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CR- 2017-007710

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURT OF ENGLAND AND WALES
COMPANIES COURT (ChD)

ML REGISTRAR JONES

WEDNESDAY 29 NOVEMBER 2017



IN THE MATTER OF DYSON GROUP PLC

and

IN THE MATTER OF THE COMPANIES ACT 2006

ORDER



UPON THE CLAIM FORM of the above named Dyson Group plc (company number 00163096) (the "**Company**"), the Claimant, whose registered office is situate at Totley Works, Baslow Road, Sheffield, South Yorkshire, S17 3BL.

AND UPON HEARING Andrew Thornton, Counsel for the Claimant

AND UPON READING the documents recorded on the Court file as having been read

IT IS ORDERED that the cancellation of the amount standing to the Company's capital redemption reserve and the cancellation of 160,140,827,952 Deferred Shares, resolved by special resolutions passed at a general meeting of the Company held on 9 November 2017 be and are hereby confirmed in accordance with the provisions of the above mentioned Act.

AND THE COURT HEREBY APPROVES the statement of capital set forth in the Schedule hereto.

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the statement of capital.



014-3858-0367/1/EUROPE

AND IT IS ORDERED that notice of the registration by the Registrar of Companies of this Order and of the statement of capital be published once in "The Times" newspaper within 21 days after such registration.

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**IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURT OF
ENGLAND AND WALES
COMPANIES COURT (ChD)**

IN THE MATTER OF DYSON GROUP PLC

- and -

**IN THE MATTER OF THE COMPANIES ACT
2006**

ORDER

**Squire Patton Boggs (UK) LLP
6 Wellington Place
Leeds
LS1 4AP**

**Ref: ASH/DYS.13-3
Tel: 0113 284 7000
Fax: 0870 460 3265**

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.

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number 0 0 1 6 3 0 9 6

Company name in full Dyson Group Plc

→ **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 Eg 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				
£	A1 Ordinary	26577254	265.77	
£	A2 Ordinary	95810227	958.10	
£	B Ordinary	90838959	908.39	
Totals		213226440	2,132.26	

Currency table B				
Totals				

	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)	5263154271	52,631.54	0

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

SH19

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or court order

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

A1 Ordinary

Prescribed particulars

1

See continuation sheet.

Class of share

A2 Ordinary

Prescribed particulars

1

See continuation sheet.

Class of share

B Ordinary

Prescribed particulars

1

See continuation sheet.

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.

SH19

Statement of capital for reduction supported by solvency statement
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 **Chris Little**

Company name **Squire Patton Boggs (UK) LLP**

Address **6 Wellington Place**

Post town **Leeds**

County/Region

Postcode

L S 1 4 A P

Country **England**

DX

Telephone **+44 (0113) 284 7000**



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

2

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	A1 Ordinary	<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>
Prescribed particulars 1	<p>Voting: on a show of hands every holder of A1 Ordinary Shares ("A1 Shareholder") present in person, and every proxy present who has been duly appointed by an A1 Shareholder shall have one vote, and on a poll every A1 Shareholder present in person or by proxy shall have one vote for each A1 Ordinary Share of which he is a holder.</p> <p>Dividends: the Ordinary Shares shall rank equally with regards to the right to receive any dividend and any other income distribution.</p> <p>Capital: on a return of capital whether on a winding up or otherwise (other than a redemption or purchase of shares made in accordance with the Articles of the Company) the balance of the assets of the Company available for distribution among the members shall belong to and be distributed pari passu amongst the holders of the Ordinary Shares.</p> <p>Redemption: no shares of the Company are currently redeemable or liable to be redeemed at the option of the Company or the shareholder.</p>	

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	A2 Ordinary
Prescribed particulars 1	<p>Voting: not entitled to receive notice of, nor to attend, speak or vote at, any general meeting of the Company in respect of the A2 Ordinary Shares.</p> <p>Dividends: Rank equally with regards to the right to receive any dividend and any other income distribution.</p> <p>Capital: On a return of capital whether on a winding up or otherwise (other than a redemption or purchase of Shares made in accordance with these Articles) the balance of the assets of the Company available for distribution among the members shall belong to and be distributed pari passu amongst the holders of the Ordinary Shares.</p> <p>Redemption: no shares of the Company are currently redeemable or liable to be redeemed at the option of the Company or the Shareholder.</p>

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.

