

In accordance with Section 637 of the Companies Act 2006.

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 a company without share capital. If you wish to do this, please use form SH10.

WEDNESDAY



A13 *A76JHLXC* #169
23/05/2018
COMPANIES HOUSE

1 Company details

Company number	0	1	4	2	8	2	1	0
Company name in full	SPECIALIST COMPUTER CENTRES PLC							

→ **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

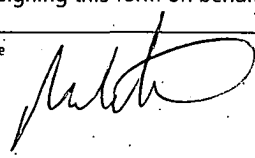
Date of variation of rights	^d 18	^m 05	^y 20	^y 18
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3 Details of variation of rights

Variation	Please give details of the variation of rights attached to shares. Please see continuation page.
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Continuation pages
Please use a continuation page if you need to enter more details.

4 Signature

Signature	I am signing this form on behalf of the company. X  X
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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.

This form may be signed by:
Director **1**, Secretary, Person authorised **2**, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager.

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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 911344

Company name PwC LLP

Address Cornwall Court

19 Cornwall Street

Post town Birmingham

County/Region West Midlands

Postcode B 3 2 D T

Country United Kingdom

DX

Telephone



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 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

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Notice of particulars of variation of rights attached to shares

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Details of variation of rights

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

Variation

The 21,540 C ordinary shares of £1.00 each, 3,591 D ordinary shares of £1.00 each and 1,540 E ordinary shares of £1.00 are being re-designated into 26,671 ordinary shares of £1.00 each. Following this re-designation there will be a total of 1,026,671 ordinary shares of £1.00 each in the capital of the Company.

The ordinary shares will have full voting rights, a right to dividends at the directors' discretion and are non-redeemable. On a return of capital, on a liquidation or otherwise, the surplus assets shall be applied as follows:

- (a) firstly, to the A Shareholders the A Share Entitlement; and
- (b) secondly, any remaining proceeds to Ordinary Shareholders.

The A Share Entitlement shall be the lower of:

- (a) the A Maximum Entitlement (as defined below); and
- (b) 2% of the Return Proceeds.

The A Maximum Entitlement shall be calculated as follows:

(a) if Cumulative EBIT is less than £43,200,000 the A Maximum Entitlement shall be nil;

(b) if Cumulative EBIT is equal to or greater than £43,200,000 and less than £64,800,000 then the A Maximum Entitlement shall be calculated as follows:

$$£2,035,000 + ((\text{EBIT Percentage} - 80) \times £22,000)$$

(c) if Cumulative EBIT is equal to or greater than £64,800,000 then the A Maximum Entitlement shall be £2,915,000.

Each A Share shall confer upon the holder 5% of the total voting rights of the Company notwithstanding the number of A Shares held by each of them, have no rights to dividends and are non-redeemable. On a return of capital, on a liquidation or otherwise, the surplus assets shall be applied as follows:

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- (b) secondly, any remaining proceeds to Ordinary Shareholders.

The A Share Entitlement shall be the lower of:

- (a) the A Maximum Entitlement (as defined below); and
- (b) 2% of the Return Proceeds.

SH10 – continuation page

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(c) if Cumulative EBIT is equal to or greater than £64,800,000 then the A Maximum Entitlement shall be £2,915,000.