

# SH10

## Notice of particulars of variation of rights attached to shares



Companies House

☒ **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 NOT for**  
You cannot use this form to  
notice of particulars of varia  
of class rights of members o  
company without share cap  
do this, please use form SH1

THURSDAY



\*A31M8BIH\*

A07

13/02/2014

#250

COMPANIES HOUSE

### 1 Company details

Company number 0 8 5 6 7 7 9 2

Company name in full Behavioural Insights Limited

→ **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 0 4 0 2 2 0 1 4

### 3 Details of variation of rights

Please give details of the variation of rights attached to shares

Variation

Rights attached to the shares are varied due to the ordinary shares  
being changed into A Ordinary Shares

A VOTING RIGHTS  
ORDINARY SHARES

Each share is entitled to one vote in any circumstances

A ORDINARY SHARES

One (1) vote for each A Ordinary Share held on a show of hands or  
a written resolution or on a poll If an Event of Default (as defined in  
a Relevant Agreement (being an agreement entered into on the

#### 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

*Formhub2*

X

This form may be signed by  
Director ☒, Secretary, Person authorised ☒, 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

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## 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 **Andy Jackson**

Company name **Behavioural Insights Ltd**

Address **First Floor, 1 Plough Place**

Post town **London**

County/Region

Postcode **E C 4 A 1 D E**

Country **UK**

DX

Telephone

**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](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://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><b>CONTINUATION ONE</b></p> <p>on the 4 February to which amongst others the Company, the B Ordinary Shareholder and the beneficial owner of the A Ordinary Shares) occurs the Defaulting Shareholder (as defined in a Relevant Agreement) shall not be (i) entitled to receive notice of or to exercise its right to attend and vote at general meetings of the Company, (ii) an eligible member for the purposes of executing written resolutions of the Company, (iii) required to give its approval to any Consent Matter other than in respect of the Consent Matter relating to the appointment or removal of any Director otherwise than in accordance with the Company's Articles and any Relevant Agreement</p> <p>If the holder of the A Ordinary Shares is subject to a Conflict Matter (as defined in a Relevant Agreement), it shall not be required to give its consent to any Consent Matter</p> <p><b>B RIGHTS TO PARTICIPAT IN A DISTRIBUTION</b> <b>ORDIANRY SHARES</b></p> <p>Each share is entitled pari passu to dividend payments or any other distribution</p> <p><b>A ORDIANRY SHARES</b></p> <p>Any dividend declared in accordance with the terms of a Relevant Agreement shall be distributed to the holders of the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares on a pro rata basis save that (i) no dividends may be paid to B Ordinary Shareholders or C Ordinary Shareholders within three years from 4 February 2014 unless such dividend is made in contemplation of the Company being wound up for any reason other than insolvency, (ii) if a shareholder commits an Event of Default (as defined in the relevant Agreement) that shareholder's entitlement to a distribution shall be withheld until the earlier of (a) the remedy of the Event of Default, (b) the waiver by the Non-Defaulting Shareholder (as defined in a Relevant Agreement) and (c) completion of the transfer of the defaulting shareholder's shares</p> <p><b>C RIGHTS ON A RETURN OF CAPITAL</b> <b>ORDINARY SHARES</b></p> <p>Each share is entitled pari passu to participate in a distribution arising from a winding up of the company</p> <p><b>A ORDIANRY SHARES</b></p> <p>On a return of assets on a liquidation or otherwise (other than a redemption of shares or the purchase by the Company of its own shares), the surplus assets and retained profits of the Company available for distribution among the shareholders shall be applied</p>

# SH10 – continuation page

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## Details of variation of rights

	Please give details of the variation of rights attached to shares	
Variation	<p>CONTINUATION TWO</p> <p>first in paying to the shareholders a sum equal to the nominal amount of each Share held by them and, secondly the balance of such assets (if any) shall be distributed amongst the shareholders pro rata to the number of shares held by each of them respectively</p>	