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	B Ordinary
Prescribed particulars ①	<p>Voting: not entitled to receive notice of, nor to attend, speak or vote at, any general meeting of the Company in respect of the B Ordinary Shares provided that if a resolution is proposed at any such meeting or class meeting (other than a class meeting of B Ordinary Shareholders):</p> <p>(a) to liquidate the Company or to reduce the capital of the Company (otherwise than on a redemption or purchase of Shares to be made in accordance with these Articles), then that resolution may not be passed without the prior written approval of all of the holders of the B Ordinary Shares; or</p> <p>(b) that affects, modifies or varies the rights of the B Ordinary Shares, then that resolution may not be passed without the prior written approval of all of the holders of B Ordinary Shares.</p> <p>Dividends: Rank equally with regards to the right to receive any dividend and any other income distribution.</p> <p>Capital: On a return of capital whether on a winding up or otherwise (other than a redemption or purchase of Shares made in accordance with these Articles) the balance of the assets of the Company available for distribution among the members shall belong to and be distributed pari passu amongst the holders of the Ordinary Shares.</p> <p>Redemption: no shares of the Company are currently redeemable or liable to be redeemed at the option of the Company or the Shareholder.</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	C Ordinary
Prescribed particulars 1	<p>Voting: On a show of hands every holder of C Ordinary Shares ("Shareholder") present in person, and every proxy present who has been duly appointed by a Shareholder shall have one vote, and on a poll every Shareholder present in person or by proxy shall have one vote for each C Ordinary Share of which he is a holder.</p> <p>Dividends: Rank equally with regards to the right to receive any dividend and any other income distribution.</p> <p>Capital: On a return of capital whether on a winding up or otherwise (other than a redemption or purchase of Shares made in accordance with these Articles) the balance of the assets of the Company available for distribution among the members shall belong to and be distributed pari passu amongst the holders of the Ordinary Shares.</p> <p>Redemption: no shares of the Company are currently redeemable or liable to be redeemed at the option of the Company or the Shareholder.</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	D Ordinary	
Prescribed particulars 1	<p>Voting: On a show of hands every holder of D Ordinary Shares ("Shareholder") present in person, and every proxy present who has been duly appointed by a Shareholder shall have one vote, and on a poll every Shareholder present in person or by proxy shall have one vote for each D Ordinary Share of which he is a holder.</p> <p>Dividends: Rank equally with regards to the right to receive any dividend and any other income distribution.</p> <p>Capital: On a return of capital whether on a winding up or otherwise (other than a redemption or purchase of Shares made in accordance with these Articles) the balance of the assets of the Company available for distribution among the members shall belong to and be distributed pari passu amongst the holders of the Ordinary Shares.</p> <p>Redemption: no shares of the Company are currently redeemable or liable to be redeemed at the option of the Company or the Shareholder.</p>	<p>1 Prescribed particulars of rights attached to shares 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>

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	Deferred	
Prescribed particulars 1	<p>Voting: not entitled to receive notice of, nor to attend, speak or vote at, any general meeting of the Company in respect of the Deferred Shares.</p> <p>Dividends: carry no rights with regards to any dividend or other income distribution.</p> <p>Capital: entitled only to the repayment of the nominal amount (excluding any premium) paid up or credited to have been paid up on the Deferred Shares after the repayment of the capital paid up (or credited or deemed to have been as paid up (including any premium)) on all other classes of Shares and the payment of £10,000 on every Ordinary Share then in issue.</p> <p>Redemption: no shares of the Company are currently redeemable or liable to be redeemed at the option of the Company or the Shareholder.</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>