

# SH02

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



**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 of shares into stock

MONDAY



\*L37RF8R7\*  
LD2 12/05/2014 #35  
COMPANIES HOUSE

### 1 Company details

Company number 0 5 7 0 2 8 6 8

Company name in full GS EUROPEAN INVESTMENT GROUP II LTD

**Filing 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 1 0 5 2 0 1 4

### 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

### 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
EUR REDEEMABLE	275,000,000	EUR1

# SH02

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

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

## Statement of capital

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form

7 Statement of capital (Share capital in pound sterling (£))				
Please complete the table below to show each share classes held in pound sterling				
If all your issued capital is in sterling, only complete Section 7 and then go to Section 10				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share <sup>1</sup>	Amount (if any) unpaid on each share <sup>1</sup>	Number of shares <sup>2</sup>	Aggregate nominal value <sup>3</sup>
GBP ORDINARY	GBP1	0	1	£ 1
GBP REDEEMABLE	GBP1	0	19,610	£ 19,610
				£
				£
<b>Totals</b>			19,611	£ 19,611

8 Statement of capital (Share capital in other currencies)				
Please complete the table below to show any class of shares held in other currencies				
Please complete a separate table for each currency				
Currency	EURO (Please see continuation)			
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share <sup>1</sup>	Amount (if any) unpaid on each share <sup>1</sup>	Number of shares <sup>2</sup>	Aggregate nominal value <sup>3</sup>
<b>Totals</b>				

Currency	US DOLLARS			
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share <sup>1</sup>	Amount (if any) unpaid on each share <sup>1</sup>	Number of shares <sup>2</sup>	Aggregate nominal value <sup>3</sup>
USD REDEEMABLE	USD1	0	59,294	USD59,294
<b>Totals</b>			59,294	USD59,294

<sup>1</sup> Including both the nominal value and any share premium

<sup>3</sup> Number of shares issued multiplied by nominal value of each share

**Continuation pages**  
Please use a Statement of Capital continuation page if necessary

<sup>2</sup> Total number of issued shares in this class

# SH02 - continuation page

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



## Statement of capital

Please complete the table below to show each class of shares held in other currencies  
Please complete a separate table for each currency

Currency		EURO		
Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share <sup>1</sup>	Amount (if any) unpaid on each share <sup>1</sup>	Number of shares <sup>2</sup>	Aggregate nominal value <sup>3</sup>
EUR REDEEMABLE	EUR1	0	201,366	EUR201,366
EUR REDEEMABLE	EUR1 068632599	0	273,599,611	EUR273,599,611
EUR ORDINARY	EUR207 159435	0	1,209,498	EUR1,209,498
EUR ORDINARY	EUR1	0	151,524,357	EUR151,524,357
<b>Totals</b>			426,534,832	EUR426,534,832

<sup>1</sup> Including both the nominal value and any share premium  
<sup>2</sup> Total number of issued shares in this class  
<sup>3</sup> E.g. Number of shares issued multiplied by nominal value of each share

# SH02

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

## 9 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	<b>1 Total aggregate nominal value</b> Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares	426,613,737	
Total aggregate nominal value <sup>1</sup>	GBP19,611 + EUR426,534,832 + USD59,294	

## 10 Statement of capital (Prescribed particulars of rights attached to shares) <sup>2</sup>

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section 7</b> and <b>Section 8</b>	<b>2 Prescribed particulars of rights attached to shares</b> 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 and any terms or conditions relating to redemption of these shares  A separate table must be used for each class of share  Please use a Statement of capital continuation page if necessary
Class of share	GBP ORDINARY	
Prescribed particulars	The GBP Ordinary shares have full rights in respect of voting The GBP Ordinary shares have full rights in respect of income distribution The GBP Ordinary shares have full rights in respect of capital distribution (including on a winding up) The GBP Ordinary shares are not redeemable	
Class of share	GBP REDEEMABLE	
Prescribed particulars	The GBP Redeemable shares have full rights in respect of voting The GBP Redeemable shares have full rights in respect of income distribution The GBP Redeemable shares have full rights in respect of capital distribution (including on a winding up) The GBP Redeemable shares are redeemable at the option of the company by giving notice to the holder of the shares There shall be paid on each GBP Redeemable share redeemed the amount paid up thereon	
Class of share	EUR ORDINARY	
Prescribed particulars	The EUR Ordinary shares have full rights in respect of voting The EUR Ordinary shares have full rights in respect of income distribution The EUR Ordinary shares have full rights in respect of capital distribution (including on a winding up) The EUR Ordinary shares are not redeemable	

