

# SH19

## Statement of capital for reduction supported by solvency statement or court order



Companies House

003769 / E1B

A fee is payable with this form.  
Please see 'How to pay' on the last page.

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09/12/2016

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COMPANIES HOUSE

☒ **What this form is for**

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.

☐ **What this form is NOT for**

You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited.

### 1 Company details

Company number S C 3 4 0 6 3 4

Company name in full Nessco Group 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 Share capital

Complete the table(s) below to show the issued share capital as reduced by the resolution.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

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 multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
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#### Currency table A

GBP	A Ordinary	1	£1.00	
Totals		1	£1.00	£0.00

#### Currency table B

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
1	£1.00	£0.00

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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### 3 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 statement of capital share tables in Section 2.

Class of share

A Ordinary

Prescribed particulars

①

See continuation pages.

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

#### ① 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.

A separate table must be used for each class of share.

Please use a statement of capital continuation page if necessary.

### 4

#### Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:  
Director ②, Secretary, Person authorised ③, CIC manager.

#### ② Societas Europaea.

If this 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.

#### ③ 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

Konrad Rawicz

Company name

CMS Cameron McKenna LLP

Address

6 Queens Road

Post town

Aberdeen

County/Region

Postcode

A B 1 5 4 Z T

Country

United Kingdom

DX

Telephone

01224 622002

**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 the relevant sections of the statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.

**Important information**

**Please note that all information on this form will appear on the public record.**

**How to pay**

**A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.**

Make cheques or postal orders payable to 'Companies House.'

**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](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

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Complete the table below to show the issued share capital as reduced by the resolution.

**Complete a separate table for each currency.**

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# SH19 - Continuation page

Statement of capital for reduction supported by solvency statement or court order

## 3 Prescribed particulars of rights attached to shares

Class of share	A Ordinary
Prescribed particulars ①	<p>The holders of A Ordinary Shares have one vote per A ordinary Share held, whether on a show of hands or on a poll. The A Ordinary Shares rank behind the Preference Shares and pari passu with the B Ordinary Shares and C Ordinary Shares. Holders of A Ordinary Shares are entitled to receive the Issue Price of each share held and once the holders of B Ordinary Shares have received the Issue Price and C Ordinary Shares have received C Share Value, the surplus remaining is paid to each holder of Equity Shares (being A Ordinary Shares and B Ordinary Shares) on a pro rata basis. Once the holders of A Ordinary Shares and B Ordinary Shares have received the sum of £1,000,000 the holders of C Ordinary Shares shall be entitled to a payment of £1.00 per share held after which the balance of the assets shall be distributed amongst the holders of the Equity Shares pari passu.</p> <p>The A Ordinary Shares confer no rights of redemption.</p> <p>"C Share Value" means a sum equal to:</p> <p>(a) the Issue Price of the C Ordinary Shares (including any premium); plus</p> <p>(b) an amount equal to the result of the following formula calculated from the date of issue of the C Ordinary Shares up to the date of the Sale or Listing or the date of return of capital (each date inclusive) divided by the number of C Ordinary Shares in issue at the time of calculation;</p> $[0.10 \times \text{Issue Price}] \times \text{number of Rounded Years from the date of issue to the date of Sale or Listing or the date of return of capital (whether such return of capital is in respect of a liquidation or capital reduction or otherwise).}$ <p>Where: Rounded Years shall mean the number of complete years following the date of issue rounded up to the end of the year in which the relevant Sale or Listing occurs.</p> <p>"Issue Price" means the amount paid up or credited as paid up on the Shares concerned (including any premium on issue).</p> <p>"Listing" means either: (a) the admission by the United Kingdom Listing Authority (or any other competent authority for the time being for the purposes of Part VI of the Financial Services and Markets Act 2000 ("FSMA") of all or any of the issued equity share capital of the Company to its Official List, and such admission becoming effective; or (b) the granting of permission by the London Stock Exchange for the introduction of all or any of the issued equity share capital of the Company to the Alternative Investment Market, and such admission becoming effective; or (c) any equivalent admission to, or permission to deal or trade on, any other Recognised Investment Exchange (as defined in section 285 of FSMA) becoming unconditionally effective in relation to all or any of the issued equity share capital of the Company.</p>

### ① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- 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
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

# SH19 - Continuation page

Statement of capital for reduction supported by solvency statement or court order

## 3 Prescribed particulars of rights attached to shares

Class of share	A Ordinary	
Prescribed particulars ①	<p>"Sale" means the making of one or more agreements (whether conditional or not) for the disposal, transfer, purchase, subscription or renunciation of any part of the share capital of the Company giving rise to a change in control and for the purposes of this definition "disposal" shall mean a sale, transfer, assignment or other disposition whereby a person ceases to be the absolute beneficial owner of the share in question or voting rights attached thereto or an agreement to enter into such disposal or the grant of a right to compel entry into such an agreement.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>