

**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.

FRIDAY



\*A766SAJC\*

A22

18/05/2018

#44

COMPANIES HOUSE

Company number	0	7	4	9	8	7	6	9
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Company name in full	MIRACL 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 \*

Date of cancellation	<sup>d</sup> 1	<sup>d</sup> 1	<sup>m</sup> 0	<sup>m</sup> 5	<sup>y</sup> 2	<sup>y</sup> 0	<sup>y</sup> 1	<sup>y</sup> 8
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[illegible]

## SH06

## Notice of cancellation of shares

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## 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 <i>Complete a separate table for each currency</i>	Class of shares <i>E.g. Ordinary/Preference etc.</i>	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
<b>Currency table A</b>				
Sterling	Ordinary	2,166,988	21669.88	
Sterling	A Ordinary	4,981,621	498.1621	
Sterling	B Ordinary	127,840,907	1278.40907	
<b>Totals</b>		134,989,516	23,446.45117	0.00

**Currency table B**

<b>Totals</b>				

**Currency table C**

<b>Totals</b>				

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	134,989,516	23,446.45117	0.00

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

## SH06

## 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

Ordinary

Prescribed particulars

①

Please see continuation page.

## 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.

Class of share

A Ordinary

Prescribed particulars

①

Please see continuation page.

Class of share

B Ordinary

Prescribed particulars

①

Please see continuation page.

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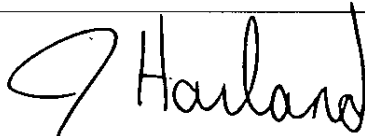
## Signature

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.

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 **Pardeep Jagpal**

Company name **Shoosmiths LLP**

Address **2 Colmore Square**

**38 Colmore Circus Queensway**

Post town **Birmingham**

County/Region

Postcode **B 4 6 S H**

Country **United Kingdom**

DX **701863 Birmingham 6**

Telephone **03700 86 4326**

**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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**

### Statement of capital

Complete the table below to show the issued share capital.

**Complete a separate table for each currency.**

[illegible]

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## Notice of cancellation of shares

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### Statement of capital (prescribed particulars of rights attached to shares) <sup>1</sup>

Class of share	A Ordinary
Prescribed particulars	<p>(a) Full voting rights.</p> <p>(b) The A shares are entitled to participate in distributions by way of a dividend. Profits in respect of any financial period are to be distributed amongst the holders of the ordinary shares, A shares, B shares and Z shares (the "Shares") in proportion to the number of shares held by them <i>pari passu</i> as if they all constituted one class of share. This is subject to a 50% cap on corporate shareholders and their connected persons.</p> <p>(c) On a liquidation or other return of capital event, the shares have capital distribution rights of priority as follows:  Stage 1 - a sum equal to the aggregate issue price of all B shares in issue at the relevant time plus £100 and then multiplied by 0.0001% shall be distributed amongst the holders of the ordinary shares, Z shares and the A shares pro-rata and the holders of the B shares shall receive a sum equal to the issue price of each B share held. Share (the highest such issue price of a B share being the "Highest B Share Price") provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets will be distributed amongst the holders of the shares pro-rata to the amounts which such holders would otherwise have been entitled to receive.  Stage 2 - in paying the sum equal to £Y plus £100 (where Y is the amount required so that the holders of the B shares will pursuant to stage 1 and this stage 2 (in aggregate) receive the highest B share price in respect of each B share held to be distributed as to £0.0001% to the holders of the ordinary, A and Z shares and to the holders of the B shares which have already received at least the highest B share price per B share and as to the balance so that each holder of B shares will receive (in aggregate) the highest B share price in respect of each B share held provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets will be distributed amongst the holders of the shares pro-rata (as above).  Stage 3 - in paying a sum equal to £X plus £100 (where X is the amount required so that the holders of the Z shares will pursuant to stages 1, 2 and 3 (in aggregate) receive the highest B share price in respect of each Z share held) to be distributed as to 0.0001% to the holders of the ordinary, A and B shares and as to the balance so that each holder of Z shares will receive (in aggregate) the highest B share price in respect of each Z share held provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets will be distributed amongst the holders of the shares pro-rata (as above).  Stage 4 - in paying a sum equal to £W plus £100 (where W is the amount required so that the holders of the A shares will pursuant to stages 1, 2, 3 and 4 (in aggregate) receive the highest B share price in respect of each A share held) to be distributed as to 0.0001% to the holders of the ordinary, B and Z shares and as to the balance so that each holder of A shares will receive (in aggregate) the highest B share price in respect of each A share held provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets will be distributed amongst the holders of the shares pro-rata (as above).  (contd.)</p>

#### <sup>1</sup> 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) <sup>①</sup>

Class of share	A Ordinary
Prescribed particulars	<p>(contd.)</p> <p>Stage 5 - any remaining balance will be split between all holders of the shares on a pari passu basis proportionate to the number of shares they have, provided that once the holders of the shares have received the sum of £10,000,000 per share, the holders of the deferred shares shall be entitled to a payment of £1.00 for the entire class (which payment shall be satisfied by payment to any one holder of deferred shares) after which the balance shall be distributed amongst the holders of the shares on a pari passu basis proportionate to the number of shares.</p> <p>(d) Non-redeemable.</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) <sup>①</sup>

