

# SH10

## Notice of particulars of variation of rights attached to shares



Companies House

THURSDAY



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15/02/2018

#221

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  
rights of class rights of a company without  
doing this, please use form SH12.

### 1 Company details

Company number 1 1 1 0 5 6 3 6

Company name in full CAIRNGORM ACQUISITIONS 5 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 9 2 0 1 8

### 3 Details of variation of rights

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

Variation

The Ordinary Shares were redesignated as A Ordinary Shares which  
have the following attached rights:

Voting: Each holder of an A Share shall be entitled to attend and vote  
at, general meetings of the Company; on a show of hands every  
holder of an A Share who (being an individual) is present in person or  
by proxy or (being a corporation) is present by a duly authorised  
representative or by proxy shall have one vote and on a poll every  
holder of an A Share so present in person or by proxy shall have one  
vote for each A Share held by him.

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

*Amir Turner*

X

This form may be signed by:

Director <sup>1</sup>, Secretary, Person authorised <sup>2</sup>, 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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## Notice of particulars of variation of rights attached to 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	Laura Hurley				
Company name	Gowling WLG (UK) LLP				
Address	4 More London Riverside				
Post town					
County/Region	London				
Postcode	S	E	1	2	A U
Country	United Kingdom				
DX	132076 London Bridge 4				
Telephone	+44 (0)20 7759 6912				

**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](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)

## SH10 – continuation page

Notice of particulars of variation of rights attached to shares

3	Details of variation of rights
	Please give details of the variation of rights attached to shares.
Variation	<p>Dividends:</p> <p>Subject to the consent of the holders of A Shares (by the passing of a resolution), any dividend declared shall be distributed <i>pari passu</i> amongst the holders of the A Shares, B Shares and the C Shares as if they were Shares of the same class.</p> <p>Return of Capital on a Realisation:</p> <p>First in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares;</p> <p>Thereafter, in paying the surplus remaining (if any) as follows:</p> <p>(i) first, to the holders of the A Shares, B Shares and C Shares <i>pari passu</i> to the number of A Shares, B Shares and C Shares held (as if the same constituted one class of shares), until the holders of the A Ordinary Shares have received the Required Cash Return (the "Threshold Equity Value");</p> <p>(ii) second, the balance of the surplus (if any) in excess of the Threshold Equity Value shall be allocated to the holders of the D Shares until the holders of the D Shares have received (in aggregate from their Equity Shares pursuant to Article 7.2(b)(i) and this Article 7.2(b)(ii)) an amount equal to X% of the aggregate of the amount allocated and paid under Articles 7.2(b)(i) and this 7.2(b)(ii) ("Upper Threshold Equity Value") where: <math>X = 16.50 \times (\text{number of D Shares comprised within the Realisation} / 26)</math></p> <p>(iii) third, the balance of the surplus (if any) in excess of the Upper Threshold Equity Value shall be distributed simultaneously to:</p> <p>(A) the D Shareholders comprised within the Realisation an amount equal to <math>X\% - Y\%</math>, where: <math>X = 16.50 \times (\text{number of D Shares comprised within the Realisation} / 26)</math>; and <math>Y =</math> the percentage of A Shares, B Shares and C Shares held by those D Shareholders, the amount distributed to the D Shareholders pursuant to Article 7.2(b)(iii) (A) shall never be less than £nil;</p> <p>(B) to the holders of the A Shares, B Shares and C Shares <i>pari passu</i> to the number of A Shares, B Shares and C Shares held (as if the same constituted one class of shares) of the remaining amount of the surplus.</p> <p>Redemption:</p> <p>The share are redeemable.</p>