

SH02

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

☒ **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
notice of a conversion of share
stock

TUESDAY



A22JPSUG

A40

19/02/2013

#18

COMPANIES HOUSE

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

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
Non-cumulative redeemable preference	1,700,000	1 00

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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	1 50	0 00	9167	£ 91 67
B Ordinary	85 15	0 00	199650	£ 1,996 50
B Ordinary	89 57	0 00	11165	£ 111.65
Ordinary	11 10	0 00	772305	£ 7,723 05
Totals			992287	£ 9,922 87

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

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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	992287	
Total aggregate nominal value 1	9922 87	

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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	Ordinary shares of £0 01 each	
Prescribed particulars	<p style="text-align: center;"><u>Voting</u></p> <p>The ordinary shares of £0 01 each in the Company (the "Ordinary Shares") confer on their holders the right to receive notice of and to attend, speak, and vote at all general meetings of the Company and to sign written resolutions of the Company On a show of hands each holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll each such holder so present shall have one</p> <p>PLEASE SEE CONTINUATION SHEET</p>	
Class of share	A ordinary shares of £0 01 each	
Prescribed particulars	<p style="text-align: center;"><u>Voting</u></p> <p>Save as provided below, the A ordinary shares of £0 01 each in the Company (the "A Ordinary Shares") shall not be entitled to receive notice of or to attend either in person or by proxy general meetings of the Company and shall not be entitled to vote thereat (either personally or by proxy) and shall not be entitled to receive or participate in written resolutions of the Company The creation or issue of new A Ordinary Shares will not constitute a breach of the class rights attaching to the A Ordinary Shares</p> <p>PLEASE SEE CONTINUATION SHEET</p>	
Class of share	B ordinary shares of £0 01 each	
Prescribed particulars	<p style="text-align: center;"><u>Voting</u></p> <p>The B ordinary shares of £0 01 each in the Company (the "B Ordinary Shares") confer on their holders the right to receive notice of and to attend speak, and vote at all general meetings of the Company and to sign written resolutions of the Company On a show of hands each holder of B Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one</p> <p>PLEASE SEE CONTINUATION SHEET</p>	

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Class of share	
Prescribed particulars	
Class of share	
Prescribed particulars	

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

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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

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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 Peter Dunn

Company name Burges Salmon LLP

Address One Glass Wharf

Post town Bristol

County/Region

Postcode B S 2 0 Z X

Country

DX

Telephone 0117 939 2000



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



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



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

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

Class of share	Ordinary shares of £0.01 each	
Prescribed particulars	<p>vote for each such Ordinary Share held by him. The creation or issue of new Ordinary Shares will not constitute a breach of the class rights attaching to the Ordinary Shares. Any variation of the rights attached to the Ordinary Shares shall only be valid if approved at a class meeting of the holders of the Ordinary Shares by a special resolution of those attending and voting at such meeting (being a resolution in which holders of at least three quarters in nominal value of the Ordinary Shares held by those attending the meeting voted in favour) or by a special resolution passed by written resolution of the holders of the Ordinary Shares.</p> <p style="text-align: center;"><u>Distribution</u></p> <p>“Event” means any event (or series of related events) as a result of which all or a majority (by nominal value of shares in the capital of the Company (the “Shares”) held) of the holders of Shares derive any capital sum or other distribution or receipt of monies or assets (other than sums, distributions or receipts of an income nature) in respect of the Shares whether received from the Company or a third party including without limitation a sale of Shares or admission of any Shares to listing on the Official List of the UK Listing Authority and to trading on the Main Market of London Stock Exchange plc or the grant of permission for any Shares to be dealt with on the Alternative Investment Market or any other recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000) or any other public securities market and such permission becoming effective or a distribution of assets by the Company by way of a dividend in specie or by a return of capital on liquidation or otherwise (other than a conversion, redemption or purchase of Shares by the Company).</p> <p>Every dividend to be paid by the Company (other than a dividend payable on or following the occurrence of an Event) will be distributed to the holders of the Ordinary Shares and the B ordinary shares of £0.01 each in the Company (the “B Ordinary Shares”) only as if they constituted one class of share, such dividend to be distributed pro rata to their holdings of Ordinary Shares and/or B Ordinary Shares.</p> <p style="text-align: center;"><u>Capital</u></p> <p>On or following the occurrence of an Event the capital sum or other distribution or receipt shall after the payment of all expenses and costs connected therewith or payment of the Company’s liabilities as applicable (the “Net Proceeds of the Event”) be applied (to the extent that the Company is lawfully permitted to do so) as follows -</p> <p>(a) the first £A (as defined below) in value thereof (or, if less, the whole of the Net Proceeds of the Event) shall be paid to the holders of B Ordinary Shares pro rata amongst the holders of B Ordinary Shares. For this purpose</p> <p style="padding-left: 40px;">£A = an amount equal to £89.57 multiplied by the number of B Ordinary Shares in issue on the date of the relevant Event,</p> <p>PLEASE SEE CONTINUATION SHEET</p>	<p>① Prescribed particulars of rights attached to shares</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>

