

# 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  
stock

WEDNESDAY



LD1 16/11/2011 305  
COMPANIES HOUSE

### 1 Company details

Company number 0 0 0 1 9 3 0 0

Company name in full Archant Regional Limited

→ **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 15 11 2011

### 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
Cumulative Preference	5872446	10 00	293622300	0 20

### 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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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

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

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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	0 20		266600630	£ 53,320,126 00
Cumulative Preference	0 20		293622300	£58,724,460 00
				£
				£
Totals			560222930	£ 112,044,586 00

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

Currency				
Class of shares (E g Ordinary / Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

- ① Including both the nominal value and any share premium

② Total number of issued shares in this class

③ Number of shares issued multiplied by nominal value of each share

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

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## 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		
Total aggregate nominal value <b>1</b>		

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Statement of capital (Prescribed particulars of rights attached to shares) **2**

	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	Ordinary	
Prescribed particulars	Each Ordinary Share carries one vote, ranks equally with the other Ordinary Shares in all respects, including as to participation in any distribution, as respects dividends and as respects capital (including on a winding up) and is not redeemable	
Class of share	Cumulative Preference	
Prescribed particulars	Please see 3 continuation pages attached	
Class of share		
Prescribed particulars		

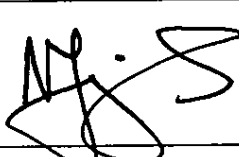
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Class of share		<b>1 Prescribed particulars of rights attached to shares</b> The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate 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		
Class of share		
Prescribed particulars		

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## Signature

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 	X	
This form may be signed by Director <b>2</b> , Secretary, Person authorised <b>3</b> , 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

Company name

Mills & Reeve LLP

Address 1 St James Court

Whitefriars

Post town Norwich

County/Region Norfolk

Postcode

N R 3 1 R U

Country United Kingdom

DX DX 5210 Norwich

Telephone 01603 660155



### 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)

## SH02 - continuation page

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

Class of share	Cumulative Preference Shares	
Prescribed particulars	<p>The Cumulative Preference Shares shall entitle the holders to receive notice of every general meeting of the Company but not to attend, speak or vote at such general meeting unless the business of the meeting includes the consideration of a resolution for winding-up of the Company or any resolution abrogating, varying or modifying any of the rights and privileges attached to such shares (in which case such holders shall have the right to attend the general meeting and shall be entitled to speak and vote on such resolution) or unless at the date of the notice convening the meeting the Preference Dividend (see below) payable on such shares is in arrears for six months or more after any Dividend Date (see below) Upon any resolution upon which the holders of the Cumulative Preference Shares are entitled to vote, each such holder who is present in person or (being a corporation) is present by a duly authorised representative shall, upon a show of hands, have one vote and, upon a poll, every such holder who is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote for every Cumulative Preference Share held by him</p> <p>The Preference Shares shall confer on the holders of such shares from the date of their issue the right to receive a cumulative preferential cash dividend ("Preference Dividend"), ranking in priority to any payment of dividend to the holders of the Ordinary Shares, at the rate per annum of LIBOR + 4.79% (the "Relevant Rate") on the amount paid up or credited as paid up on the Cumulative Preference Shares (including any premium at which such shares were issued)</p> <p>LIBOR shall be the rate for deposits in Sterling equal to the amount paid up or credited as paid up on the Cumulative Preference Shares (including any premium at which such shares were issued) (or as near to that amount as practical) for a period of six months which appears on the Dow Jones Telerate Service (or such other service as may be nominated as the information vendor, for the purpose of displaying rates) as of 11.00 am (London time) on the date six months preceding the payment date</p>	<p><b>① Prescribed particulars of rights attached to shares</b></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>

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

Class of share	Cumulative Preference Shares	
Prescribed particulars	<p>The Preference Dividend shall accrue on a daily basis and shall be payable in arrears on 30 June and 31 December in each year, except that (i) the first payment shall be payable on the first such date to fall after the date of issue of such shares in respect of the period from the date of issue of them to such first date and (ii) the directors of the Company may resolve to pay the Preference Dividend on an earlier date</p> <p>The Preference Dividend shall be paid at the Relevant Rate together with (and not inclusive of) any associated tax credit available to shareholders on the Preference Dividend</p> <p>The Cumulative Preference Shares shall not confer any further right to participate in the profits of the Company</p> <p>In the event that, whether by reason of any principle of law or otherwise, the Company is unable to pay in full on 30 June or 31 December in any year or on any other due date (each of which dates is a "Dividend Date") the Preference Dividend which would otherwise be required to be paid on that Dividend Date to any of the holders of the Preference Shares (being referred to as the "Relevant Dividend") then the following shall apply</p> <p>(a) on the due Dividend Date the Company shall pay to such holders on account of the Relevant Dividend the maximum sum (if any) which can then consistently with any such principle of law be properly paid by the Company,</p> <p>(b) the balance of the Relevant Dividend shall bear interest at the rate per annum equal to LIBOR (as applicable to the Relevant Dividend) plus 2% (the "Dividend Charge"),</p> <p>(c) on every succeeding Dividend Date the Company shall pay to such holders on account of the balance of the Relevant Dividend together with the Dividend Charge from time to time remaining outstanding until the Relevant Dividend and Dividend Charge shall have been paid in full, the maximum sum (if any) which on each such succeeding Dividend Date respectively can, consistently with any such principle of law, be properly paid by the Company</p>	<p><b>① Prescribed particulars of rights attached to shares</b></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>

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

Class of share	Cumulative Preference Shares	
Prescribed particulars	<p>On a return of assets on a liquidation or otherwise (except on a redemption in accordance with the terms of issue of any share, or purchase by the Company of any share or on a capitalisation issue) the surplus assets of the Company remaining after payment of its debts and liabilities (exclusive of any debts which have become due to the shareholders) shall be applied</p> <p>first, in or towards paying to the holders of the Cumulative Preference Shares in proportion to the amounts paid up or credited as paid up on such shares (including any premium at which such shares were issued) a sum equal to all Arrears of the Preference Dividend (whether earned or declared or not and irrespective of whether or not the Company has had at any time sufficient distributable profits to pay such Preference Dividend and irrespective of whether or not such Arrears have become due and payable), such Arrears to be calculated down to the date of the return of assets on the basis that the Preference Dividend accrues due and payable on a daily basis, and</p> <p>secondly, in or towards paying to the holders of the Cumulative Preference Shares and the Ordinary Shares <i>pari passu</i> and in proportion to the nominal amounts paid up or credited as paid up on such shares (including any premium at which such shares were issued) the amounts so paid up or credited as paid up on them</p>	<p><b>① 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 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>