SH06 Notice of cancellation of shares



What this form is for

You may use this form to give notice of a cancellation of shares by a limited company on purchase

What this form is NOT for You cannot use this form to give notice of a cancellation shares held by a public comp under section 663 of the Companies Act 2006. To do t



11/11/2022 **COMPANIES HOUSE**

		please use form SHO7.	
1	Company details		
Company number	1 0 9 6 6 5 8	3 3	→ Filling in this form Please complete in typescript or in
Company name in full	RYDON GROUP HOLDING	SS LIMITED	bold black capitals.
			All fields are mandatory unless specified or indicated by *
2	Date of cancellation		
Date of cancellation	30 09	2 0 2 2	
		······································	

Shares cancelled

Class of shares (E.g. Ordinary/Preference etc.)	Number of shares cancelled	Nominal value of each share			
A Ordinary .	310,000	£0.10			
Preference	694,446	£1.00			
		,			

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4	Statement of capital		······································					
	Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation. Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.							
Currency	Class of shares	Number of shares	Aggregate no (£, €, \$, etc)	minal value	Total aggregate amount unpaid, if any (£, €, \$, etc			
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shar multiplied by no		Including both the nominal value and any share premium			
Currency table A		1	,' ,'					
	See continuation sheet							
	Totals							
	·							
Currency table B	· _ · · · · · · · · · · · · · · · · · ·							
	- <u> </u>							
				·				
	Totals	<u> </u>						
Currency table C			-					
, , , , , , , , , , , , , , , , , , ,								
	Totals							
	Table (to all disconnections above	Total number of shares	Total aggre nominal val		Total aggregate amount unpaid •			
	Totals (including continuation pages)	9,689,649	£5,742,	950.10	£0.00			
		● Please list to tal aggre	egate values i	ndifferent	currencies separately.			

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4	Statement of capital			·					
	Complete the table below to show the issued share capital. Complete a separate table for each currency.								
Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued	Total aggregate amount unpaid, if any (£, €, \$, etc)					
issue for each carrency			multiplied by nominal value	value and any share premiun					
GBP	A Ordinary	3,022,765	£302,276.50						
GBP	B Ordinary	1,294,333	£129,433.30						
GBP	D Ordinary	68,123	£6,812.30						
GBP	Preference	5,304,428	£5,304,428.00						
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	100								
		,							
	7.								
	Totals	9,689,649	£5,742,950.10	£0.00					

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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 share capital tables in Section 4 .	• Prescribed particulars of rights attached to shares The particulars are:						
Class of share		a. particulars of any voting rights, including rights that arise only in						
Prescribed particulars •	See continuation sheet	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.						
Class of share		A separate table must be used for each class of share. Continuation pages						
Class of share Prescribed particulars O		Please use a Statement of Capital continuation page if necessary.						
6	Signature							
Signature	This form may be signed by: Director , Secretary, Person authorised , Administrator , Administrative receiver, Receiver, Receiver 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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Statement of capital (prescribed particulars of rights attached to shares) •

Class of share

A Ordinary

Prescribed particulars

Definitions

"Available Profits" the profits available for distribution within the meaning of Part 23 the 2006 Act;

"Original Subscription Price" for the Preference Shares, £1 per share:

Income

The Company shall, without resolution of the Board or the Company in general meeting and before application of any Available Profits to reserve or for any other purpose, pay the holders of the Preference Shares a fixed preferential dividend ("Preferred Dividend") at an annual rate of 2% of the Original Subscription Price per Preference Share to be paid on 1 October in each year to the person registered as the holder of such Preference Share at that date and which shall accrue daily and be calculated in respect of the period to such date assuming a 365 day year. The first payment shall be made on 1 October 2018 for the period from and including the date of issue of such Preference Share to such date.

Save for the Preferred Dividend, any dividend paid under the articles shall be paid to the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of Shares held by them.

