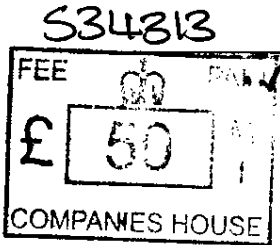


SH19

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

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



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.

THURSDAY



L6KR1EAV
LD1 07/12/2017 #117
COMPANIES HOUSE

1 Company details

Company number 0 3 6 6 9 2 6 0
Company name in full The Berkeley Hotel 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
Currency table A				
GBP	A Ordinary Shares	1000000	100,000.00	
GBP	B Ordinary Shares	500000	50,000.00	
Totals		1500000	150,000.00	0

Currency table B				
Totals				
Totals (including continuation pages)		1500000	150,000.00	0

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

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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.

- 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.

Please use a statement of capital continuation page if necessary.

Class of share

A Ordinary Shares

Prescribed particulars

Please see continuation sheet in respect of the A Ordinary Shares

Class of share

B Ordinary Shares

Prescribed particulars

Please see continuation sheet in respect of the B Ordinary Shares

Class of share

Prescribed particulars

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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Prescribed particulars of rights attached to shares

Class of share	A Ordinary Shares	1 Prescribed particulars of rights attached to shares
1 Prescribed particulars	<p>[1] The special rights and restrictions attributable to the A Ordinary Shares and the B Ordinary Shares are as follows:</p> <p>(a) as regards income: the profits of the company which the directors may from time to time resolve to distribute or which the directors may recommend and from time to time be approved by the members for distribution shall be paid in the following manner: (i) no distribution of profits shall be made to the holders of either class of shares without a distribution being made to the holders of the other class of shares in accordance with the provisions of articles 3(a)(ii) and (iii); (ii) in the case of each distribution the amount resolved to be distributed shall be allocated by the directors between the A Ordinary Shares and the B Ordinary Shares and paid to the holders thereof in a ratio of 10,000 to 1; that is to say that the amount of the dividend allocated and paid to the holders of the A Ordinary Shares as a class shall be such sum that is 10,000 times greater than the dividend allocated and paid to the holders of the B Ordinary Shares as a class. For the avoidance of any doubt the dividend allocation and paid to the holders of the B Ordinary Shares as a class shall be a sum equal 1/10,000 (one ten thousandth) of the dividend allocated and paid to the holders of the A Ordinary Shares as a class. (iii) in order to deal with fractional entitlements the directors may resolve to alter the dividend payable to each of the holders of the A Ordinary Shares and to each of the holders of the B Ordinary Shares by downward adjustment to the nearest £0.01 (one pence). The amount of any such adjustment made by the directors as aforesaid shall be recorded against the relevant shareholder account in the books of the company and held over without accruing interest for payment with such future dividend as circumstances permit.</p> <p>(b) as regards capital: on a return of assets on a liquidation or otherwise as may be permitted under the company's articles, by the Act or by any law for the time being in force, the surplus assets of the company remaining after payment of its liabilities or having provided fully for its liabilities shall in each case be allocated between the A Ordinary Shares and the B Ordinary Shares and paid to the holders thereof in a ratio of 10,000 to 1; that is to say that the holders of the A ordinary shares as a class shall be entitled to receive such sum that is 10,000 (ten thousand) ...</p>	<p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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Prescribed particulars of rights attached to shares

Class of share	A Ordinary Shares	
<p>Prescribed particulars</p> <p>①</p>	<p>[2] ... times greater than the sum allocated to the holders of the B Ordinary Shares as a class. For the avoidance of any doubt the holders of the B Ordinary Shares as a class shall on a liquidation or otherwise as may be permitted under the company's articles, by the Act or by any law for the time being in force be entitled to receive from the assets of the company available a sum equal to 1/10,000 (one ten thousandth) of the sum available to the holders of the A Ordinary Shares as a class.</p> <p>(c) as regards other rights: save as provided above the A Ordinary Shares and the B Ordinary Shares shall in all other respects rank pari passu and the holders thereof shall be afforded the same rights and privileges and shall be subject to the same restrictions under the company's articles, the Act or otherwise.</p> <p>(d) the A Shares are not redeemable.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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3 Prescribed particulars of rights attached to shares	
Class of share	B Ordinary Shares
Prescribed particulars ①	<p>[1] The special rights and restrictions attributable to the A Ordinary Shares and the B Ordinary Shares are as follows:</p> <p>(a) as regards income: the profits of the company which the directors may from time to time resolve to distribute or which the directors may recommend and from time to time be approved by the members for distribution shall be paid in the following manner: (i) no distribution of profits shall be made to the holders of either class of shares without a distribution being made to the holders of the other class of shares in accordance with the provisions of articles 3(a)(ii) and (iii); (ii) in the case of each distribution the amount resolved to be distributed shall be allocated by the directors between the A Ordinary Shares and the B Ordinary Shares and paid to the holders thereof in a ratio of 10,000 to 1; that is to say that the amount of the dividend allocated and paid to the holders of the A Ordinary Shares as a class shall be such sum that is 10,000 times greater than the dividend allocated and paid to the holders of the B Ordinary Shares as a class. For the avoidance of any doubt the dividend allocation and paid to the holders of the B Ordinary Shares as a class shall be a sum equal 1/10,000 (one ten thousandth) of the dividend allocated and paid to the holders of the A Ordinary Shares as a class. (iii) in order to deal with fractional entitlements the directors may resolve to alter the dividend payable to each of the holders of the A Ordinary Shares and to each of the holders of the B Ordinary Shares by downward adjustment to the nearest £0.01 (one pence). The amount of any such adjustment made by the directors as aforesaid shall be recorded against the relevant shareholder account in the books of the company and held over without accruing interest for payment with such future dividend as circumstances permit.</p> <p>(b) as regards capital: on a return of assets on a liquidation or otherwise as may be permitted under the company's articles, by the Act or by any law for the time being in force, the surplus assets of the company remaining after payment of its liabilities or having provided fully for its liabilities shall in each case be allocated between the A Ordinary Shares and the B Ordinary Shares and paid to the holders thereof in a ratio of 10,000 to 1; that is to say that the holders of the A ordinary shares as a class shall be entitled to receive such sum that is 10,000 (ten thousand) ...</p>
	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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Prescribed particulars of rights attached to shares

Class of share	B Ordinary Shares	
<p>Prescribed particulars</p> <p>①</p>	<p>[2] ... times greater than the sum allocated to the holders of the B Ordinary Shares as a class. For the avoidance of any doubt the holders of the B Ordinary Shares as a class shall on a liquidation or otherwise as may be permitted under the company's articles, by the Act or by any law for the time being in force be entitled to receive from the assets of the company available a sum equal to 1/10,000 (one ten thousandth) of the sum available to the holders of the A Ordinary Shares as a class.</p> <p>(c) as regards other rights: save as provided above the A Ordinary Shares and the B Ordinary Shares shall in all other respects rank pari passu and the holders thereof shall be afforded the same rights and privileges and shall be subject to the same restrictions under the company's articles, the Act or otherwise.</p> <p>(d) the B Shares are not redeemable.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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or court order



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 Owen Giles

Company name Macfarlanes LLP

Address 20 Cursitor Street

Post town

County/Region London

Postcode E C 4 A 1 L T

Country UK

DX DX No: 138 Chancery Lane

Telephone +44 (0)20 7831 9222



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 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