



SH02

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



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 for
You cannot use this form to give notice of a conversion of shares into stock.

MONDAY



A94UBRFV
A20 11/05/2020 #46
COMPANIES HOUSE

1 Company details

Company number 0 7 5 0 5 0 0 2

Company name in full Holmes Investment Properties Plc

→ **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 2 8 0 2 2 0 2 0

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	738,260,251	EURO 0.001	738,260,251	EURO 0.001
Preference	300,000,000	EURO 0.100	300,000,000	EURO 0.010
Deferred Preference	-	-	300,000,000	EURO 0.090

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	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
Complete a separate table for each currency				

Currency table A

EURO	Ordinary	738,260,251	738,260.25	
EURO	Preference	300,000,000	3,000,000.00	
EURO	Deferred Preference	300,000,000	27,000,000.00	
Totals		1,338,260,251	30,738,260.25	2,250,000.00

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 ❷
	1,338,260,251	30,738,260.25	2,250,000.00

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)[®]

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

Class of share Ordinary

Prescribed particulars
① THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of share Preference

Prescribed particulars
① See Continuance Sheet

Class of share Deferred Preference

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.

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Signature

I am signing this form on behalf of the company.

Signature Signature
X  X

This form may be signed by:
Director[®], Secretary, Person authorised[®], 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 **Malcolm Simmonds**

Company name **Holmes Investment**

Properties Plc

Address **85 Great Portland Street**

Post town **London**

County/Region

Postcode **W 1 W 7 L T**

Country **UK**

DX **N/A**

Telephone **+44 (0) 7713 742697**



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 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

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

Class of share	Preference	Prescribed particulars of rights attached to shares
Prescribed particulars	<p>THE PREFERENCE SHARES RANK PARI PASSU WITH THE ORDINARY SHARES BY REFERENCE TO THE NUMBER OF SHARES IN ALL RESPECTS EXCEPT THAT: 1. THEIR NOMINAL VALUE WILL BE REPAYED IN PRIORITY TO THE ORDINARY SHARES ON A WINDING UP OF THE COMPANY AND: 2. THEY CARRY A COUPON IN ADDITION TO ANY DIVIDEND DECLARED, OF 10% OF THEIR NOMINAL VALUE SUBJECT TO SUCH COUPON BEING THE LOWER OF; I. SUCH AMOUNT WHEREBY THE AUDITED PRESENT VALUE OF SUCH COUPON, IF PAID IN THE CURRENT AND FUTURE YEARS, IS £5M IN THE MOST RECENT AUDITED ACCOUNTS OF THE COMPANY, OR IF CONSOLIDATED ACCOUNTS ARE PRODUCED, THE AUDITED CONSOLIDATED ACCOUNTS, AND; II. THE LOWER OF 10% OF THE EXCESS OF THE AUDITED PROFITS AFTER TAX OVER £0.5M AND 10% OF THE INCREASE IN NET CASH AND CASH EQUIVALENTS.</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>

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

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Prescribed particulars	<p>THE PREFERENCE SHARES RANK PARI PASSU WITH THE ORDINARY SHARES BY REFERENCE TO THE NUMBER OF SHARES IN ALL RESPECTS EXCEPT THAT: 1. THEIR NOMINAL VALUE WILL BE REPAYED IN PRIORITY TO THE ORDINARY SHARES ON A WINDING UP OF THE COMPANY AND: 2. THEY CARRY A COUPON IN ADDITION TO ANY DIVIDEND DECLARED, OF 10% OF THEIR NOMINAL VALUE SUBJECT TO SUCH COUPON BEING THE LOWER OF; I. SUCH AMOUNT WHEREBY THE AUDITED PRESENT VALUE OF SUCH COUPON, IF PAID IN THE CURRENT AND FUTURE YEARS, IS £5M IN THE MOST RECENT AUDITED ACCOUNTS OF THE COMPANY, OR IF CONSOLIDATED ACCOUNTS ARE PRODUCED, THE AUDITED CONSOLIDATED ACCOUNTS, AND; II. THE LOWER OF 10% OF THE EXCESS OF THE AUDITED PROFITS AFTER TAX OVER £0.5M AND 10% OF THE INCREASE IN NET CASH AND CASH EQUIVALENTS.</p>	<p>ⓐ 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>

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8 Statement of capital (prescribed particulars of rights attached to shares) ¹	
Class of share	Deferred Preference
Prescribed particulars	<p>Terms & Conditions DEFERRED PREFERENCE SHARES (1) Income The Deferred Preference Shares shall confer no right to participate in the profits of the Company. (2) Capital On a return of capital on a winding-up there shall be paid to the holders of the Deferred Preference Shares on a pari-passu basis the nominal capital paid up or credited as paid on such Deferred Preference Shares after: (i) First, paying to the holders of the Preference Shares in the capital of the Company the aggregate nominal value of the Preference Shares in issue, and: (ii) Secondly, paying to the holders of Ordinary Shares and Preference Shares an aggregate amount (inclusive of the nominal value of the Ordinary Shares) of £1,000,000,000. (iii) The holders of the Deferred Preference Shares shall not be entitled to any further right of participation in the assets of the Company. (3) Attendance and Voting at General Meetings The holders of the Deferred Preference Shares shall not be entitled to receive notice of any general meeting of the Company or to attend, speak or vote at any such meeting. (4) Form, Transferability and Certificates (i) The Deferred Preference Shares shall not be listed on any stock exchange and shall be non-renounceable and non-transferable except in accordance with paragraph (6) below or with the written consent of the Directors. (ii) The Deferred Preference Shares shall not be certificated. The Company may from time to time create, allot and issue further Shares, whether ranking pari-passu with or in priority to the Deferred Preference Shares, and on such creation, allotment or issue any such further Shares (whether or not ranking in any respect in priority to the Deferred Preference Shares) shall be treated as being in accordance with the rights attaching to the Deferred Preference Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the Deferred Preference Shares. The reduction by the Company of the capital paid up on the Deferred Preference Shares shall be in accordance with the rights attaching to the Deferred Preference Shares and shall not involve a variation of such rights for any purpose and the Company shall be authorised at any time to reduce its capital (subject to the confirmation of the court in accordance with the Companies Act 2006) without obtaining the consent of the holders of the Deferred Preference Shares. The Company may at any time (and from time to time) without obtaining the sanction of the holder or holders of the Deferred Preference Shares: (i) Appoint any person to accept any offer and agree to sell and to execute on behalf of any holder of Deferred Preference Shares a transfer of all of the Deferred Preference Shares or any part thereof (and/or an agreement to transfer the same) to the Company or to such person as the Directors may determine (whether or not an officer of the Company), in any case for not more than €0.01 for all the Deferred Preference Shares then being purchased without any requirement to indemnify or to obtain the consent or sanction of the holders thereof or any of them and for the purposes of such purchase to appoint a person to execute (on behalf of the holders of such Deferred Preference Shares) a contract and/or instrument of transfer for the sale to the Company or to such person as the Directors may determine (whether or not an officer of</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
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Class of share

Deferred Preference (Continued)

Prescribed particulars

the Company) of any Deferred Preference Shares held by any such holders and to receive the consideration on behalf of any such holders without any obligation to pay such consideration (or any proportion thereof) or otherwise be accountable in respect thereof to such holders, and (ii) Cancel all or any of the Deferred Preference Shares so purchased by the Company in accordance with the Companies Act 2006.

Prescribed particulars of rights attached to shares

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