

# SH10

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

☒ **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 NOT for**  
You cannot use this form to give notice of particulars of variation of class rights of members of company without share capital. If you do this, please use form SH11.

MONDAY



A14

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17/02/2020

#116

COMPANIES HOUSE

### 1 Company details

Company number 0 1 0 3 2 5 9 1

Company name in full GOODRIDGE 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 d d m m y y y y  
1 2 0 2 2 0

### 3 Details of variation of rights

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

Variation

SEE CONTINUATION SHEET

#### 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 *[Handwritten Signature]* X

This form may be signed by:

Director ❶, Secretary, Person authorised ❷, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager.

#### ❶ 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.

#### ❷ 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 957938

Company name PricewaterhouseCoopers LLP

Address One Chamberlain Square

Post town Birmingham

County/Region

Postcode B 3 3 A X

Country

DX

Telephone 07483 423 442

**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)

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

3	Details of variation of rights
Variation	<p>Please give details of the variation of rights attached to shares.</p> <p>The 1,832 C ordinary shares of £1.00 each in the share capital of the Company were reclassified into 1,832 ordinary shares of £1.00 each.</p> <p>(A) The holders of the Ordinary Shares have a right to receive notice of, attend and vote at any general meeting of the Company.</p> <p>(B) The holders of the Ordinary Shares have a right to receive dividends.</p> <p>(C) On a return of capital of the Company on a liquidation or otherwise (other than on conversion, redemption or purchase of Shares), the surplus assets and retained profits of the Company remaining after the payment of its liabilities and available for distribution amongst the members shall be applied in the following order and priority:</p> <p>(1) firstly, to the B Shareholders and C Shareholders (as if the B Ordinary Shares and C Ordinary Shares constituted one and the same class) an amount per B Ordinary Share or C Ordinary Share (as the case may be) equal to the lower of:</p> <p>(i) an amount (A) calculated in accordance with the following formula:</p> $A = B \times (C - D)$ <p>where:</p> <p>B = 0.00002046</p> <p>C = the A Share Value</p> <p>D = the Hurdle;</p> <p>(ii) an amount (E) calculated in accordance with the following formula:</p> $E = F \times C$ <p>where:</p> <p>C = the A Share Value</p> <p>F = 0.00001023</p> <p>(iii) an amount (G) calculated in accordance with the following formula:</p> $G = B \times (H - D)$ <p>where:</p> <p>B = 0.00002046</p> <p>D = the Hurdle</p> <p>H = Goodridge Value</p>

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## 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>(iv) an amount (I) calculated in accordance with the following formula:</p> <p><math>I = F \times H</math> where:</p> <p>F = 0.00001023 H = Goodridge Value; and</p> <p>(2) finally, to the holders of Ordinary Shares, any balance of such consideration pro rata to the number of Ordinary Shares held by them.</p> <p>For the avoidance of doubt, for the purposes of Article 43 of the Articles, where any of the formulas in Article 43.1 of the Articles produce a negative number then this number shall be construed as zero.</p> <p>(D) The Ordinary Shares are non-redeemable.</p> <p>"Articles" means the Company's articles of association;</p> <p>"A Share Value" means the value of the A ordinary shares in Holdco as determined, in its discretion, by RG Industries LLP (acting reasonably) at the request of the Board, less the Board's bona fide estimate of the costs incurred or deemed to be incurred in connection with the transaction which has triggered the application of Article 43 of the Articles (including, for the avoidance of doubt, a transaction pursuant to Articles 44, 45, 47, 48, 49 or 50);</p> <p>"B Ordinary Shares" the B ordinary shares of £1.00 each in the share capital of the Company;</p> <p>"B Shareholder" means a holder of any B Ordinary Shares;</p> <p>"Board" means the board of Directors of the Company from time to time;</p> <p>"C Ordinary Shares" the C ordinary shares of £1.00 each in the share capital of the Company;</p> <p>"C Shareholder" means a holder of any C Ordinary Shares;</p> <p>"Company" means Goodridge Limited;</p>

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## 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>"Goodridge Value" means the equity value of the Company as determined, in its discretion, by RG Industries LLP (acting reasonably) at the request of the Board less the Board's bona fide estimate of the costs incurred in connection with the transaction which has triggered the application of Article 43 of the Articles(including, for the avoidance of doubt, a transaction pursuant to Articles 44, 45, 46, 48 or 49);</p> <p>"Holdco" means RGI Star (Holdings) Limited, a private limited company incorporated in England &amp; Wales (company number 08625177) with its registered office at Dart Building Grenadier Road, Exeter Business Park, Exeter, Devon, England, EX1 3QF;</p> <p>"Hurdle" £12,000,000.00;</p> <p>"Ordinary Shares" the ordinary shares of £1.00 each in the share capital of the Company; and</p> <p>"Shares" means the Ordinary Shares, B Ordinary Shares and C Ordinary Shares in the capital of the Company in issue from time to time.</p>	