

SH02

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

BLUEPRINT

OneWorld

WEDNESDAY



A47BUHFV

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13/05/2015

#234

COMPANIES HOUSE

refer to our guidance at
www.companieshouse.gov.uk

☒ **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.

1 Company details

Company number

Company name in full

→ 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

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 | 111,361,208 | £0.10 | 0 | 0 |
| ORDINARY | 0 | 0 | 111,361,208 | £0.01 |
| DEFERRED | 0 | 0 | 111,361,208 | £0.09 |

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

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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 |
| | | | |
| | | | |
| | | | |

Statement of capital

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

| | | | | |
|---|-----------------------------------|---|--------------------|---------------------------|
| 7 Statement of capital (Share capital in pound sterling (£)) | | | | |
| 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 | £0.01 | | 111,361,208 | £ 1,113,612.08 |
| DEFERRED | £0.09 | | 111,361,208 | £ 10,022,508.72 |
| | | | | £ |
| | | | | £ |
| Totals | | | 222,722,416 | £ 11,136,120.80 |

| | | | | |
|--|-----------------------------------|---|--------------------|-------------------------|
| 8 Statement of capital (Share capital in other currencies) | | | | |
| 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 |
| | | | | |
| | | | | |
| Totals | | | | |

| | | | | |
|--|-----------------------------------|---|--------------------|-------------------------|
| 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 |
| | | | | |
| | | | | |
| Totals | | | | |

① Including both the nominal value and any share premium.

② Number of shares issued multiplied by nominal value of each share.

③ Total number of issued shares in this class.

Continuation pages

Please use a Statement of Capital continuation page if necessary.

SH02

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

9

Statement of capital (Totals)

| | | |
|---------------------------------|---|---|
| | Please give the total number of shares and total aggregate nominal value of issued share capital. | ① Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc. |
| Total number of shares | | |
| Total aggregate nominal value ① | | |

10

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 Section 7 and Section 8 . | ② 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 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 | £0.09 DEFERRED | |
| Prescribed particulars | See attached schedule | |
| Class of share | £0.01 ORDINARY | |
| Prescribed particulars | 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 | | |
| Prescribed particulars | | |

SH02 - continuation page

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

10

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


| Class of share | £0.09 DEFERRED | |
|------------------------|--|---|
| Prescribed particulars | <p>(i) Voting</p> <p>Notwithstanding anything contained in the articles of association of the Company (the "Articles"), the Deferred Shares shall not confer on the holder of the Deferred Shares any right to receive notice of any general meeting of the Company or any right to be able to attend, speak or vote at any general meeting of the Company.</p> <p>(ii) Dividends/Distributions</p> <p>Notwithstanding anything contained in the Articles, the Deferred Shares shall not confer on the holder of the Deferred Shares any right to share in any dividend declared, distributed and/or paid by the Company (save on a return of capital as referred to below).</p> <p>(iii) Return of capital</p> <p>On a return of capital on a winding-up or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied first in repayment to the holders of the Ordinary Shares in accordance with Article 5.3 of the Articles, together with a premium of £1,000,000 per Ordinary Share, second in repayment to the holders of the Deferred Shares and (subject to, and upon, the passing of resolution no. 4 below in the notice of meeting in which this resolution is set out) any 'Special Deferred Shares' as defined in paragraph (b) of such resolution no. 4, the amount paid up on such Deferred Shares and any such Special Deferred Shares and the balance of such assets shall be distributed among the holders of Ordinary Shares.</p> <p>(iv) Share certificates</p> <p>No share certificates will be issued in respect of any Deferred Shares. Such conversion and re-designation shall be deemed to confer irrevocable authority on the Company at any time thereafter to appoint any person to execute on behalf of the holders of such Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof, to such person as the Company may determine as custodian thereof and to cancel and/or purchase the same without making the payment to or obtaining the sanction of the holder thereof and, pending such transfer and/or cancellation and/or purchase, to retain the certificate for such Deferred Shares and the Company may at its option at any time after the creation of such Deferred Shares redeem all or any of the Deferred Shares then in issue, at a price not exceeding 1p for all the Deferred Shares redeemed.</p> | <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 and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p> |

SH02

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

| | | |
|------------------------|--|--|
| Class of share | | <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 and any terms or conditions relating to redemption of these shares. <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> |
| Prescribed particulars | | |
| Class of share | | |
| Prescribed particulars | | |

11**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</p> <p> CARGIL MANAGEMENT SERVICES LTD</p> <p>This form may be signed by: Director ^②, Secretary, Person authorised ^③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.</p> | |

SH02

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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

Company name **MSP SECRETARIES LIMITED**Address **27/28 EASTCASTLE STREET**Post town **LONDON**

County/Region

Postcode **W 1 W 8 D H**Country **UNITED KINGDOM**

DX

Telephone **0207 637 5216****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 or
email 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**