Prescribed particulars	<p>Voting rights The D ordinary shares have attached to them full voting rights save for having no right to vote on the appointment or removal of a director appointed by the holders of A ordinary shares pursuant to article 13 of the company's articles of association (the "Articles"). On a show of hands, each member has one vote. On a poll, each member has one vote in respect of each share held.</p> <p>Dividend rights The D ordinary shares have attached to them full dividend rights in proportion to the number of shares held.</p> <p>Capital distribution rights On a return of assets on liquidation or capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the company of its own shares), the assets of the company available for distribution amongst its members after payment of its liabilities shall be applied in the following manner and order of priority: (a) first, in paying to the holders of the A ordinary shares, the B ordinary shares and the C ordinary shares (pari passu as if they constituted one class of share) in proportion to the number of shares held by each of them respectively an aggregate amount equal to the Exit PBT Multiple (as defined in the Articles) multiplied by the Threshold PBT (as defined in the Articles); and (b) second, in paying to the holders of the D ordinary shares an aggregate amount equal to 10% of the product of multiplying the Exit PBT Multiple (as defined in the Articles) by an amount equal to the Exit PBT (as defined in the Articles) minus the Threshold PBT. The holders of the D ordinary shares do not participate any further in the distribution of the balance following the satisfaction of steps (a) and (b) above.</p> <p>Redemption rights The D ordinary shares have attached to them no rights of redemption.</p>

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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Notice of cancellation of 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	Mark Gawthorne					
Company name	Serocor Holdings Limited					
Address	Langstone Technology Park					
Post town	Havant					
County/Region	Hampshire					
Postcode	P	O	9	1	S	A
Country	England					
DX						
Telephone	02392 415218					

**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,
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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse