

SH10

BLUEPRINT**2000**

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

X What this form is NOT for

You cannot use this form to give notice of particulars of variation of class rights of members. To do this please use form SH12

THURSDAY

A12AX021

A05

09/02/2012

#148

COMPANIES HOUSE

1 Company details

Company number 0 7 8 4 8 7 4 9

Company name in full FOLKES MERCHANTS ACQUISITION LIMITED

→ Filing 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

d3 d1 m0 m1 y2 y0 y1 y2

3 Details of variation of rights

Please give details of the variation of rights attached to shares

Variation

Following the reclassification and subdivision of the ordinary shares in the company to A Ordinary shares of £0.01 each, the rights attached to the A Ordinary shares of £0.01 are as follows

4.1 The A Ordinary Shares and B Ordinary Shares shall rank equally and pari passu in all respects save for

(a) The Directors may (subject to the provisions of the Act) declare such dividends to the holders of the A Ordinary Shares from time to time and the holders of the B Ordinary Shares from time to time as they shall in their sole discretion decide and for the avoidance of doubt shall not be obliged to declare a dividend in respect of the A Ordinary Shares and the B Ordinary Shares at the same time

Continuation pages

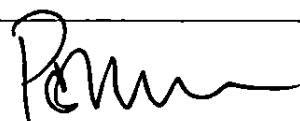
Please use a continuation page if you need to enter more details

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

SH10

Notice of particulars of variation of rights attached to 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 **CONOR FARRELL/WW**

Company name **SQUIRE SANDERS (UK) LLP**

(REF FOL 029-0001)

Address **RUTLAND HOUSE**

148 EDMUND STREET

Post town **BIRMINGHAM**

County/Region **WEST MIDLANDS**

Postcode **B 3 2 J R**

Country **WEST MIDLANDS**

DX **708610 BIRMINGHAM 17**

Telephone **0121 222 3745**

**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

SH10 – continuation page

Notice of particulars of variation of rights attached to shares

3	Details of variation of rights	
	Please give details of the variation of rights attached to shares	
Variation	<p>Continuation 1</p> <p>(b) Save as may be provided by Article 30 of the Model Articles, all shares which the directors propose to issue shall be comprised equally of A Ordinary Shares and B Ordinary Shares and shall be dealt with in accordance with the following provisions of this Article 4 1(b)</p> <p>(i) any A Ordinary Shares proposed to be issued shall first be offered to the holders of A Ordinary Shares in proportion to the number of existing A Ordinary Shares held by them respectively and any B Ordinary Shares proposed to be issued shall first be offered to the holders of the B Ordinary Shares in proportion to the number of existing B Ordinary Shares held by them respectively unless the Company shall by special resolution otherwise direct,</p> <p>(ii) each such offer shall be made by notice specifying the total number of shares being offered to the members as a whole, to holders of each class, the proportionate entitlement of the member to whom the offer is made and the price per share (which shall be the same for each share of each class of share) and shall require each member to state in writing within a period (not being less than fourteen days) specified in the notice whether he is willing to take any and, if so, what maximum number of the said shares up to his proportionate entitlement,</p> <p>(iii) an offer, if not accepted within the period specified in the notice as regards any shares, will be deemed to be declined as regards those shares After the expiration of such period, any A Ordinary Shares so deemed to be declined by the holders of A Ordinary Shares shall be offered in the proportion aforesaid to the holders of A Ordinary Shares who have, within the said period, accepted all the shares offered to them, and B Ordinary Shares so deemed to be declined by the holders of B Ordinary Shares shall be offered in the proportion aforesaid to the holders of B Ordinary Shares who have, within the said period, accepted all the shares offered to them if any shares comprised in such further offer are declined or deemed to be declined the directors shall offer the shares so declined</p>	

SH10 – continuation page

Notice of particulars of variation of rights attached to shares

3 Details of variation of rights	
	Please give details of the variation of rights attached to shares.
Variation	<p>Continuation 2</p> <p>to the holders of shares of the other classes in proportion to the number of shares in the capital of the Company held by them respectively, such further offers shall be made in the same matter and limited by a like period as the original offer,</p> <p>(iv) any shares not accepted pursuant to such offer and further offers made in accordance with this Article 4 1(b) or not capable of being offered as aforesaid except by way of fractions shall not be issued,</p> <p>(v) any shares released from the provisions of this Article 4 1(b) by special resolution in accordance with 4 1(b) shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, and</p> <p>(vi) all shares which pursuant to the provisions of the regulations of the Company may be issued to a holder of A Ordinary Shares or B Ordinary Shares shall upon being registered in the name of such holder become A Ordinary Shares or B Ordinary Shares respectively</p>