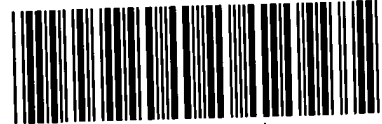


# SH02

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



Companies House



A07 \*A7IJTQEO\* #191  
12/11/2018  
COMPANIES HOUSE  
A23 \*A7HMNW00\* #196  
30/10/2018  
COMPANIES HOUSE

**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**  
You cannot use this form  
notice of a conversion of  
into stock.

TI MONDAY

### 1 Company details

Company number

Company name in full

→ **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

### 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 Shares	10,000	£1.00	10,000,000	£0.001

### 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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### 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

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### 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.

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	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

#### Currency table A

	A Preference Shares	2,039,895	£2,039.895	
	B Ordinary Shares	7,960,105	£7,960.105	
	<b>Totals</b>	10,000,000	£10,000	0

#### Currency table B

	<b>Totals</b>			

#### Currency table C

	<b>Totals</b>			

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
	10,000,000	£10,000	0

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

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

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:
- 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.

Class of share: A Preference Shares

Prescribed particulars:  
 4.1. The A Preference Shares and B Ordinary Shares shall be separate classes of shares but shall rank pari passu in all respects save as provided in these articles.  
 4.2. The A Preference Shares, B Ordinary Shares and C Deferred Shares shall have the following rights and restrictions:  
 (continued in the Statement of Capital continuation page)

Class of share: B Ordinary Shares


Prescribed particulars:  
 4.1. The A Preference Shares and B Ordinary Shares shall be separate classes of shares but shall rank pari passu in all respects save as provided in these articles.  
 4.2. The A Preference Shares, B Ordinary Shares and C Deferred Shares shall have the following rights and restrictions:  
 (continued in the Statement of Capital continuation page)

Class of share: ~~██████████~~

Prescribed particulars:  
~~4.1. The A Preference Shares and B Ordinary Shares shall be separate classes of shares but shall rank pari passu in all respects save as provided in these articles.~~  
~~4.2. The A Preference Shares, B Ordinary Shares and C Deferred Shares shall have the following rights and restrictions:~~  
~~(continued in the Statement of Capital continuation page)~~ (H. H.)

**9 Signature**

I am signing this form on behalf of the company.

Signature: X  X

**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.

This form may be signed by:  
 Director <sup>2</sup>, Secretary, Person authorised <sup>3</sup>, Administrator, Administrative Receiver, Receiver, Receiver 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 Harrison Hutchinson

