

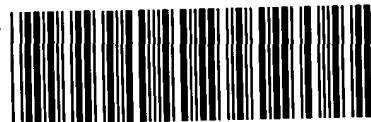
# SH10

## 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 shares. If you wish to do this, please use form SH11.

WEDNESDAY



A17 \*A86IPLPU\* 29/05/2019 #303  
COMPANIES HOUSE

### 1 Company details

Company number 1 0 2 5 3 0 9 3

Company name in full MECHLINE 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 2<sup>d</sup> 6<sup>th</sup> 04<sup>th</sup> 20<sup>th</sup> 19<sup>th</sup>

### 3 Details of variation of rights

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

Variation

Please see continuation sheet for share right variations

**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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### 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 Mr Matt Thompson

Company name Howes Percival LLP

Address Nene House

4 Rushmills

Post town Northampton

County/Region

Postcode N N 4 7 Y B

Country

DX DX 155329 Northampton 31

Telephone 01604 230400



### 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.



### 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.



### 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)

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### Details of variation of rights

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

#### Variation

References to the Articles are to the Articles of Association of the Company as at the date of variation of the share rights. Capitalised terms shall have the meaning as set out in the Articles.

The share capital of the company (as at the date of adoption of the articles) shall be divided into Ordinary Shares, A Shares and B Shares. The rights attaching to the Ordinary Shares, A Shares and B Shares shall be as follows and as otherwise set out in the articles:

#### 1.1 Income

1.1.1 Any profits which the company may determine to distribute in respect of any financial period of the company shall be distributed to the holders of the Ordinary Shares and the A Shares, at such rates of dividends as the board of directors from time to time declare, it being acknowledged that the board of directors may declare dividends on Ordinary Shares and/or A Shares, and may declare a different rate of dividend on Ordinary Shares as against A Shares. The B Shares shall have no entitlement to receive any distribution.

1.1.2 Any dividends declared pursuant to Article 30.1.1 on a particular class of shares shall be distributed to the appropriate shareholders of that class of shares pro-rata according to the amounts paid up or credited as paid up on the shares held by them of that particular class but excluding any premium paid on subscription.

#### 1.2 Capital

On a return of assets on liquidation, capital reduction or otherwise, the Proceeds shall be applied (to the extent that the company is lawfully able to do so) in the following order of priority:

1.2.1 first, in paying to the holders of the A Shares in respect of each A Share held the Issue Price of that A Share and, if there is a shortfall of assets remaining to satisfy such payments in full, the Proceeds shall be distributed to the holders of the A Shares pro-rata to the aggregate amounts due under this article 30.2.1 to each such A Share held;

1.2.2 second, in paying to the holders of the Ordinary Shares in respect of each Ordinary Share held the Issue Price of that Ordinary Share, and if there is a shortfall of assets remaining to satisfy such payments in full, the Proceeds shall be distributed to the holders of the Ordinary Shares pro-rata to the aggregate amounts due under this article 30.2.2 to each such Ordinary Share held;

1.2.3 third, in paying to the holders of the B Shares in respect of each B Share held the Issue Price of that B Share, and if there is a shortfall of assets remaining to satisfy such payments in full, the Proceeds shall be distributed to the holders of the B Shares pro-rata to the aggregate amounts due under this article 30.2.3 to each such B Share held;

1.2.4 fourth, in paying to the holders of the A Shares (such sum to be apportioned between the holders of the A Shares pro-rata to the number of A Shares held by each) the balance of any Proceeds up to and including the A Share Proceeds Threshold;

1.2.5 fifth, in paying to the holders of the Ordinary Shares (such sum to be apportioned between the holders of the Ordinary Shares pro-rata to the number of Ordinary Shares held by each), the balance of the Proceeds in excess of the A Share Proceeds Threshold up to and including the Ordinary Share Proceeds Threshold;

1.2.6 sixth, in paying to the holders of the B Shares in respect of the balance of the Proceeds over and above the Ordinary Share Proceeds Threshold up to and

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Variation

including the B Share Proceeds Threshold the sum of 4.25% of such balance for each B Share held by such holder of B Shares;

1.2.7 seventh, in paying to the holders of the Ordinary Shares (such sum to be apportioned between the holders of the Ordinary Shares pro-rata to the number of Ordinary Shares held by each) the balance of any Proceeds not otherwise distributed in accordance with this article 30.2 up to and including the B Share Proceeds Threshold; and

1.2.8 eighth, in paying to the holders of the A Shares (such sum to be apportioned between the holders of the A Shares pro-rata to the number of A Shares held by each) the balance of any Proceeds over and above the B Share Proceeds Threshold.

#### 1.3 Redemption

1.3.1 The Ordinary Shares, A Shares and the B Shares are not to be redeemed and are not liable to be redeemed at the option of the company or holders of such shares.

#### 1.4 Voting

1.4.1 The Ordinary Shares and the A Shares shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, have the right for the holders thereof to receive notice of and attend and vote at any general meeting of the company. Each such holder present in person or by proxy or by representative (if a company) shall be entitled on a show of hands to one vote and on a poll to one vote for each A Share held by him and one vote for each Ordinary Share held by him.

1.4.2 The B Shares as such do not confer the right for the holders thereof to receive notice of and attend and vote at any general meeting of the company.

#### 1.5 Exit

1.5.1 On a Share Sale, the Sale Proceeds shall be distributed in the order of priority set out in article 30.2. The directors shall not register any transfer of shares if the Sale Proceeds are not distributed in that manner (save in respect of any shares not sold in connection with that Share Sale) provided that, if the Sale Proceeds are not settled in their entirety upon completion of the Share Sale:

- (a) the directors may register the transfer of the relevant shares, provided that the Sale Proceeds due on the date of completion of the Share Sale have been distributed in the order of priority set out in article 30.2; and
- (b) each shareholder shall take any reasonable action (to the extent lawful and within its control) to ensure that the balance of the Sale Proceeds are distributed in the order of priority set out in article 30.2.

1.5.2 On a Disposal, the surplus assets of the company remaining after payment of its liabilities shall be distributed (to the extent that the company is lawfully permitted to do so) in the order of priority set out in article 30.2, provided always that if it is not lawful for the company to distribute its surplus assets in accordance with the provisions of these Articles, each shareholder shall (to the extent lawful and within its control) take any reasonable action (including, but without prejudice to the generality of this article 30.5.2, such action as may be necessary to put the company into voluntary liquidation so that article 30.2 applies).