Capital

On a return of assets, whether in a winding up or reduction of capital or otherwise (except in the case of the redemption of shares of any class or the purchase by the Company of its own shares), the assets and retained profits of the Company available for distribution among the members shall be applied in the following order of priority:

- a) first, in paying to the holders of the Preference Shares an amount equivalent to the Original Subscription Price per Preference Share, together with a sum equal to any arrears and accruals of the Preferred Dividend calculated down to and including the date of the return of capital and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Preference Shares in full, the proceeds shall be distributed to the holders of the Preference Shares in proportion to the amounts due to each such share held; and
- b) second, in paying the balance amongst the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of A Ordinary, B Ordinary Shares and D Ordinary Shares held by them.

• 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.

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Statement of capital (prescribed particulars of rights attached to shares) •

Class of share

A Ordinary

Prescribed particulars

Voting

Whilst the A Ordinary Shareholders shall be entitled to receive notice of, and attend, all general and other meetings of the Company, they shall not be entitled to vote at such meeting (or on a written resolution) in respect of the A Ordinary Shares held by them unless the business of the meeting (or on a written resolution) is or includes the consideration of a resolution for winding-up the Company or a resolution for reducing the Company's share capital or a resolution varying or abrogating any of the rights or restrictions attached to the A Ordinary Shares in which case the A Ordinary Shareholders shall be entitled to vote only on such resolution.

Except in circumstances where the A Ordinary Shareholders have the right to vote in as set out above, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) carry the right to 100% of the total number of votes cast on any resolution and each B Ordinary Shareholder shall have one vote per B Ordinary Share (whether on a show of hands or a poll) and each D Ordinary Shareholder shall have one vote per D Ordinary Share (whether on a show of hands or a poll).

In circumstances where the A Ordinary Shareholders have the right to vote as set out above, the A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) have one vote per share.

• 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.

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Statement of capital (prescribed particulars of rights attached to shares) •

Class of share

B Ordinary

Prescribed particulars

Definitions

"Available Profits" the profits available for distribution within the meaning of Part 23 the 2006 Act;

"Original Subscription Price" for the Preference Shares, £1 per share;

Income

The Company shall, without resolution of the Board or the Company in general meeting and before application of any Available Profits to reserve or for any other purpose, pay the holders of the Preference Shares a fixed preferential dividend ("Preferred Dividend") at an annual rate of 2% of the Original Subscription Price per Preference Share to be paid on 1 October in each year to the person registered as the holder of such Preference Share at that date and which shall accrue daily and be calculated in respect of the period to such date assuming a 365 day year. The first payment shall be made on 1 October 2018 for the period from and including the date of issue of such Preference Share to such date.

Save for the Preferred Dividend, any dividend paid under the articles shall be paid to the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of Shares held by them.

Capital

On a return of assets, whether in a winding up or reduction of capital or otherwise (except in the case of the redemption of shares of any class or the purchase by the Company of its own shares), the assets and retained profits of the Company available for distribution among the members shall be applied in the following order of priority:

- a) first, in paying to the holders of the Preference Shares an amount equivalent to the Original Subscription Price per Preference Share, together with a sum equal to any arrears and accruals of the Preferred Dividend calculated down to and including the date of the return of capital and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Preference Shares in full, the proceeds shall be distributed to the holders of the Preference Shares in proportion to the amounts due to each such share held; and
- b) second, in paying the balance amongst the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of A Ordinary, B Ordinary Shares and D Ordinary Shares held by them.

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.

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Statement of capital (prescribed particulars of rights attached to shares) •

Class of share

B Ordinary

Prescribed particulars

Voting

Whilst the A Ordinary Shareholders shall be entitled to receive notice of, and attend, all general and other meetings of the Company, they shall not be entitled to vote at such meeting (or on a written resolution) in respect of the A Ordinary Shares held by them unless the business of the meeting (or on a written resolution) is or includes the consideration of a resolution for winding-up the Company or a resolution for reducing the Company's share capital or a resolution varying or abrogating any of the rights or restrictions attached to the A Ordinary Shares in which case the A Ordinary Shareholders shall be entitled to vote only on such resolution.

Except in circumstances where the A Ordinary Shareholders have the right to vote in as set out above, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) carry the right to 100% of the total number of votes cast on any resolution and each B Ordinary Shareholder shall have one vote per B Ordinary Share (whether on a show of hands or a poll) and each D Ordinary Shareholder shall have one vote per D Ordinary Share (whether on a show of hands or a poll).

