

SH02

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



IRIS
LASERFORM

☒ **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
notice of a conversion of
stock

WEDNESDAY



A40

AQLNXOE7

20/10/2010

9

COMPANIES HOUSE

1 Company details

Company number

| | | | | | | |
|---|---|---|---|---|---|---|
| 4 | 0 | 5 | 6 | 1 | 6 | 3 |
|---|---|---|---|---|---|---|

Company name in full **CG ASSET MANAGEMENT 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

| | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| d | 0 | d | 5 | m | 0 | m | 9 | y | 2 | y | 0 | y | 1 | 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 |
| ORDINARY | 135121 | 1 00 | | |
| 'A' ORDINARY | | | 135121 | 0 50 |
| 'B' ORDINARY | | | 135121 | 0 50 |

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

| Value of stock | New share structure | | |
|----------------|---|-------------------------|-----------------------------|
| | 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 |
|---|-----------------------------------|---|--------------------|---------------------------|
| 'A' ORDINARY | 0 50 | | 135121 | £ 67,560 50 |
| 'B' ORDINARY | 0 50 | | 135121 | £ 67,560 50 |
| | | | | £ |
| | | | | £ |
| Totals | | | 270242 | £ 135,121 00 |

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 ③ |
| | | | | |
| | | | | |
| 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 ③ |
| | | | | |
| | | | | |
| Totals | | | | |

① Including both the nominal value and any share premium

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

② 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 | 270242 | |
| Total aggregate nominal value 1 | £135121 | |

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 | A ORDINARY SHARES OF 50p EACH | |
| Prescribed particulars | (a) voting 1 vote per A Ordinary Share on a written resolution or on a poll at a meeting, a holder of A Ordinary Shares has 1 vote on a show of hands at a meeting (b) participation in a distribution (dividends) available profits shall be distributed in the discretion of and as determined by the Board amongst (i) the holders of the A Ordinary Shares or (ii) the holders of the B Ordinary Shares or (c) the holders of the A Ordinary Shares and the B Ordinary Shares (pari passu as if the same constituted one class of share) (c) participation in a distribution (capital) On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied as follows (see continuation sheet) | |
| Class of share | B ORDINARY SHARES OF 50p EACH | |
| Prescribed particulars | (a) voting 1 vote per B Ordinary Share on a written resolution or on a poll at a meeting, a holder of B Ordinary Shares has 1 vote on a show of hands at a meeting (b) participation in a distribution (dividends) available profits shall be distributed in the discretion of and as determined by the Board amongst (i) the holders of the A Ordinary Shares or (ii) the holders of the B Ordinary Shares or (c) the holders of the A Ordinary Shares and the B Ordinary Shares (pari passu as if the same constituted one class of share) (c) participation in a distribution (capital) on a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied as follows (see continuation sheet) | |
| 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 | A Ordinary Shares (continuation) | ① Prescribed particulars of rights attached to shares |
|------------------------|---|---|
| Prescribed particulars | <p>(A) to the holders of A Ordinary Shares, the lower of (i) the amount available for distribution and (ii) the Agreed Value at that date, and</p> <p>(B) to the holders of B Ordinary Shares, if the amount available for distribution is greater than the Agreed Value, a sum equal to (i) the amount available for distribution less (ii) the Agreed Value at that date,</p> <p>such amounts to be allocated between the holders of the relevant class of Shares on a pro rata basis according to the number of Shares of such class which are held by each of them. For this purpose the "Agreed Value" is defined as the amount, calculated from time to time, which is equal to £35,315 026 (less any sum paid to the holders of the A Ordinary Shares (whether by way of dividend, distribution or buy-back of Shares or otherwise) from 5 October 2010 to the date of any return of capital, the date of buyback or the date of exit) (the "Principal Amount") together with an amount which the Principal Amount would have earned if placed on deposit earning interest at 5.5% per annum from 5 October 2010 to the date of return of capital, the date of buyback or the date of exit, such interest to be calculated on a daily basis and compounded annually on 5 October in each year</p> <p>(d) redemption the A Ordinary Shares are not to be redeemed or liable to be redeemed at the option of the Company or the shareholder</p> | <p>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 - 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 | B Ordinary Shares (continuation) | ① Prescribed particulars of rights attached to shares |
|------------------------|---|---|
| Prescribed particulars | <p>(A) to the holders of A Ordinary Shares, the lower of (i) the amount available for distribution and (ii) the Agreed Value at that date, and</p> <p>(B) to the holders of B Ordinary Shares, if the amount available for distribution is greater than the Agreed Value, a sum equal to (i) the amount available for distribution less (ii) the Agreed Value at that date,</p> <p>such amounts to be allocated between the holders of the relevant class of Shares on a pro rata basis according to the number of Shares of such class which are held by each of them. For this purpose the "Agreed Value" is defined as the amount, calculated from time to time, which is equal to £35,315 026 (less any sum paid to the holders of the A Ordinary Shares (whether by way of dividend, distribution or buy-back of Shares or otherwise) from 5 October 2010 to the date of any return of capital, the date of buyback or the date of exit) (the "Principal Amount") together with an amount which the Principal Amount would have earned if placed on deposit earning interest at 5.5% per annum from 5 October 2010 to the date of return of capital, the date of buyback or the date of exit, such interest to be calculated on a daily basis and compounded annually on 5 October in each year</p> <p>(d) redemption the B Ordinary Shares are not to be redeemed or liable to be redeemed at the option of the Company or the shareholder</p> | <p>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 | | 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 |
| Prescribed particulars | | |
| Class of share | | |
| Prescribed particulars | | |

11

Signature

| | | | |
|-----------|--|---|--|
| Signature | I am signing this form on behalf of the company | | 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 |
| | Signature X  X | This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager | |

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 **E A C COTTRELL**

Company name **CG ASSET MANAGEMENT LIMITED**

Address **25 MOORGATE**

Post town **LONDON**

County/Region

Postcode **E C 2 R 6 A Y**

Country **UK**

DX

Telephone **020 7131 4987**

**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 enquires@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk