

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 NOT for

You cannot use this form to give notice of particulars of variation of class rights of members of a company without share capital. To do this, please use form SH12.

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number 0 8 5 8 3 9 2 5

Company name in full INVESCO SOFTWARE HOLDINGS 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 d d m m y y y y 2 9 1 2 2 0 2 0

3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation The share rights of the C Preference shares have been changed, please see the 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



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.

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.

SH10

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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
Andrew Massey

Company name
Osborne Clarke LLP

Address
2 Temple Back East

Temple Quay

Bristol

Post town

County/Region

Postcode
B S 1 6 E G

Country

DX
DX 7818 Bristol

Telephone
0117-917-3816

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

3 Details of variation of rights

	Please give details of the variation of rights attached to shares.	
Variation	<p>The C Preference Shares have the following rights:</p> <p>(1) Voting: The C Preference Shares as a class confer voting rights equal to 10% of the total voting rights in the company, allocated amongst the holders of the C Preference Shares pro rata to the number of C Preference Shares held by them.</p> <p>(2) Income: Entitled to receive, in priority to the holders of any other class of shares (other than the B Preference Shares) and subject to the consent of the holders of not less than 75% of the B Preference Shares, a fixed cumulative preferential dividend equal to 12.5% of: (i) the Investment Price and (ii) the amount of any accrued dividend not otherwise paid on the relevant Dividend Date pursuant to the articles, per annum on each C Preference Share.</p> <p>(3) Capital: On a return of assets on liquidation, capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied in paying to each holder of C Preference Shares:</p> <p>(i) if the date of the distribution of the Proceeds Amount (the "Liquidation Date") falls on or before the first anniversary of the Investment Date, an amount equal to:</p> <p>(A) 103% of the aggregate of:</p> <p>(aa) the Preference Share Amount for each C Preference Share held; plus</p> <p>(bb) an amount equal to the total Preference Dividend that would have otherwise accrued on each C Preference Share held from the day following the Liquidation Date to the first anniversary of the Investment Date; less</p> <p>(B) any Preference Dividend paid in cash on each C Preference Share held during the period to the first anniversary of the Investment Date;</p> <p>(ii) if the Liquidation Date falls after the first anniversary of the Investment Date, but on or before the second anniversary of the Investment Date, an amount equal to 103% of the Preference Share Amount for each C Preference Share held;</p> <p>(iii) if the Liquidation Date falls after the second anniversary of the Investment Date, but on or before the third anniversary of the Investment Date, an amount equal to 101% of the Preference Share Amount for each C Preference Share held; and</p> <p>(iv) if the Liquidation Date falls after the third anniversary of the Investment Date, an amount equal to the Preference Share Amount for each C Preference Share held.</p> <p>(4) Redemption: The C Preference Shares do not confer any rights of redemption.</p>	