In circumstances where the A Ordinary Shareholders have the right to vote as set out above, the A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) have one vote per share.

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.

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Notice of cancellation of shares

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Statement of capital (prescribed particulars of rights attached to shares) •

Class of share

D Ordinary

Prescribed particulars

Definitions

"Available Profits" the profits available for distribution within the meaning of Part 23 the 2006 Act;

"Original Subscription Price" for the Preference Shares, £1 per share;

Income

The Company shall, without resolution of the Board or the Company in general meeting and before application of any Available Profits to reserve or for any other purpose, pay the holders of the Preference Shares a fixed preferential dividend ("Preferred Dividend") at an annual rate of 2% of the Original Subscription Price per Preference Share to be paid on 1 October in each year to the person registered as the holder of such Preference Share at that date and which shall accrue daily and be calculated in respect of the period to such date assuming a 365 day year. The first payment shall be made on 1 October 2018 for the period from and including the date of issue of such Preference Share to such date.

Save for the Preferred Dividend, any dividend paid under the articles shall be paid to the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of Shares held by them.

Capital

On a return of assets, whether in a winding up or reduction of capital or otherwise (except in the case of the redemption of shares of any class or the purchase by the Company of its own shares), the assets and retained profits of the Company available for distribution among the members shall be applied in the following order of priority:

- a) first, in paying to the holders of the Preference Shares an amount equivalent to the Original Subscription Price per Preference Share, together with a sum equal to any arrears and accruals of the Preferred Dividend calculated down to and including the date of the return of capital and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Preference Shares in full, the proceeds shall be distributed to the holders of the Preference Shares in proportion to the amounts due to each such share held; and
- b) second, in paying the balance amongst the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of A Ordinary, B Ordinary Shares and D Ordinary Shares held by them.

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;
- 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.

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Statement of capital (prescribed particulars of rights attached to shares) •

Class of share

D Ordinary

Prescribed particulars

Voting

Whilst the A Ordinary Shareholders shall be entitled to receive notice of, and attend, all general and other meetings of the Company, they shall not be entitled to vote at such meeting (or on a written resolution) in respect of the A Ordinary Shares held by them unless the business of the meeting (or on a written resolution) is or includes the consideration of a resolution for winding-up the Company or a resolution for reducing the Company's share capital or a resolution varying or abrogating any of the rights or restrictions attached to the A Ordinary Shares in which case the A Ordinary Shareholders shall be entitled to vote only on such resolution.

Except in circumstances where the A Ordinary Shareholders have the right to vote in as set out above, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) carry the right to 100% of the total number of votes cast on any resolution and each B Ordinary Shareholder shall have one vote per B Ordinary Share (whether on a show of hands or a poll) and each D Ordinary Shareholder shall have one vote per D Ordinary Share (whether on a show of hands or a poll).

In circumstances where the A Ordinary Shareholders have the right to vote as set out above, the A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) have one vote per share.

Prescribed particulars of rights attached to shares

The particulars are:

- 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.

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Statement of capital (prescribed particulars of rights attached to shares) •

Class of share

Preference

Prescribed particulars

Definitions

"Asset Sale" the disposal by the Company of all, or a substantial part of, its business and assets;

"Available Profits" the profits available for distribution within the meaning of Part 23 the 2006 Act;

"Exit" a Share Sale, an Asset Sale or a Listing;

"Listing" the successful application and admission of all or any of the shares in the capital of the Company, or securities representing such shares (including American depositary receipts, American depositary shares and/or other instruments to the Official List of the UK Listing Authority or on the AIM market operated by the London Stock Exchange plc, or the Nasdaq National Stock Market of the Nasdaq Stock Market Inc., or to any recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000 (as amended));

"Original Subscription Price" for the Preference Shares, £1 per share:

"Share Sale" the sale of (or the grant of a right to acquire or to dispose of) any of the shares in the capital of the Company (in one transaction or as a series of transactions) which will result in the buyer of those shares (or grantee of that right) and persons Acting in Concert with him together acquiring a Controlling Interest in the Company, except where the shareholders and the proportion of shares held by each of them following completion of the sale are the same as the shareholders and their shareholdings in the Company immediately before to the sale.

