

NGIF Ltd (No: 09838483)

Certificate no : 004      Number of shares : 159,442.5

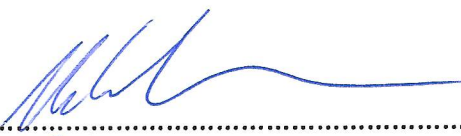
*This is to certify*

That The Trustees of the NGCS Retirement Scheme of Office 12,  
Venture Wales Building, Pentrebach, Merthyr Tydfil, Wales, CF48 4DR

is/are the Registered holder(s) of 159,442.5 Class B Preference Shares  
of £1 each share paid in the above named Company, subject to the  
Memorandum and Articles of Association of the Company.

Capital: £159,442.50 divided into 159,442.5 Class B Preference Shares  
of £1 each.

This certificate was Authorised by:

Director.....

Witness..........of.....

.....8 Bowd Road, Swindon, SN4 4LP.....

Date : .....11/3/22.....

No transfer of any of the above mentioned shares can be registered until this certificate has been deposited  
at the registered office of the company

NGIF LTD  
42 Corby Avenue  
Swindon  
Wiltshire  
SN3 1PR

Company No. 09838483

Date:

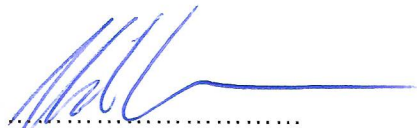
### **SHAREHOLDERS' SPECIAL RESOLUTION**

The Articles of Association dated 23/10/2015 are in force at the date of this Resolution.

Having regard to the finances of NGIF Ltd (the 'Company'), it has been proposed that the Company redeem 15,557 Class B Preference Shares currently held by the NGCS Retirement Scheme at their purchased price of £1 per share.

The Shareholders, by special resolution hereby resolve to authorise the redemption of 15,557 Class B Preference Shares from the NGCS Retirement Scheme, and, under section 641 of the Companies Act 2006, authorise a reduction of share capital by the value of 15,557 Class B Preference Shares as a result of said redemption, supported by the attached solvency statement.

Signed:



Nicholas Greenaway  
SHAREHOLDER

NGIF LTD  
42 Corby Avenue  
Swindon  
Wiltshire  
SN3 1PR

Company No. 09838483

Date:

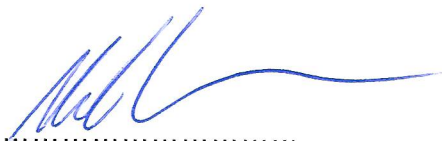
**SOLVENCY STATEMENT MADE IN ACCORDANCE WITH SECTIONS 642  
AND 643 OF THE COMPANIES ACT 2006**

The Directors of NGIF Ltd (the 'Company') hereby confirm that, in their opinion, as regards to the Company's situation at the date of this statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following that date.

In forming these opinions, the Directors have taken into account all of the Company's liabilities (including any contingent or prospective liabilities).

The Directors understand that if a solvency statement is made and delivered to the registrar without having reasonable grounds for the opinions expressed in it, every director who is in default has committed an offence.

Signed:



.....  
Nicholas Greenaway  
SHAREHOLDER

NGIF LTD  
42 Corby Avenue  
Swindon  
Wiltshire  
SN3 1PR

Company No. 09838483

Date:

**STATEMENT OF THE DIRECTORS MADE IN ACCORDANCE WITH  
SECTIONS 644(5) OF THE COMPANIES ACT 2006**

The Directors of NGIF Ltd (the 'Company') hereby confirm that the solvency statement made in accordance with sections 642 and 643 of the Companies Act 2006 on ..... was:

- a) made not more than 15 days before the date on which the resolution was passed; and
- b) provided to members in accordance with sections 642(2) or (3)

Signed:



.....  
Nicholas Greenaway  
SHAREHOLDER



4

## Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

**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

£	ORDINARY	100	100	
£	CLASS B PREFERENCE	159442.5	159442.5	
£	CLASS C PREFERENCE	119000	119000	
Totals		278542.5	278542.5	0

## Currency table B

Totals				

## Currency table C

Totals				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
	278542.5	278542.5	0

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

5

**Statement of capital (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 share capital tables in **Section 4**.

Class of share

**ORDINARY**

Prescribed particulars

①

Full rights to receive notice of, attend and vote at general meetings. One share carries one vote. Entitlements to dividends and capital distributions (including upon winding up)..

**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.

**Continuation pages**

Please use a Statement of Capital continuation page if necessary.

Class of share

**CLASS B PREFERENCE**

Prescribed particulars

①

Shares are granted no voting rights. Each share is entitled to a preferential cumulative coupon of 7% per annum payable twice-yearly at the discretion of the company until such time that the shares are redeemed. Each share is entitled, in preference to all other class of shareholders, to two times the original issue price of each Class B Preference share held plus all accrued but unpaid dividends to be paid on liquidation, a significant sale of assets or a sale of shares resulting in a company change of control. Shares are to be redeemed at the discretion of the company.

Class of share

**CLASS C PREFERENCE**

Prescribed particulars

①

Shares are granted no voting rights. Each share is entitled to a preferential cumulative coupon of 7% per annum payable twice-yearly at the discretion of the company until such time that the shares are redeemed. Each share is entitled, in preference to all other class of shareholders, to two times the original issue price of each Class B Preference share held plus all accrued but unpaid dividends to be paid on liquidation, a significant sale of assets or a sale of shares resulting in a company change of control. Shares are to be redeemed at the discretion of the company.

6

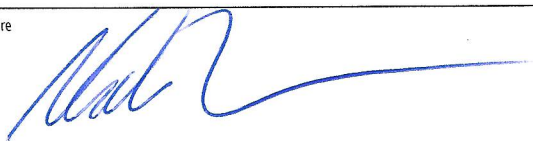
**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

**② 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.

**③ Person authorised**

Under either section 270 or 274 of the Companies Act 2006.

**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	The Trustees									
Company name	NGCS RETIREMENT SCHEME									
Address	Office 12									
Venture Wales Building										
Pentrebach										
Post town	Merthyr Tydfil									
County/Region	Wales									
Postcode	C	F	4	8	4	D	R			
Country	England									
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 completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ 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.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)

## Statement of capital

Complete the table below to show the issued share capital.  
Complete a separate table for each currency.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)	
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium	
Totals					

# SH06 - continuation page

## Notice of cancellation of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>

Class of share	
Prescribed particulars	<p><b>① Prescribed particulars of rights attached to shares</b> 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>