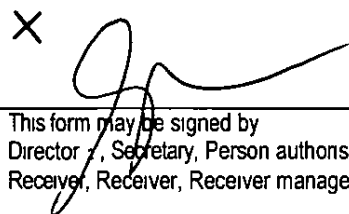
# SH02

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

Class of share	EUR REDEEMABLE	<b>1 Prescribed particulars of rights attached to shares</b> 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 and any terms or conditions relating to redemption of these shares  A separate table must be used for each class of share  Please use a Statement of capital continuation page if necessary
Prescribed particulars	The EUR Redeemable shares have full rights in respect of voting The EUR Redeemable shares have full rights in respect of income distribution The EUR Redeemable shares have full rights in respect of capital distribution (including on a winding up) The EUR Redeemable shares are redeemable at the option of the company by giving notice to the holder of the shares. The EUR Redeemable shares are redeemable at the option of the holder of the shares by giving notice to the company. The EUR Redeemable shares will automatically redeem on 1 January 2032. (Please see continuation)	
Class of share	USD REDEEMABLE	A separate table must be used for each class of share  Please use a Statement of capital continuation page if necessary
Prescribed particulars	The USD Redeemable shares have full rights in respect of voting The USD Redeemable shares have full rights in respect of income distribution The USD Redeemable shares have full rights in respect of capital distribution (including on a winding up) The USD Redeemable shares are redeemable at the option of the company by giving notice to the holder of the shares. There shall be paid on each USD Redeemable share redeemed the amount paid up thereon	

**11**

### Signature

	I am signing this form on behalf of the company	<b>2 Societas Europaea</b> 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  <b>3 Person authorised</b> Under either section 270 or 274 of the Companies Act 2006
Signature	Signature 	
	This form may be signed by Director, Secretary, Person authorised, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager	

# SH02 - continuation page

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



**10**

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

Class of share	EUR REDEEMABLE (Continued)	
Prescribed particulars	<p>There shall be paid on each EUR Redeemable share redeemed the Net Asset Value of such EUR Redeemable share, where <b>Net Asset Value</b> means, in respect of a EUR Redeemable Share, a EUR amount calculated by dividing Assets by Shares,</p> <p><b>Assets</b> means the fair market value of the net assets of the Company (which for the avoidance of doubt shall not be reduced by the amounts payable under the Redeemable Shares) calculated by the Company at the close of business on the Business Day immediately preceding the relevant EUR Redeemable Share redemption date expressed, where applicable, in euros using the Spot Rate applicable on such redemption date,</p> <p><b>Spot Rate</b> means, on any date, the spot rate for converting a currency into EUR for settlement on that date, as calculated by the Company in good faith and using commercially reasonable procedures by reference to relevant market data,</p> <p><b>Shares</b> means, on any date, the number of shares, whether ordinary or redeemable, comprising the share capital of the Company, and</p> <p><b>Business Day</b> means a day (other than a Saturday or Sunday) on which commercial banks in London are open for general business</p>	<p><sup>1</sup> Prescribed particulars of rights attached to shares</p> <p>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 and any terms or conditions relating to redemption of these shares</li> </ul> <p>A separate table must be used for each class of share</p>

# SH02

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

## 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

Company name

Freshfields Bruckhaus Deringer LLP

Address

65 Fleet Street

London

England

Post town

United Kingdom

County/Region

Postcode

E C 4 Y 1 H S

Country

DX

DX 23 London/Chancery Lane

Telephone

020 7936 4000

## 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)