Income

The Company shall, without resolution of the Board or the Company in general meeting and before application of any Available Profits to reserve or for any other purpose, pay the holders of the Preference Shares a fixed preferential dividend ("Preferred Dividend") at an annual rate of 2% of the Original Subscription Price per Preference Share to be paid on 1 October in each year to the person registered as the holder of such Preference Share at that date and which shall accrue daily and be calculated in respect of the period to such date assuming a 365 day year. The first payment shall be made on 1 October 2018 for the period from and including the date of issue of such Preference Share to such date.

Save for the Preferred Dividend, any dividend paid under the articles shall be paid to the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of Shares held by them.

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.

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Statement of capital (prescribed particulars of rights attached to shares) •

Class of share

Preference

Prescribed particulars

Redemption of Preference Shares

Subject to the Companies Act 2006, the Preference Shares shall be redeemed in full immediately prior to an Exit ("Redemption Date").

On the Redemption Date, the Company shall pay £1 on each of the Preference Shares redeemed. At the same time, it shall pay any arrears or accruals of the Preferred Dividend due on such shares, calculated down to but not including the Redemption Date.

Capital

On a return of assets, whether in a winding up or reduction of capital or otherwise (except in the case of the redemption of shares of any class or the purchase by the Company of its own shares), the assets and retained profits of the Company available for distribution among the members shall be applied in the following order of priority:

- a) first, in paying to the holders of the Preference Shares an amount equivalent to the Original Subscription Price per Preference Share, together with a sum equal to any arrears and accruals of the Preferred Dividend calculated down to and including the date of the return of capital and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Preference Shares in full, the proceeds shall be distributed to the holders of the Preference Shares in proportion to the amounts due to each such share held; and
- b) second, in paying the balance amongst the A Ordinary Shareholders, the B Ordinary Shareholders and the D Ordinary Shareholders (pari passu) in proportion to the number of A Ordinary, B Ordinary Shares and D Ordinary Shares held by them.

Voting

Whilst the A Ordinary Shareholders shall be entitled to receive notice of, and attend, all general and other meetings of the Company, they shall not be entitled to vote at such meeting (or on a written resolution) in respect of the A Ordinary Shares held by them unless the business of the meeting (or on a written resolution) is or includes the consideration of a resolution for winding-up the Company or a resolution for reducing the Company's share capital or a resolution varying or abrogating any of the rights or restrictions attached to the A Ordinary Shares in which case the A Ordinary Shareholders shall be entitled to vote only on such resolution.

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.

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Statement of capital (prescribed particulars of rights attached to shares) •

Class of share

Preference

Prescribed particulars

Except in circumstances where the A Ordinary Shareholders have the right to vote in as set out above, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) carry the right to 100% of the total number of votes cast on any resolution and each B Ordinary Shareholder shall have one vote per B Ordinary Share (whether on a show of hands or a poll) and each D Ordinary Shareholder shall have one vote per D Ordinary Share (whether on a show of hands or a poll).

In circumstances where the A Ordinary Shareholders have the right to vote as set out above, the A Ordinary Shares, the B Ordinary Shares and the D Ordinary Shares shall (whether on a show of hands or a poll) have one vote per share.

The Preference Shareholders shall not be entitled to receive notice of, attend, or vote at any general and other meetings of the Company, unless the business of the meeting is or includes the consideration of a resolution for winding-up the Company or a resolution for reducing the Company's share capital or a resolution varying or abrogating any of the rights or restrictions attached to the Preference Shares in which case the Preference Shareholders shall be entitled to vote only on such resolution.

• 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.

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Notice of cancellation of shares

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	Sarah Smith									
Company name	Rydon Group Limited									
Address	Luxford Place									
	Lower Road									
Post town	Forest Row									
County/Region	East Sussex									
Postcode		R	Н	1	. 8		5	, [Н	E
Country										
DX										
Telephone	0134	12 82	2515	51						

✓ 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 section 2.
- ☐ You have completed section 3.
- You have completed the relevant sections of the statement of capital.
- ☐ 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse