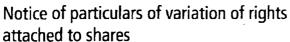
In accordance with Section 637 of the Companies Act 2006.

# **SH10**





What this form is for
You may use this form to give notice
of particulars of variation of rights

attached to shares.

manager.

What this form
You cannot use
notice of partice
of class rights or
company withou



A09 15/02/2018

COMPANIES HOUSE

#221

do this, please use form 5H12. Company details Company number 6 → Filling in this form 0 Please complete in typescript or in bold black capitals. Company name in full **CAIRNGORM ACQUISITIONS 5 TOPCO LIMITED** All fields are mandatory unless specified or indicated by Date of variation of rights Date of variation 3 of rights Details of variation of rights Please give details of the variation of rights attached to shares. Continuation pages Please use a continuation page if you need to enter more details. 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. Signature I am signing this form on behalf of the company. O Societas Europaea If the form is being filed on behalf Signature of a Societas Europaea (SE), please Signature delete 'director' and insert details of which organ of the SE the person huit Tuner signing has membership. Person authorised Under either Section 270 or 274 of This form may be signed by: the Companies Act 2005. Director O, Secretary, Person authorised O, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC

## **SH10**

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 Mc	ore London Riverside		
-			
Post town			
County/Region L	London		
Postcode	S E 1 2 A U		
Country United Kingdom			
<sup>DX</sup> 132	x 132076 London Bridge 4		
Telephone +44	1 (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.

## f 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

In accordance with Section 637 of the Companies Act 2006.

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	Dividends: Subject to the consent of the holders of A Shares (by the passing of a resolution), any dividend declared shall be distributed pari passu amongst the holders of the A Shares, B Shares and the C Shares as if they were Shares of the same class.	
	Return of Capital on a Realisation: First in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares; Thereafter, in paying the surplus remaining (if any) as follows:  (i) first, to the holders of the A Shares, B Shares and C Shares pari passu 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");  (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: X = 16.50 x (number of D Shares comprised within the Realisation /26)	
	<ul> <li>(iii) third, the balance of the surplus (if any) in excess of the Upper Threshold Equity Value shall be distributed simultaneously to:</li> <li>(A) the D Shareholders comprised within the Realisation an amount equal to X% - Y%, where: X = 16.50 x (number of D Shares comprised within the Realisation /26); and Y = 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)</li> <li>(A) shall never be less than £nil;</li> </ul>	
	(B) to the holders of the A Shares, B Shares and C Shares pari passu 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.	
	Redemption: The share are redeemable.	