

300654/10

In accordance with
Section 644 & 649 of the
Companies Act 2006

SH19

Statement of capital

Oyez

A fee is payable with this form
Please see 'How to pay' on the last page

FRIDAY



A38 13/09/2013 #295
COMPANIES HOUSE
www.companieshouse.gov.uk

- ☒ **What this form is for**
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order
- ☒ **What this form is NOT for**
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

1 Company details	
Company number	0 8 6 1 5 7 4 6
Company name in full	ACTEV LIMITED

Filling in this form
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution

2 Statement of capital (Share capital in pound sterling (£))				
Please complete the table below to show any class of shares held in pound sterling If all your issued capital is in sterling, only complete Section 2 and then go to Section 5				
Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share 1	Amount (if any) unpaid on each share 1	Number of shares 2	Aggregate nominal value 3
A ORDINARY SHARES	£0.0001	NIL	8,377,369	£ 837.7369
B ORDINARY SHARES	£0.0001	NIL	505,505	£ 50.5505
C ORDINARY SHARES	£0.0001	NIL	1,501,500	£ 150.1500
D ORDINARY SHARES	£0.0001	NIL	1	£ 0.0001
Totals			10,384,375	£ 1038.4375

3 Statement of capital (Share capital in other currencies)					
Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency					
Currency	Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share 1	Amount (if any) unpaid on each share 1	Number of shares 2	Aggregate nominal value 3
Totals					

1 Including both the nominal value and any share premium
2 Total number of issued shares in this class
3 Number of shares issued multiplied by nominal value of each share
Continuation pages
Please use a Statement of Capital continuation page if necessary

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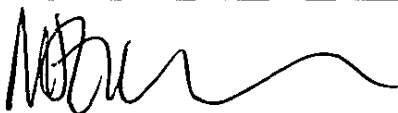
Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share 1	Amount (if any) unpaid on each share 1	Number of shares 2	Aggregate nominal value 3
Totals				
1 Including both the nominal value and any share premium		3 Number of shares issued multiplied by nominal value of each share		Continuation pages Please use a Statement of Capital continuation page if necessary
2 Total number of issued shares in this class				

4 Statement of capital (Totals)	
Please give the total number of shares and total aggregate nominal value of issued share capital	
Total number of shares	
Total aggregate 4 nominal value	
4 Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc	

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 statement of capital share tables in Section 2 and Section 3	
Class of share	A ORDINARY SHARES
Prescribed particulars 5	<p>Each A Ordinary share is entitled to one vote in any circumstance</p> <p>Each A Ordinary share is entitled to an apportionment of all dividends that may be declared from time to time; such apportionment to be on the same basis as if such assets were being returned to shareholders as capital (save that for such purposes the right to receive £1 per share referred to below is disregarded)</p> <p>See continuation sheet for further text</p>
Class of share	B ORDINARY SHARES
Prescribed particulars 5	<p>Each B Ordinary share is entitled to one vote in any circumstance.</p> <p>Each B Ordinary share is entitled to an apportionment of all dividends that may be declared from time to time, such apportionment to be on the same basis as if such assets were being returned to shareholders as capital (save that for such purposes the right to receive £1 per share referred to below is disregarded).</p> <p>See continuation sheet for further text</p>
5 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 and any terms or conditions relating to redemption of these shares	
A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary	

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Statement of capital

Class of share	C ORDINARY SHARES	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 and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Prescribed particulars 1	<p>Each C Ordinary share is entitled to one vote in any circumstance (certain matters require an additional consent from the holders of 90% or more of the A Ordinary shares and B Ordinary shares C Ordinary shares have no votes in this respect)</p> <p>Each C Ordinary share is entitled to an apportionment of all dividends that may be declared from time to time, such apportionment to be on the same basis as if such assets were being returned to shareholders as capital.</p> <p>See continuation sheet for further text.</p>	
Class of share	D ORDINARY SHARES	2 Person authorised Under either section 270 or 274 of the Companies Act 2006
Prescribed particulars 1	<p>Each D Ordinary share is entitled to one vote in any circumstance (certain matters require an additional consent from the holders of 90% or more of the A Ordinary shares and B Ordinary shares D Ordinary shares have no votes in this respect)</p> <p>Each D Ordinary share is entitled to an apportionment of all dividends that may be declared from time to time; such apportionment to be on the same basis as if such assets were being returned to shareholders as capital.</p> <p>See continuation sheet for further text</p>	
6 Signature		
I am signing this form on behalf of the company		2 Person authorised Under either section 270 or 274 of the Companies Act 2006
Signature	Signature X  X This form may be signed by Director, Secretary, Person authorised #	

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5 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A ORDINARY SHARES	
Prescribed particulars 1	<p>With respects capital, after certain sums payable in priority to the holders of D Ordinary shares have been paid, each A Ordinary share is entitled to receive £1 and, thereafter, and after allowing for sums payable to the holders of B Ordinary shares, the A Ordinary shares are entitled to 80% of the remaining assets to be apportioned between their holders in proportion to the number of such shares held.</p> <p>The A Ordinary shares are not redeemable</p>	<p>1 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 and any terms or conditions relating to redemption of these shares</p> <p>A separate table must be used for each class of share</p>

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5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY SHARES	
Prescribed particulars 1	<p>With respects capital, after certain sums payable in priority to the holders of D Ordinary shares have been paid, each B Ordinary share is entitled to receive £1 and, thereafter, the holders of B Ordinary shares are entitled to receive a proportion of the remaining assets, such proportion being as follows:</p> <p style="text-align: center;"><u>No. of B Ordinary shares</u> No of A Ordinary shares and No of B Ordinary Shares</p> <p>The B Ordinary shares are not redeemable</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>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 and any terms or conditions relating to redemption of these shares</p> <p>A separate table must be used for each class of share</p>

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5 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	C ORDINARY SHARES	1 Prescribed particulars of rights attached to shares
Prescribed particulars 1	<p>With respects capital, after certain sums payable in priority to the holders of A Ordinary shares, B Ordinary Shares and D Ordinary shares have been paid, and after allowing for further sums payable to the holders of B Ordinary shares, the C Ordinary shares are entitled to 20% of the remaining assets to be apportioned between their holders in their respective "carry sharing percentage" (being a term defined in detail in the company's articles of association).</p> <p>The C Ordinary shares are not redeemable.</p>	<p>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 and any terms or conditions relating to redemption of these shares</p> <p>A separate table must be used for each class of share</p>

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5	Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	D ORDINARY SHARES		
Prescribed particulars			
1	<p>With respects capital, the D Ordinary shares are entitled to an amount equal to the "priority shareholder right" being a term defined in detail in the company's articles of association)</p> <p>The D Ordinary shares are not redeemable</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>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 and any terms or conditions relating to redemption of these shares</p> <p>A separate table must be used for each class of share</p>	

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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 Elizabeth McKay-Lewis

Company name Heatons LLP

Address

5th Floor

37 Peter Street

Manchester

Post town

Country/Region

Postcode

M

2

5

G

B

Country

DX DX 14477 MANCHESTER 2

Telephone 0161 835 8010



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 the relevant sections of the statement of capital
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement

Make cheques or postal orders payable to 'Companies House'



Where to send

For companies registered in England and Wales
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