

**SH02**

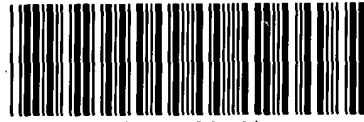
Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

**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.

X **What you
do not
intend**

TUESDAY



A17

A85Y9QR6

21/05/2019

#55

COMPANIES HOUSE

For more information, please
visit the guidance at
companieshouse.gov.uk

1 Company details

Company number 00912624
Company name in full TNS GROUP HOLDINGS 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 15 05 2019

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
Special voting 6 per cent cumulative preference	1	£100,000	200,000,000	£0.0005

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

SH02

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

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 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
Currency table A				
GBP	Ordinary	426,839,983	£213,419.9915	
GBP	Special voting 6 per cent cumulative preference	200,000,000	£100,000	
Totals		626,839,983	£313,419.9915	NIL

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
626,839,983	£313,419.9915	NIL

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

SH02

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

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.

Class of share

Ordinary

Prescribed particulars
①THE ORDINARY SHARES HAVE 15% OF THE VOTING RIGHTS OF
THE COMPANY.**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

Special voting 6 per cent cumulative preference

Prescribed particulars
①

[SEE CONTINUATION PAGE]

Class of share

Prescribed particulars
①

9

Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director^②, Secretary, Person authorised^③, 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.

SH02**Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares****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	SAMUEL MUNDAY
Company name	BRISTOWS LLP
Address	100 VICTORIA EMBANKMENT
Post town	LONDON
County/Region	
Postcode	E C 4 Y 0 D H
Country	
DX	
Telephone	020 7400 8000

**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

7

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

[illegible]

SH02 - continuation page
**Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares**

8	'Statement of capital (prescribed particulars of rights attached to shares)' ¹	
Class of share	Special voting 6 per cent cumulative preference	¹Prescribed particulars of rights attached to shares The particulars are: <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. A separate table must be used for each class of share.
Prescribed particulars	<p>EACH PREFERENCE SHARE CONFERS ON THE HOLDER IN PRIORITY TO HOLDERS OF OTHER CLASSES A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 6% P.A. ON THE CAPITAL FOR THE TIME BEING PAID UP ON THAT SHARE, SUCH DIVIDEND TO ACCRUE FROM DAY TO DAY AND TO BE PAID ON 31 DECEMBER IN EACH YEAR IN RESPECT OF THE YEAR ENDING ON THAT DATE, AND ON WINDING UP REPAYMENT IN FULL OF THE PAID UP CAPITAL ON THE SHARE AND ANY ARREARS OR ACCRUALS OF DIVIDEND. NO OTHER RIGHTS TO PARTICIPATE IN THE PROFITS OF THE COMPANY ARE CONFERRED. THE HOLDER OF ALL OF THE PREFERENCE SHARES HAS THE RIGHT TO RECEIVE NOTICE, ATTEND, SPEAK AND VOTE, TO THE EXTENT OF 85% OF THE AGGREGATE TOTAL VOTING RIGHTS OF ALL ISSUED SHARE CAPITAL, ON ALL MATTERS AT ANY GENERAL MEETING, WHETHER BY A SHOW OF HANDS OR BY POLL.</p>	