

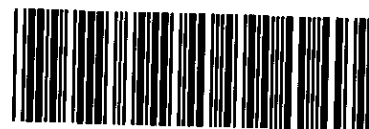
SH06



Companies House

X What this form is NOT for
You cannot use this form to
give notice of a cancellation of
shares held by a public company
under section 663 of the
Companies Act 2006. To do this,
please use form SH07.

SATURDAY



ACX1UX00

A4

17/02/2024

#59

COMPANIES HOUSE

Company number	0	6	7	5	3	1	4	3
----------------	---	---	---	---	---	---	---	---

Company name in full	HAMSARD 3145 LIMITED
----------------------	----------------------

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

Date of cancellation	^d 0	^d 8	^m 0	^m 2	^y 2	^y 0	^y 2	^y 4
----------------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------

Date of cancellation

^d 0	^d 8	^m 0	^m 2	^y 2	^y 0	^y 2	^y 4
----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------

3	Shares cancelled
---	------------------

[illegible]

SH06

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'.

Continuation page

Please use a Statement of Capital continuation page if necessary.

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

Currency table A

GBP	ORDINARY	10,000	1,000.00	
GBP	A ORDINARY	10	0.001	
GBP	B ORDINARY	673	67.30	
Totals		10,683	1,067.301	0

Currency table B

Totals				

Currency table C

Totals				

Total issued share capital table

Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value	Total aggregate amount unpaid ❶
		Show different currencies separately. For example: £100 + €100 + \$10	Show different currencies separately. For example: £100 + €100 + \$10
Grand total	10,683	1,067.301	0

❶ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

SH06

Notice of cancellation of shares

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 share capital tables in Section 4.

Class of share	ORDINARY SHARES
Prescribed particulars ①	SEE CONTINUATION SHEET

Class of share	A ORDINARY SHARES
Prescribed particulars ①	SEE CONTINUATION SHEET

Class of share	B ORDINARY SHARES
Prescribed particulars ①	SEE CONTINUATION SHEET

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.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:
Director②, Secretary, Person authorised②, 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.

SH06

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 EK14 / HAM.445-0023

Company name Squire Patton Boggs (UK) LLP

Address 60 London Wall

Post town London

County/Region

Postcode E C 2 M 5 T Q

Country United Kingdom

DX

Telephone +44 207 655 1610

**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

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

SH06 - continuation page

Notice of cancellation of shares

5	Statement of capital (prescribed particulars of rights attached to shares) ¹	
Class of share	ORDINARY SHARES	¹ Prescribed particulars of rights attached to shares The particulars are:
Prescribed particulars	<p>VOTING Right to vote</p> <p>DIVIDEND Right to participate in dividends</p> <p>REDEEMABLE Redeemable</p> <p>RETURN OF CAPITAL All defined terms as used in the Articles of Association.</p> <p>On an Exit Event or other return of capital on liquidation or otherwise, the Exit Proceeds or assets shall be applied in the following order of priority:</p> <p>i) In paying each holder of Ordinary Share an amount equal to the Issue Price paid for such Ordinary Share</p> <p>ii) In paying each holder of B Ordinary Shares an amount equal to the Issue Price paid for such B Ordinary Share</p> <p>iii) If Exit Proceeds or assets available for distribution results in the holders of Ordinary Shares being entitled to at least £50,000,000 in the aggregate for their Ordinary Shares, in paying holders of A Ordinary Shares any excess over £50,000 in priority to the holders of the Ordinary Shares and B Ordinary Shares to enable each holder of A Ordinary Shares to recoup the Issue Price paid for each such A Ordinary Share plus an annually compounded return of 8% of the Issue Price from the date of issue of each such A Ordinary Share.</p> <p>iv) In paying each holder of Ordinary Shares an amount equal to 100% of the Exit Proceeds or assets available for distribution up to the Hurdle Amount</p> <p>v) The balance (if any) to be distributed amongst the holders of the Ordinary Shares and B Ordinary Shares (as if one class).</p> <p>The allocation of the Exit Proceeds or assets for distribution to B Ordinary Shares are subject to the following:</p> <p>i) if the Hurdle Amount is achieved the B Ordinary shares as a class shall be entitled to:</p> <p>a) A% of the Exit Proceeds or assets available for distribution between £20,000,000 and £29,999,999, where A% = the lower of i) 2.5% and ii) the Relevant Percentage x 0.25;</p> <p>b) B% of the Exit Proceeds or assets available for distribution between £30,000,000 and £49,999,999 where B% = the lower of i) 5% and ii) the Relevant Percentage x 0.5%;</p> <p>c) C% of the Exist Proceeds or assets available for distribution between</p>	

- 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.