Class of share	B Ordinary
Prescribed particulars	<p>(a) Full voting rights.</p> <p>(b) The B shares are entitled to participate in distributions by way of a dividend. Profits in respect of any financial period are to be distributed amongst the holders of ordinary shares, A shares, B shares and Z shares (the "Shares") in proportion to the number of shares held by them <i>pari passu</i> as if they all constituted one class of share. This is subject to a 50% cap on corporate shareholders and their connected persons.</p> <p>(c) On a liquidation or other return of capital event, the shares have capital distribution rights of priority as follows:  Stage 1 - a sum equal to the aggregate issue price of all B shares in issue at the relevant time plus £100 and then multiplied by 0.0001% shall be distributed amongst the holders of the ordinary shares, Z shares and the A shares <i>pro-rata</i> and the holders of the B shares shall receive a sum equal to the issue price of each B share held. Share (the highest such issue price of a B share being the "Highest B Share Price") provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets will be distributed amongst the holders of the shares <i>pro-rata</i> to the amounts which such holders would otherwise have been entitled to receive.  Stage 2 - in paying the sum equal to £Y plus £100 (where Y is the amount required so that the holders of the B shares will pursuant to stage 1 and this stage 2 (in aggregate) receive the highest B share price in respect of each B share held to be distributed as to £0.0001% to the holders of the ordinary, A and Z shares and to the holders of the B shares which have already received at least the highest B share price per B share and as to the balance so that each holder of B shares will receive (in aggregate) the highest B share price in respect of each B share held provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets will be distributed amongst the holders of the shares <i>pro-rata</i> (as above).  Stage 3 - any remaining balance will be split between all holders of the shares on a <i>pari passu</i> basis proportionate to the number of shares they have, provided that one the holders of the shares have received the sum of £10,000,000 per share, the holders of the deferred shares shall be entitled to a payment of £1.00 for the entire class (which payment shall be satisfied by payment to any one holder of deferred shares) after which the balance shall be distributed amongst the holders of the shares on a <i>pari passu</i> basis proportionate to the number of shares.</p> <p>(d) Non-redeemable.</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	Ordinary
Prescribed particulars	<p>(a) Full voting rights.</p> <p>(b) The ordinary shares are entitled to participate in distributions by way of a dividend. Profits in respect of any financial period are to be distributed amongst the holders of ordinary shares, A shares, B shares and Z shares (the "Shares") in proportion to the number of shares held by them <i>pari passu</i> as if they all constituted one class of share. This is subject to a 50% cap on corporate shareholders and their connected persons.</p> <p>(c) On a liquidation or other return of capital event, the shares have capital distribution rights of priority as follows:</p> <p>Stage 1 - a sum equal to the aggregate issue price of all B shares in issue at the relevant time plus £100 and then multiplied by 0.0001% shall be distributed amongst the holders of the ordinary shares, Z shares and the A shares <i>pro-rata</i> and the holders of the B shares shall receive a sum equal to the issue price of each B share held. Share (the highest such issue price of a B share being the "Highest B Share Price") provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets will be distributed amongst the holders of the shares <i>pro-rata</i> to the amounts which such holders would otherwise have been entitled to receive.</p> <p>Stage 2 - in paying the sum equal to £Y plus £100 (where Y is the amount required so that the holders of the B shares will pursuant to stage 1 and this stage 2 (in aggregate) receive the highest B share price in respect of each B share held to be distributed as to £0.0001% to the holders of the ordinary, A and Z shares and to the holders of the B shares which have already received at least the highest B share price per B share and as to the balance so that each holder of B shares will receive (in aggregate) the highest B share price in respect of each B share held provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets will be distributed amongst the holders of the shares <i>pro-rata</i> (as above). This stage is repeated for the holders of the Z and A shares, before stage 3 as follows.</p> <p>Stage 3 - in paying a sum equal to £V plus £100 (where V is the amount required so that the holders of the ordinary shares will pursuant to the stages above (in aggregate) receive the highest B share price in respect of each ordinary share held) to be distributed as to 0.0001% to the holders of the A, B and Z shares and as to the balance so that each holder of ordinary shares will receive (in aggregate) the highest B share price in respect of each ordinary share held provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets will be distributed amongst the holders of the ordinary, A, B and Z shares <i>pro-rata</i> (as above).</p> <p>Stage 4 - any remaining balance will be split between all holders of the shares on a <i>pari passu</i> basis proportionate to the number of shares they have, provided that once the holders of the shares have received the sum of £10,000,000 per share, the holders of the deferred shares shall be entitled to a payment of £1.00 for the entire class (which payment shall be satisfied by payment to any one holder of the deferred shares) after which the balance shall be distributed amongst the holders of the shares on a <i>pari passu</i> basis (contd.)</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) ❶

Class of share	Ordinary
Prescribed particulars	(contd.) proportionate to the number of shares. (d) Non-redeemable.

❶ 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.