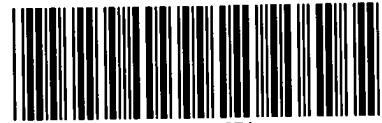


**Don't staple this form**

# SH02

## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



A17 29/11/2019 #346  
COMPANIES HOUSE  
\*A8IISD3E\*  
A11 18/11/2019 #2  
COMPANIES HOUSE

FRIDAY

**What this form is for**  
You may use this form to give notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares.

**What this form is NOT for**  
You cannot use this form to give notice of a conversion into stock.

### 1 Company details

Company number 0 8 8 7 3 1 3 1

Company name in full FACULTY SCIENCE 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 resolution

Date of resolution 0 5 / 1 1 / 2 0 1 9

### 3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

### 4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
ORDINARY	89,540	0.00001	8,954,000	0.0000001
A ORDINARY	38,495	0.00001	3,849,500	0.0000001
DEFERRED	249,125	0.00001	24,912,500	0.0000001

### 5 Redemption

Please show the class number and nominal value of shares that have been redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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## 6 Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

### New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

## 7 Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Please use a Statement of Capital continuation page if necessary.

**Complete a separate table for each currency (if appropriate).** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

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
<b>Currency table A</b>				
GBP	ORDINARY	8954000	0.8954	
GBP	A ORDINARY	3849500	0.38495	
GBP	DEFERRED	24912500	2.49125	
<b>Totals</b>		37716000	3.7716	0

<b>Currency table B</b>				
Currency	Class of shares	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
<b>Totals</b>				

<b>Currency table C</b>				
Currency	Class of shares	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
<b>Totals</b>				

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
<b>Totals (including continuation pages)</b>	37716000	3.7716	0

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

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## Statement of capital (prescribed particulars of rights attached to shares) ①

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 7.

### 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

SEE CONTINUATION PAGES

Prescribed particulars

①

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

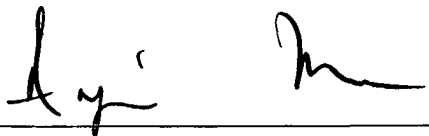
**9**

## 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, 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.

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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 WINA

Company name BIRD & BIRD LLP

Address 12 NEW FETTER LANE

Post town LONDON

County/Region

Postcode EC4A 1JP

Country UK

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 resolution in Section 2.
- Where applicable, you have completed Section 3, 4, 5 or 6.
- You have completed 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)

## SH02 - continuation page

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### Statement of capital (prescribed particulars of rights attached to shares) ①

<b>Class of share</b>	ORDINARY	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ol 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> </ol> <p>A separate table must be used for each class of share.</p>
<b>Prescribed particulars</b>	<p>The shares have attached to them full voting and dividend rights; they do not confer any rights of redemption.</p> <p>Capital/liquidation: see below.</p>	

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### Statement of capital (prescribed particulars of rights attached to shares) ①

<b>Class of share</b>	A ORDINARY	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ol 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> </ol> <p>A separate table must be used for each class of share.</p>
<b>Prescribed particulars</b>	<p>The shares have attached to them full voting and dividend rights; they do not confer any rights of redemption.</p> <p>Capital/liquidation: see below.</p>	

## SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or  
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### Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	DEFERRED	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ol> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>Non voting; no right to dividends; may be redeemed by the Company at any time at its option for one penny for all the Deferred Shares registered in the name of any holder without obtaining the sanction of the holder or holders.</p> <p>Capital/Liquidation: see below.</p>	

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## Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Liquidation preference for all Shares (Article 5)	
Prescribed particulars	<p>On a distribution of assets, a liquidation, or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be distributed (to the extent that the Company is lawfully permitted to do so) either in accordance with Article 5.2 or 5.3 (as applicable).</p> <p>5.2 In the event the aggregate amounts to be received by the holders of Equity Shares under this Article 5.2 shall be more than the aggregate amounts to be received by the holders of Equity Shares under Article 5.3:</p> <p>5.2.1 First, in paying to the holders of the Deferred Shares, if any, a total £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares);</p> <p>5.2.2 second, in paying the Series 3 Share Subscription Amount to the Shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the Series 3 Share Subscription Amount, the remaining surplus assets shall be distributed to the Shareholders in the following proportions):</p> <p>5.2.2.1 99.99% to the Series 3 Shareholders pro rata to the number of Series 3 Shares held; and</p> <p>5.2.2.2 0.01% to the A Shareholders and the Ordinary Shareholders pro rata to the number of A Shares and Ordinary Shares held;</p> <p>5.2.3 third, in paying the A Share Subscription Amount to the Shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the A Share Subscription Amount, the remaining surplus assets shall be distributed to the Shareholders in the following proportions):</p> <p>5.2.3.1 99.99% to the A Shareholders pro rata to the number of A Shares held; and</p> <p>5.2.3.2 0.01% to the Series 3 Shareholders and the Ordinary Shareholders pro rata to the number of Series 3 Shares and Ordinary Shares held;</p> <p>5.2.4 fourth, in paying the Ordinary Share Subscription Amount to the Shareholders in the following proportions (provided that if there are insufficient surplus assets to pay the Ordinary Share Subscription Amount, the remaining surplus assets shall be distributed to the Shareholders in the following proportions):</p> <p>5.2.4.1 99.99% to the Ordinary Shareholders pro rata to the number of Ordinary Shares held; and</p> <p>5.2.4.2 0.01% to the Series 3 Shareholders and the A Shareholders pro rata to the number of Series 3 Shares and A Shares held.</p> <p>5.3 In the event the aggregate amounts to be received by the holders of Equity Shares under this Article 5.3 shall be more than the aggregate amounts to be received by the holders of Equity Shares under Article 5.2:</p> <p>5.3.1 first, in paying to the holders of the Deferred Shares, if any, a total £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>5.3.2 second, the balance of the surplus assets to the holders of Equity Shares pro rata to the number of Equity Shares held.</p>	<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ol> <p>A separate table must be used for each class of share.</p>