

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 for
You cannot use this notice of particulars of class rights of the company without share do this, please use

SATURDAY



A22 *A1AQ21BS* 09/06/2012 #368
COMPANIES HOUSE

ise
uk

1 Company details

Company number 0 6 5 2 7 6 2 8

Company name in full TYRRELLS GROUP HOLDINGS LIMITED
(the "Company")

→ **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 03 01 2015 20 12

3 Details of variation of rights

Please give details of the variation of rights attached to shares

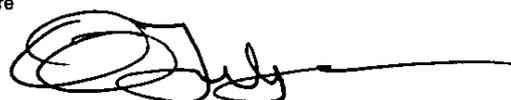
Variation Please see continuation pages.

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, Charitable 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 LAURA FOLEY 14010755

Company name
TRIVERS SMITH

Address 10 SNOW HILL

Post town LONDON

County/Region

Postcode E C 1 A

Country

DX 1111079 LONDON

Telephone 020 7295 3000



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

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Variation

The Return of Capital Rights attaching to the A Ordinary, B Ordinary, C Ordinary, D Ordinary and Deferred shares are as follows

Return of Capital Rights

On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after payment of its liabilities (including, without limitation and for the avoidance of doubt, all amounts due in respect of the Loan Notes (as defined at the end of the continuation pages) and the Mezzanine Debt (as defined at the end of the continuation pages)) shall be distributed in the following order of priority

A First, in or towards paying to each holder of D Ordinary Shares the D Share Return (as defined at the end of the continuation pages) due on each D Ordinary Share held and so that if there shall be insufficient surplus assets to pay such amounts in full, the amount payable to each D Ordinary Shareholder shall be allocated among the holders of D Ordinary Shares pro rata to the number of D Ordinary Share held by each of them,

B Second, in or towards paying to each holder of A Ordinary Shares and each holder of B Ordinary Shares an amount equal to the amount paid up or credited as paid up on each A Ordinary Share and/or each B Ordinary Share multiplied by the number of A Ordinary Shares held by each A Ordinary Shareholder and/or each B Ordinary Shareholder, and so that if there shall be insufficient surplus assets to pay such amounts in full, the amount payable to each A Ordinary Shareholder and/or B Ordinary Shareholder shall be allocated pro rata to the number of A Ordinary Shares and B Ordinary Shares held by each of them,

C Third, the balance of the surplus assets then remaining (if any) shall be distributed amongst the holders of A Ordinary Shares and B Ordinary Shares pro rata according to the nominal value of such A Ordinary Shares and B Ordinary Shares (treating the A Ordinary Shares and B Ordinary Shares as a single class for this purpose) held by such A Ordinary Shareholders and B Ordinary Shareholders until

(1) the holders of the A Ordinary Shares and B Ordinary Shares have received £200,000,000 in aggregate at which point the holders of the C Ordinary Shares shall be entitled to receive an amount up to £1,000,000 from any surplus assets remaining for distribution before any further distributions are made to the holders of any other class of shares (such amount to be allocated among the C Ordinary Shareholders pro rata to their holdings of C Ordinary Shares) and thereafter any remaining surplus assets available for distribution shall be distributed among the holders of the A Ordinary Shares and B Ordinary Shares on the same basis as aforesaid, and

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(11) the holders of A Ordinary Shares and B Ordinary Shares have each received the nominal amount paid up on the A Ordinary Shares and B Ordinary Shares held by them respectively and a further £10,000,000 on each Share, at which point (subject to (1) above) the holders of the Deferred Shares shall be entitled to receive payment of the amounts paid up on the Deferred Shares before any further distributions are made to the holders of A Ordinary Shares and B Ordinary Shares

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Definitions

D Share Return means the return due to the holder of a D Ordinary Share in issue on an Sale, Listing or Winding Up (each term defined below) calculated pursuant to the applicable provisions of article 5A (D Share Provisions) of the Articles

Mezzanine Debt means mezzanine debt originally loaned to the Company pursuant to a mezzanine credit agreement dated 11 April 2008 as amended and restated pursuant to an amendment and restatement agreement dated 28 May 2010, as amended, varied or restated from time to time

Listing means the admission to listing or trading of the whole or any class of Shares (or other securities representing Shares) on the official list of the UK Listing Authority maintained in accordance with s74(5) FSMA or the Alternative Investment Market of the London Stock Exchange

Loan Notes means the Primary Loan Notes (15 per cent £21,300,000 unsecured primary loan notes 2018 of the Company), the Subordinated Loan Notes (£3,000,000 unsecured subordinated loan notes of the Company), the Redeemable Loan Notes (15 per cent £150,000 unsecured redeemable loan notes 2018 of the Company), the Priority Loan Notes (20 per cent £2,815,045 unsecured loan notes 2018 of the Company) and the Series B Loan Notes (15 per cent £6,000,000 unsecured series B loan notes 2018 of the Company) and any other loan notes or shareholder debt issued by a Group Company from time to time (whether before or after the date of adoption of the Articles)

Sale means the sale (whether through a single transaction or a series of transactions) of Shares for a cash consideration as a result of which any person (or persons connected with each other, or persons acting in concert with each other) would hold or acquire beneficial ownership of or over the whole of the issued Shares including as a result of a sale of Shares pursuant to Clause 11 (Tag Along) or Clause 12 (Drag Along) of the **Shareholders Agreement** (which means any agreement subsisting from time to time to which either all or a majority of the Shareholders are parties or to which they have become bound which regulates their conduct of the affairs of the Company, as amended, varied or restated from time to time)

Winding-Up means a solvent winding up or dissolution of the Company