

SH02

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

BLUEPRINT

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☒ 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

FRIDAY



A2L7RLVC

A07

15/11/2013

#32

COMPANIES HOUSE

1 Company details

Company number 03870101

Company name in full Totally 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 26 09 2013

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	205,624,615	£0 01	205,624,615	£0 001
Deferred			205,624,615	£0 009
Deferred	20,500,000	£0 01	22,777,777	£0 009

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

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	£0 001	0 00	205,624,615	£ 205,624 62
Deferred	£0 009	0 00	228,402,392	£ 2,055,621 53
				£
				£
Totals			434,027,007	£ 2,261,246 14

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

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

③ Total number of issued shares in this class

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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	434,027,007	
Total aggregate nominal value ①	2,261,248 14	

10	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 statement of capital share tables in Section 7 and Section 8	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 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	Deferred	
Prescribed particulars	The Deferred Shares have no voting rights, do not carry any entitlement to attend general meetings of the Company and do not have the right to receive dividends. They have the right to a distribution of any surplus assets on a winding up only after each Ordinary Share has received in aggregate capital repayments of £1m	
Class of share	Ordinary	
Prescribed particulars	The Ordinary 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		

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Class of share		<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <p>a. particulars of any voting rights including rights that arise only in certain circumstances,</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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> <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		<p>2 Societas Europaea</p> <p>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</p> <p>Under either section 270 or 274 of the Companies Act 2006</p>
I am signing this form on behalf of the company		
Signature	<p>Signature</p> <p>X <i>Wenduhaven</i> X</p>	
<p>This form may be signed by</p> <p>Director <input type="checkbox"/>, Secretary, Person authorised <input type="checkbox"/>, 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

Company name HowardKennedyFsi LLP

Address 179 Great Portland Street

Post town London

Country/Region

Postcode

W 1 W 5 L S

Country

England

DX

Telephone



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 NR 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