

In accordance with Section 619, 621 & 689 of the Companies Act 2006.



# 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 stock into stock.

WEDNESDAY

\*A96E3PLC\*

A11 03/06/2020 #267  
 COMPANIES HOUSE

## 1 Company details

Company number: 0 9 5 6 4 6 3 1

Company name in full: Founders Factory 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: 2 9 20 20

## 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
A Ordinary	28,815	0.0001	288,150	0.00001
Preferred	48,000	0.0001	480,000	0.00001
Deferred	4,593	0.0001	45,930	0.00001

## 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.

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
<b>Currency table A</b>				
	See continuation page			
<b>Totals</b>				
<b>Currency table B</b>				
<b>Totals</b>				
<b>Currency table C</b>				
<b>Totals</b>				
<b>Totals (including continuation pages)</b>		816255	9.657	0

① 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) 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:
- 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 £0.0001 Preferred

Prescribed particulars ① See continuation page

Class of share £0.10 E

Prescribed particulars ① See continuation page

Class of share £0.0001 Deferred

Prescribed particulars ① See continuation page

## 9 Signature

I am signing this form on behalf of the company.

### 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.

Signature  
 X DocuSigned by:  
Henry Lane Fox  
C2400588599E4B3... X


### ③ Person authorised

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

This form may be signed by:  
 Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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 <b>Presenter information</b>	
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	ABL
Company name	Osborne Clarke LLP
Address	
2 Temple Back East	
Temple Quay	
Bristol	
Post town	
County/Region	
Postcode	B S 1 6 E G
Country	
DX	DX 7818 Bristol
Telephone	0117-917-3000

 **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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## 7 Statement of capital

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

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	
GBP	A Ordinary	162	0.0162		
GBP	A Ordinary	288,150	2.8815		
GBP	Deferred	45,930	0.4593		
GBP	E	13	1.30		
GBP	Preferred	2,000	0.20		
GBP	Preferred	480,000	4.80		
<b>Totals</b>		816255	9.657		0

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

<b>Class of share</b>	£0.0001 A Ordinary	<p><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.</p> <p>A separate table must be used for each class of share.</p>
<b>Prescribed particulars</b>	<p>Voting - the A Ordinary Shares shall confer on each A Ordinary Shareholder the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>Income- any profits which the company may determine to distribute shall be distributed first to the holders of the Preferred Shares up to the agreed amount, and thereafter to the holders of the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares pro rata to their respective holdings of shares.</p> <p>Capital - on a return of assets on liquidation, capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the company of its own shares), the assets of the Company available for distribution shall be distributed up to the agreed amounts first to the holders of the Preferred Shares, second to the holders of the E Shares, third to the holders of the Deferred Shares, and last to the holders of the C Ordinary Shares, A Ordinary Shares and B Ordinary Shares.</p> <p>Rights of Redemption - the A Ordinary Shares do not confer any rights of redemption.</p>	

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

Class of share	£0.00001 A Ordinary	<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.  A separate table must be used for each class of share.
Prescribed particulars	<p>Voting - the A Ordinary Shares shall confer on each A Ordinary Shareholder the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>Income- any profits which the company may determine to distribute shall be distributed first to the holders of the Preferred Shares up to the agreed amount, and thereafter to the holders of the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares pro rata to their respective holdings of shares.</p> <p>Capital - on a return of assets on liquidation, capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the company of its own shares), the assets of the Company available for distribution shall be distributed up to the agreed amounts first to the holders of the Preferred Shares, second to the holders of the E Shares, third to the holders of the Deferred Shares, and last to the holders of the C Ordinary Shares, A Ordinary Shares and B Ordinary Shares.</p> <p>Rights of Redemption - the A Ordinary Shares do not confer any rights of redemption.</p>	

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

Class of share	£0.0001 Deferred
Prescribed particulars	<p>Voting - the Deferred Shares shall not entitle the holders 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>Income - the Deferred Shares shall not entitle the holders to receive any dividend or other distribution.</p> <p>Capital - on a return of assets on liquidation, capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the company of its own shares), the holders of the Deferred Shares shall be entitled, after priority payments to the holders of each of the Preferred Shares and the E Shares, to a payment of £1.00 for the entire class of Deferred Shares.</p> <p>Rights of Redemption - deferred Shares 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(s) without obtaining the sanction of the holder(s).</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
- 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.



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

Class of share	£0.10 E	<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.  A separate table must be used for each class of share.
Prescribed particulars	<p>Voting - the E Shares shall confer the right on each E Shareholder the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. An E Shareholder shall never have less than 5% of the voting rights at any such general meeting or for the purposes of any written resolution of the Shareholders provided that if the E Shareholder has, at any such general meeting or for the purposes of any written resolution of the Shareholders:</p> <p>(a) 5% or more of the voting rights by virtue of holding any other classes of Shares, the E Shares shall not confer any additional voting rights; or</p> <p>(b) voting rights but less than 5% of the voting rights by virtue of holding any other classes of Shares, the E Shares shall confer such additional voting rights on the Shareholder so that, in aggregate, such Shareholder has 5% of the voting rights.</p> <p>Income- the E Shares shall not entitle the holders to receive any dividend or other distribution.</p> <p>Capital - on a return of assets on liquidation, capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the company of its own shares), the assets of the Company available for distribution shall be distributed up to the agreed amounts first to the holders of the Preferred Shares, second to the holders of the E Shares, third to the holders of the Deferred Shares, and last to the holders of the C Ordinary Shares, A Ordinary Shares and B Ordinary Shares.</p> <p>Rights of Redemption - the E Shares do not confer any rights of redemption.</p>	

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

Class of share	£0.0001 Preferred
Prescribed particulars	<p>Voting - the Preferred Shares shall confer on each holder of the same the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>Income - any profits which the company may determine to distribute shall be distributed first to the holders of the Preferred Shares up to the agreed amount.</p> <p>Capital - on a return of assets on liquidation, capital reduction or otherwise (except upon the redemption of shares of any class or the purchase by the company of its own shares), the assets of the Company available for distribution shall be distributed first to the holders of the Preferred Shares up to the agreed amount.</p> <p>Rights of Redemption - the Preferred Shares do not confer any rights of redemption.</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
- 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.

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

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**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.