Company name Willkie Farr & Gallagher (UK) LLP

Address CityPoint

1 Ropemaker Street

London

Post town London

County/Region London

Postcode EC2Y9AW

Country United Kingdom

DX

Telephone 02035804851

 **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)

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<b>8</b> 'Statement of capital (prescribed particulars of rights attached to shares) ①		
<b>Class of share</b>	A Preference Shares	<p>① Prescribed particulars of rights attached to shares 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>
<b>Prescribed particulars</b>	<p><b>Voting</b></p> <p>(a) on a show of hands and on a poll, each holder of A Preference Shares and B Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorized representative or by proxy shall have one vote for each A Preference Share or B Ordinary Share held by them;</p> <p>(b) the holders (if any) of the C Deferred Shares shall not be entitled to receive notice of, to attend, to speak or to vote at any general meeting of the company nor to receive or vote on, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the company;</p> <p><b>Income</b></p> <p>(c) subject to the Board recommending payment of a distribution required to meet the tax liabilities of a shareholder, certain profits of the company available for distribution shall be distributed among the holders of the A Preference Shares and the B Ordinary Shares, on a pari passu basis pro rata to the number of A Preference Shares and B Ordinary Shares held by them as if they constituted the same class of share in order to cover such tax liabilities;</p> <p>(d) subject to the Board recommending payment of the same any profits of the company available for distribution which the company may determine to distribute in respect of any financial year shall be distributed among the holders of the A Preference Shares and the B Ordinary Shares, on a pari passu basis pro rata to the number of A Preference Shares and B Ordinary Shares held by them as if they constituted the same class of share (an "Ordinary Dividend"); and</p> <p>(e) the A Preference Shares shall confer upon the holders of such shares the right to receive, pro rata to the number of A Preference Shares held by them, a fixed cumulative preferred dividend at the rate of seven per cent (7%) per annum (excluding any associated tax credit) on the Original Value of such A Preference Shares and any accrued but unpaid dividend amounts from time to time (the "Preference Dividend"). The Preference Dividend shall accrue and shall be due from day to day but shall only be paid as set out in article 4.2(f). Any accrued but unpaid Preference Dividend shall compound annually on 31 December in each year and a reference in these articles to an unpaid Preference Dividend is deemed to include the amount representing compounded dividend on the accrued and unpaid Preference Dividend;</p> <p>(f) subject to the Board recommending payment of the same, any profits of the company available for distribution which the company may determine to distribute in respect of any financial year shall be distributed among the holders of the A Preference Shares (in respect of the Preference Dividend) and the B Ordinary Shares, on a pari passu basis pro rata to the number of A Preference Shares and B Ordinary Shares held by them as if they constituted the same class of share; and</p> <p><b>Capital</b></p> <p>(g) on a distribution of assets of the company among its members on a winding up or any other return of capital (other than a redemption or purchase by the company of its own shares), the assets of the company remaining after the payment of its liabilities shall be applied (to the extent the company is lawfully able to do so) in accordance with the order of priority pursuant to article 4.3.</p>	

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

Class of share	A Preference Shares	
Prescribed particulars	<p>(Continued)</p> <p>4.3. For the purposes of article 4.2(g), any relevant profits or assets shall be distributed among the holders of shares in the following order and priority to the extent any balance is available for distribution:</p> <p>(a) first, to the holders of A Preference Shares, pro rata to the number of A Preference Shares held by them, up to an amount equal to any accrued but unpaid Preference Dividend less an amount equal to the aggregate sum of all Ordinary Dividends paid with respect to the A Preference Shares from time to time;</p> <p>(b) second, to the holders of A Preference Shares, pro rata to the number of A Preference Shares held by them, up to an amount equal to the Original Value of such A Preference Shares;</p> <p>(c) third, to the holders of the B Ordinary Shares pro rata to the number of B Ordinary Shares held by them until the holders of the B Ordinary Shares have received aggregate distributions equal to x where x is calculated as follows:  <math display="block">x = \frac{\text{total number of issued B Ordinary Shares} \times (\text{Preference Amounts} + y)}{\text{total number of shares in issue}}</math>                     1</p> <p>where:                      "Preference Amounts" means distributions made under article 4.3(a) and (b);                      "y" means the aggregate distributions paid to the holders of the B Ordinary Shares;</p> <p>(d) fourth, in paying to the holders of the C Deferred Shares, if any, a total of one pound (£1) for the entire class of C Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of C Deferred Shares); and</p> <p>(e) fifth, any balance to the holders of the A Preference Shares and the B Ordinary Shares, on a pari passu basis pro rata to the number of A Preference Shares and B Ordinary Shares held by them as if they constituted the same class of share.</p> <p>4.4. On completion of an Exit, the sale proceeds available from such Exit attributable to the shares (net of any transaction costs and other expenses borne, or to be borne, by the shareholders) shall be allocated in the order and priority set out in article 4.3.</p>	<p>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.</li> </ul> <p>A separate table must be used for each class of share.</p>

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**'Statement of capital (prescribed particulars of rights attached to shares)'**

