

SH02

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



**Diligent
Entities**

☒ **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.

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 1 5 4 0 4 4

Company name in full NORWICH CITY FOOTBALL CLUB 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 d 0 d 1 m 0 m 1 y 2 y 0 y 2 y 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

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
"B" PREFERENCE	82	£1.00

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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
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Currency table A

GBP	"A" PREFERENCE	9,675	9,675.00	
GBP	"B" PREFERENCE	14,104	14,104.00	
GBP	ORDINARY	616,913	616,913.00	
Totals		640,692	£640,692.00	£0.00

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 ❶
640,692	£640,692.00	£0.00

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)^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.	<p>① 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> <p>Please use a Statement of capital continuation page if necessary.</p>
Class of share	"A" PREFERENCE	
Prescribed particulars ^②	Please see attached continuation sheet	
Class of share	"B" PREFERENCE	
Prescribed particulars ^②	Please see attached continuation sheet	
Class of share	ORDINARY	
Prescribed particulars ^②	<p>The right to vote at general meetings of the Company and to receive a dividend if declared by the Board.</p> <p>Subject to the return of capital to "A" preference and "B" preference shareholders each ordinary share is entitled pari passu to participate in a distribution arising from a winding up of the Company.</p>	

9 Signature

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

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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	Kerry Baldwin
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	
Telephone	01603 693490



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

Class of share	"A" Preference	
Prescribed particulars	<p>Voting</p> <p>The right to attend and vote at General Meetings of the Company only in the following events</p> <p>(a) if any resolution for winding up shall be proposed, and then only on such resolution, or</p> <p>(b) if the said preferential dividend shall be in arrears for more than twelve months, and so that for this purpose only the same shall be deemed to fall due and payable on 30 June in each year.</p> <p>Dividends</p> <p>In priority of any rights of the holders of any other shares in the capital of the Company, the right to cumulative preferential dividend at the rate of 5.25% net of tax per annum on the capital paid up thereon, subject to the following limitations: "A" preference shares may be issued with a cumulative preference dividend not exceeding £5.25 per cent net for a period not exceeding three years (that is to say, the past three consecutive years), but the Company may not issue more "A" preference shares than its subscribed ordinary shares.</p> <p>Capital</p> <p>The right in a winding up or other return of capital to repayment of the capital paid up thereon and any arrears of cumulative preferential dividend calculated (whether earned or declared or not) down to the date of payment but to no further or to other right to share in surplus assets.</p>	<p>8 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> particulars of any voting rights, including rights that arise only in certain circumstances; particulars of any rights, as respects dividends, to participate in a distribution; particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and 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	"B" Preference	<p>1 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>
Prescribed particulars	<p>Voting</p> <p>The holders of B pref shares are entitled to receive notice of, attend and speak at general meetings of the Company but shall not be entitled to vote on any resolution at any general meeting of the Company in respect of their holdings of B pref shares unless the business of the meeting includes a resolution directly or adversely affecting, alteration or abrogating the rights or privileges attached to the B pref shares in which case, those members holding B pref shares who (being individuals) are present in person or by proxy, or (being corporations) are present by a duly authorised representative or by proxy shall, on a show of hands, each have one vote and on a poll, have one vote for each B pref share held by them.</p> <p>Dividends</p> <p>Subject to the payment of the cumulative preferential dividend on A pref shares, but in priority to the dividends on Ordinary shares, the right to received a cumulative preferential cash dividend (the "Fixed Preferred Dividend") from 01/01/2000 at 4.5% per annum of their issue price in respect of all B pref shares then in issue.</p> <p>The Fixed Preferred Dividend shall accrue from day to day from 01/01/2000 and shall be paid, in arrears on or before 31 December in each year in respect of the 12 month period ending 30 June in each such year.</p> <p>If the Company fails to pay a Fixed Preferred Dividend this shall become a debt due from the Company in priority to any later Fixed Preferred Dividend and interest on the unpaid amount shall accrue from the 31 December in the year which such Fixed Preferred Dividend accrued until payment at the rate of 3% per annum above the base rate of Girobank plc for the time being calculated on a daily basis and compounded on 31 December in each year. Reference to an unpaid Fixed Preferential Dividend is deemed to include the amount representing interest on the unpaid amount.</p> <p>For these purposes, "issue price" shall mean the sum of the nominal amount and any premium paid on the issues of a particular share.</p> <p>Capital</p> <p>On a return of capital on liquidation (or otherwise) the assets of the Company available for distribution among shareholders shall be applied, subject to payments of dividend and/or capital to A pref shareholders, but in priority to ordinary shareholders.</p> <ul style="list-style-type: none"> a) the nominal amount and any premium paid on the issue of each of their "B" pref shares, and b) a sum equal to any accrued and/or unpaid Fixed Preferred Dividend. <p>B Pref shares do not confer any further right of participation in the profits or assets of the Company.</p> <p>Redemption</p>	

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Class of share	Ordinary	
Prescribed particulars	<p>On 1 January in each calendar year immediately following a Premier League promotion (a "Premier League Year") and in each year following a Premier League Year at the commencement of which the first team of the Company remains in the league or division of such league as the case may be to which it was promoted by virtue of a Premier League promotion (or in the case of a reconstruction, amalgamation or other variation of such league, remains in the league or division, of such league as the case may be as most nearly equates to the league or division in which the first team of the Company played immediately prior to such a reconstruction, amalgamation or other variation (a "Qualifying Year") the Company shall redeem all those B pref shares in respect of which the Company shall, on or before 1 October in the preceding calendar year, have received written notice from the registered holder thereof requesting redemption of their B pref shares that they wish to be redeemed together with the relevant share certificate or an indemnity form reasonably satisfied to the Company. The Company shall not redeem any B Pref shares at any time when any Fixed Preferred Dividend is in arrears of deficiency. Subject to the payment if all arrears/accruals of dividends on the B Pref shares, the Company may, on not less than 3 month's written notice, at any time redeem all but not some only of the issued B Pref Shares.</p>	<p>8 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>