

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 for**
You cannot use this form to give
notice of particulars of variation of
class rights of a company without
doing this, please use form SH10A

WEDNESDAY



A14

A6FD8RU0

20/09/2017

#54

COMPANIES HOUSE

1 Company details

Company number 1 0 8 2 3 8 6 9

Company name in full Apollo UK Topco 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 3 1 0 8 2 0 1 7

3 Details of variation of rights

Variation

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

Please see 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

X

X

This form may be signed by:
Director , Secretary, Person authorised , Administrator, Administrative receiver,
Receiver, Receiver manager, Charity commission receiver and manager, CIC
manager.

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.

Person authorised
Under either Section 270 or 274 of
the Companies Act 2006.

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3	Details of variation of rights	
	Please give details of the variation of rights attached to shares.	
Variation	<p>On the completion of a sale of a majority of the shares in the company, a sale by the company of all or substantially all of the group's business, assets and undertakings, an IPO of the company or a winding-up of the company (an "Exit Event") and on a distribution of assets on a liquidation, distribution or other return of capital, the assets of the company available for distribution among the shareholders shall be applied in paying to the holders of A preference shares in respect of each A preference share in the manner described by and in accordance with the steps set out in the company's articles.</p> <p>Without prejudice to the paragraph above, the A preference shares shall have no entitlement to any accrue any dividends.</p> <p>The A preference shares are, subject to the 2006 Act, redeemable at the company's option at any time by written notice to the holders of A preference shares specifying the number of A preference shares to be redeemed and a date on which the redemption is to take place (the "A Redemption Date").</p> <p>If the company is, at any time, redeeming only some of the A preference shares then in issue, the number of A preference shares to be redeemed shall (subject to any contrary agreement in writing between the company and all of the holders of A preference shares and entered into on or before the A Redemption Date) be apportioned between the holders of A preference shares pro rata to the number of A preference shares held by them on the relevant A Redemption Date.</p> <p>On an A Redemption Date, each holder of A preference shares to be redeemed shall deliver to the company the certificate(s) for such A preference shares for cancellation (or an indemnity in respect of any lost share certificate in a form reasonably satisfactory to the directors), and if a certificate includes any A preference shares that are not to be redeemed, the company shall issue a new certificate for the balance.</p> <p>Continued on next continuation page.</p>	

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3	Details of variation of rights	
	Please give details of the variation of rights attached to shares.	
Variation	<p>On delivery of the relevant share certificate (or an indemnity in respect of any lost share certificate) in accordance with the paragraph above (or, in respect of a redemption on an IPO, immediately after the IPO), the company shall pay to the holder (or, in the case of joint holders, to the holder whose name stands first in the register of members) of each redeemed A Preference Share the price for which that A Preference Share was issued (including any premium) (or, if lower, an amount equal to the price for which that A Preference Share was issued (including any premium) less the amount of any returns already paid in respect of such A Preference Share in accordance with the first paragraph above), which, to the extent that the company has funds that may lawfully be applied in redeeming the A preference shares, shall become a debt due from and immediately payable by the company and the company shall not be entitled to opt to redeem any A preference shares prior to an Exit Event unless the company has funds (equal to the full amount payable on redemption of those A preference shares) that may lawfully be applied on the relevant A Redemption Date in redeeming the relevant A preference shares and such funds are available to be paid on the A Redemption Date.</p> <p>The holders of A preference shares shall not be entitled to receive notice of, attend and speak at general meetings of the company or to vote on any resolutions (including written resolutions).</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 **Andrew Gray**

Company name **Kirkland & Ellis International LLP**

Address

Post town **London**

County/Region

Postcode **E C 3 A 8 A F**

Country

DX

Telephone **02074692000**

**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