Class of share	B Ordinary Shares	
Prescribed particulars	<p><b>Voting</b> (a) on a show of hands and on a poll, each holder of A Preference Shares and B Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorized representative or by proxy shall have one vote for each A Preference Share or B Ordinary Share held by them; (b) the holders (if any) of the C Deferred Shares shall not be entitled to receive notice of, to attend, to speak or to vote at any general meeting of the company nor to receive or vote on, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the company;</p> <p><b>Income</b> (c) subject to the Board recommending payment of a distribution required to meet the tax liabilities of a shareholder, certain profits of the company available for distribution shall be distributed among the holders of the A Preference Shares and the B Ordinary Shares, on a pari passu basis pro rata to the number of A Preference Shares and B Ordinary Shares held by them as if they constituted the same class of share in order to cover such tax liabilities; (d) subject to the Board recommending payment of the same any profits of the company available for distribution which the company may determine to distribute in respect of any financial year shall be distributed among the holders of the A Preference Shares and the B Ordinary Shares, on a pari passu basis pro rata to the number of A Preference Shares and B Ordinary Shares held by them as if they constituted the same class of share (an "Ordinary Dividend"); and (e) the A Preference Shares shall confer upon the holders of such shares the right to receive, pro rata to the number of A Preference Shares held by them, a fixed cumulative preferred dividend at the rate of seven per cent (7%) per annum (excluding any associated tax credit) on the Original Value of such A Preference Shares and any accrued but unpaid dividend amounts from time to time (the "Preference Dividend"). The Preference Dividend shall accrue and shall be due from day to day but shall only be paid as set out in article 4.2(f). Any accrued but unpaid Preference Dividend shall compound annually on 31 December in each year and a reference in these articles to an unpaid Preference Dividend is deemed to include the amount representing compounded dividend on the accrued and unpaid Preference Dividend; (f) subject to the Board recommending payment of the same, any profits of the company available for distribution which the company may determine to distribute in respect of any financial year shall be distributed among the holders of the A Preference Shares (in respect of the Preference Dividend) and the B Ordinary Shares, on a pari passu basis pro rata to the number of A Preference Shares and B Ordinary Shares held by them as if they constituted the same class of share; and</p> <p><b>Capital</b> (g) on a distribution of assets of the company among its members on a winding up or any other return of capital (other than a redemption or purchase by the company of its own shares), the assets of the company remaining after the payment of its liabilities shall be applied (to the extent the company is lawfully able to do so) in accordance with the order of priority pursuant to article 4.3.</p>	<p><b>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>

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'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	B Ordinary Shares	<p>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.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>(Continued)</p> <p>4.3. For the purposes of article 4.2(g), any relevant profits or assets shall be distributed among the holders of shares in the following order and priority to the extent any balance is available for distribution:</p> <p>(a) first, to the holders of A Preference Shares, pro rata to the number of A Preference Shares held by them, up to an amount equal to any accrued but unpaid Preference Dividend less an amount equal to the aggregate sum of all Ordinary Dividends paid with respect to the A Preference Shares from time to time;</p> <p>(b) second, to the holders of A Preference Shares, pro rata to the number of A Preference Shares held by them, up to an amount equal to the Original Value of such A Preference Shares;</p> <p>(c) third, to the holders of the B Ordinary Shares pro rata to the number of B Ordinary Shares held by them until the holders of the B Ordinary Shares have received aggregate distributions equal to x where x is calculated as follows:</p> $x = \frac{\text{total number of issued B Ordinary Shares} \times (\text{Preference Amounts} + y)}{\text{total number of shares in issue}}$ <p>where:</p> <p>"Preference Amounts" means distributions made under article 4.3(a) and (b);</p> <p>"y" means the aggregate distributions paid to the holders of the B Ordinary Shares;</p> <p>(d) fourth, in paying to the holders of the C Deferred Shares, if any, a total of one pound (£1) for the entire class of C Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of C Deferred Shares); and</p> <p>(e) fifth, any balance to the holders of the A Preference Shares and the B Ordinary Shares, on a pari passu basis pro rata to the number of A Preference Shares and B Ordinary Shares held by them as if they constituted the same class of share.</p> <p>4.4. On completion of an Exit, the sale proceeds available from such Exit attributable to the shares (net of any transaction costs and other expenses borne, or to be borne, by the shareholders) shall be allocated in the order and priority set out in article 4.3.</p>	