

SH10

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. If you do this, please use form SH10.



A20

04/08/2016

#338

COMPANIES' HOUSE

1 Company details

Company number 1 0 0 8 4 9 1 7

Company name in full Job and Talent Holding 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 2 7 0 7 2 0 1 6

3 Details of variation of rights

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

Variation

Please see continuation page.

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.

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Details of variation of rights

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

Variation

On 27 July 2016:

- i. 437,000 ordinary shares of €0.001 each were redesignated as 437,000 series B1 preferred shares of €0.001 each;
- ii. 194,000 series A1 preferred shares of €0.001 each were redesignated as 194,000 series B1 preferred shares of €0.001 each;
- iii. 61,000 series A2 preferred shares of €0.001 each were redesignated as 61,000 series B1 preferred shares of €0.001 each; and
- iv. 47,000 series A3 preferred shares of €0.001 each were redesignated as 47,000 series B1 preferred shares of €0.001 each.

The redesignated shares enjoy the rights attaching to the series B1 preferred shares of €0.001 each (the "Series B1 Preferred Shares") set out in the articles of association of the company (the "Articles"), the prescribed particulars of which are as follows:

- a. The Series B1 Preferred Shares shall confer on each holder of Series B1 Preferred Shares the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company.
- b. Any Available Profits (as defined in the Articles) which the company may determine to distribute in respect of any Financial Year (as defined in the Articles), will be distributed among the holders of the Equity Shares (as defined in the Articles) (pari passu as if the Equity Shares constituted one class of share) pro rata to the number of Equity Shares held.
- c. With respects to capital, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares (as defined in the Articles) the surplus assets of the company remaining after payment of its liabilities shall be applied (to the extent that the company is lawfully permitted to do so):
 - (i) first in paying to each of the Series B Preferred Shareholders (as defined in the Articles), in priority to any other classes of Shares, an amount per Series B Preferred Share (as defined in the Articles) held equal to the Preference Amount (as defined in the Articles) together with a sum equal to any Arrears (as defined in the Articles) on the Series B Preferred Shares held by them (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Series B Shareholders pro rata to the amounts paid up on the Series B Preferred Shares); (cont.)

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(ii) second in paying to each of the Series A Shareholders (as defined in the Articles), in priority to the Deferred Shares and the Ordinary Shares (each as defined in the Articles), an amount per Series A Preferred Share (as defined in the Articles) held equal to the Preference Amount together with a sum equal to any Arrears on the Series A Preferred Shares held by them (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the Series A Shareholders pro rata to the amounts paid up on the Series A Preferred Shares);

(iii) third in paying to the holders of the Deferred Shares, if any, a total of EUR 1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and

(iv) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held.

- d. The Series B1 Preferred Shares are not to be redeemed or liable to be redeemed at the option of the company or the shareholders.

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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 Mark Webster

Company name Dickson Minto W.S.

Address The Broadgate Tower

20 Primrose Street

London

Post town

Country/Region

Postcode E C 2 A 2 E W

Country

DX

Telephone +44 (0) 20 7628 4455



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