SH06 - continuation page

Notice of cancellation of shares

5

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

Class of share	Ordinary Shares	
Prescribed particulars	<p>£50,000,000 and £69,999,999 where C% = the lower of i) 7.5% and ii) the Relevant Percentage x 0.75;</p> <p>d) D% of the Exit Proceeds or assets available for distribution in excess of £69,999,999 where D% = the lower of i) 10% and ii) the Relevant Percentage; and</p> <p>e) any part of the aggregate amount not allocated to any holder of B Ordinary Shares shall instead be allocated pro rata to the holders of the Ordinary Shares.</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>

SH06 - continuation page

Notice of cancellation of shares

5

Statement of capital (prescribed particulars of rights attached to shares) ●

Class of share	A Ordinary Shares
Prescribed particulars	<p>VOTING: No voting rights</p> <p>DIVIDEND: Rank equally with Ordinary Shares if a dividend is declared in excess of £2,000,000 in respect of the amount which exceeds £2,000,000.</p> <p>REDEEMABLE: Not redeemable</p> <p>Return of Capital: All defined terms as used in the Articles of Association. On an Exit Event or other return of capital on liquidation or otherwise, the Exit Proceeds or assets shall be applied in the following order of priority:</p> <p>i) In paying each holder of Ordinary Share an amount equal to the Issue Price paid for such Ordinary Share; ii) In paying each holder of B Ordinary Shares, an amount equal to the Issue Price paid for such B Ordinary Share; iii) If Exit Proceeds or assets available for distribution results in the holders of Ordinary Shares being entitled to at least £50,000,000 in the aggregate for their Ordinary Shares, in paying holders of A Ordinary Shares any excess over £50,000,000 in priority to the holders of the Ordinary Shares and B Ordinary Shares to enable each holder of A Ordinary Share plus an annually compounded return of 8% of the Issue Price from the date of issue of each such A Ordinary Share; iv) In paying each holder of Ordinary Shares, an amount equal to 100% of the Exit Proceeds or assets available for distribution up to the Hurdle Amount; and v) the balance (if any) to be distributed amongst the holders of the Ordinary Shares and B Ordinary Shares (as if one class)</p> <p>The allocation of the Exit Proceeds or assets for distribution to B Ordinary Shares are subject to the following:</p> <p>i) if the Hurdle Amount is achieved the B Ordinary Shares as a class shall be entitled to:</p> <p>a) A% of the Exit Proceeds or assets available for distribution between £20,000,000 and £29,999,999, where A% = the lower of i) 2.5% and ii) the Relevant Percentage x 0.25;</p> <p>b) B% of the Exit Proceeds or assets available for distribution between £30,000,000 and £49,999,999 where B% = the lower of i) 5% and ii) the Relevant Percentage x 0.5;</p> <p>c) C% of the Exit Proceeds or assets available for distribution between £50,000,000 and £69,999,999 where C% = the lower of i) 10% and ii) the Relevant Percentage; and</p> <p>d) D% of the Exit Proceeds or assets available for distribution in excess of £69,999,999 where D% = the lower of i) 10% and ii) the Relevant Percentage; and</p> <p>e) any part of the aggregate amount not allocated to any holder of B Ordinary Shares shall instead be allocated pro rata to the holders of the Ordinary Shares.</p>

● 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.

SH06 - continuation page

Notice of cancellation of shares

5

Statement of capital (prescribed particulars of rights attached to shares) ●

Class of share	B Ordinary Shares	
Prescribed particulars	<p>VOTING No voting rights</p> <p>DIVIDEND No right to dividends</p> <p>REDEEMABLE Not redeemable</p> <p>RETURN OF CAPITAL All defined terms as used in the Articles of Association</p> <p>On an Exit event or other return of capital on liquidation or otherwise, the Exit Proceeds or assets shall be applied in the following order of priority:</p> <p>i) In paying each holder of Ordinary Share an amount equal to the Issue Price paid for such Ordinary Share</p> <p>ii) In paying each holder of B Ordinary Shares, an amount equal to the Issue Price paid for such B Ordinary Share</p> <p>iii) If Exit Proceeds or assets available for distribution results in the holders of Ordinary Shares being entitled to at least £50,000,000 in the aggregate for their Ordinary Shares, in paying holders of A Ordinary Shares any excess over £50,000,000 in priority to the holders of the Ordinary Shares and B Ordinary Shares to recoup the Issue Price paid for such A Ordinary Share plus an annually compounded return of 8% of the Issue Price from the date of issue of each such A Ordinary Share.</p> <p>iv) In paying each holder of Ordinary Shares, an amount equal to 100% of the Exit Proceeds or assets available for distribution up to the Hurdle Amount</p> <p>v) the balance (if any) to be distributed amongst the holders of the Ordinary Shares and B Ordinary Shares (as if one class).</p> <p>The allocation of the Exit Proceeds or assets for distribution to B Ordinary Shares are subject to the following:</p> <p>i) if the Hurdle Amount is achieved the B Ordinary Shares as a class shall be entitled to:</p>	<p>● 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.</p> <p>A separate table must be used for each class of share.</p>

SH06 - continuation page

Notice of cancellation of shares

5

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

Class of share	B Ordinary Shares	
Prescribed particulars	<p>a) A% of the Exit Proceeds or assets available for distribution between £20,000,000 and £29,999,999, where A% = the lower of i) 2.5% and ii) the Relevant Percentage x 0.25;</p> <p>b) B% of the Exit Proceeds or assets available for distribution between £30,000,000 and £49,999,999 where B% = the lower of i) 5% and ii) the Relevant Percentage x 0.5;</p> <p>c) C% of the Exit Proceeds or assets available for distribution between £50,000,000 and £69,999,999 where C% = the lower of i) 7.5% and ii) the Relevant Percentage x 0.75; and</p> <p>d) D% of the Exit Proceeds or assets available for distribution in excess of £69,999,999 where D% = the lower of i) 10% and ii) the Relevant Percentage; and</p> <p>e) any part of the aggregate amount not allocated to any holder of B Ordinary Shares shall instead be allocated pro rata to the holders of the Ordinary Shares.</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>