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

Class of share	Ordinary shares of £0 01 each	
Prescribed particulars	<p>(b) the next £B (as defined below) in value thereof (or, if less, the entire balance of the Net Proceeds of the Event) shall be paid to the holders of Ordinary Shares pro rata to their respective holdings of Ordinary Shares For this purpose</p> <p>£B = £15 multiplied by the number of Ordinary Shares in issue on the date of the relevant Event</p> <p>(c) the next £C (as defined below) in value thereof (or, if less, the entire balance of the Net Proceeds of the Event) shall be paid to the holders of the Ordinary Shares and the holders of A ordinary shares of £0 01 each in the Company (the "A Ordinary Shares") (as if they constituted one class of shares) pro rata to their respective holdings of Ordinary Shares and A Ordinary Shares For this purpose</p> <p>£C = £74 57 multiplied by the aggregate number of Ordinary Shares and A Ordinary Shares in issue on the date of the relevant Event</p> <p>(d) the balance thereof (if any) shall be paid to the holders of the Ordinary Shares and the holders of A Ordinary Shares and the holders of the B Ordinary Shares as if they constituted one class of shares pro rata to their respective holdings of Ordinary Shares, A Ordinary Shares and B Ordinary Shares</p> <p style="text-align: center;"><u>Redemption</u></p> <p>Neither the Company nor the holders of Ordinary Shares have the right to redeem any of the Ordinary Shares and there are no circumstances in which the Ordinary Shares are to be 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>

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Prescribed particulars	<p>Any variation of the rights attached to the A Ordinary Shares shall only be valid if approved at a class meeting of the holders of the A Ordinary Shares by a special resolution of those attending and voting at such meeting (being a resolution in which holders of at least three quarters in nominal value of the A Ordinary Shares held by those attending the meeting voted in favour) or by a special resolution passed by written resolution of the holders of the A Ordinary Shares</p> <p style="text-align: center;"><u>Distribution</u></p> <p>“Event” means any event (or series of related events) as a result of which all or a majority (by nominal value of shares in the capital of the Company (the “Shares”) held) of the holders of Shares derive any capital sum or other distribution or receipt of monies or assets (other than sums, distributions or receipts of an income nature) in respect of the Shares whether received from the Company or a third party including without limitation a sale of Shares or admission of any Shares to listing on the Official List of the UK Listing Authority and to trading on the Main Market of London Stock Exchange plc or the grant of permission for any Shares to be dealt with on the Alternative Investment Market or any other recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000) or any other public securities market and such permission becoming effective or a distribution of assets by the Company by way of a dividend in specie or by a return of capital on liquidation or otherwise (other than a conversion, redemption or purchase of Shares by the Company)</p> <p>The holders of A Ordinary Shares shall not be entitled to participate in or receive any dividend other than a dividend payable on or following the occurrence of an Event</p> <p style="text-align: center;"><u>Capital</u></p> <p>On or following the occurrence of an Event the capital sum or other distribution or receipt shall after the payment of all expenses and costs connected therewith or payment of the Company’s liabilities as applicable (the “Net Proceeds of the Event”) be applied (to the extent that the Company is lawfully permitted to do so) as follows -</p> <p>(a) the first £A (as defined below) in value thereof (or, if less, the whole of the Net Proceeds of the Event) shall be paid to the holders of B ordinary shares of £0.01 each in the Company (the “B Ordinary Shares”) pro rata amongst the holders of B Ordinary Shares For this purpose</p> <p style="padding-left: 40px;">£A = an amount equal to £89.57 multiplied by the number of B Ordinary Shares in issue on the date of the relevant Event,</p> <p>PLEASE SEE CONTINUATION SHEET</p>	

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Prescribed particulars	<p>(b) the next £B (as defined below) in value thereof (or, if less, the entire balance of the Net Proceeds of the Event) shall be paid to the holders of ordinary shares of £0 01 each in the Company (the "Ordinary Shares") pro rata to their respective holdings of Ordinary Shares For this purpose</p> <p>£B = £15 multiplied by the number of Ordinary Shares in issue on the date of the relevant Event</p> <p>(c) the next £C (as defined below) in value thereof (or, if less, the entire balance of the Net Proceeds of the Event) shall be paid to the holders of the Ordinary Shares and the holders of A Ordinary Shares (as if they constituted one class of shares) pro rata to their respective holdings of Ordinary Shares and A Ordinary Shares For this purpose</p> <p>£C = £74 57 multiplied by the aggregate number of Ordinary Shares and A Ordinary Shares in issue on the date of the relevant Event</p> <p>(d) the balance thereof (if any) shall be paid to the holders of the Ordinary Shares and the holders of A Ordinary Shares and the holders of the B Ordinary Shares as if they constituted one class of shares pro rata to their respective holdings of Ordinary Shares, A Ordinary Shares and B Ordinary Shares</p> <p style="text-align: center;"><u>Redemption</u></p> <p>Neither the Company nor the holders of A Ordinary Shares have the right to redeem any of the A Ordinary Shares and there are no circumstances in which the A Ordinary Shares are to be redeemed</p>	

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

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Prescribed particulars	<p>vote and on a poll each such holder so present shall have one vote for each such B Ordinary Share held by him. The creation or issue of new B Ordinary Shares will not constitute a breach of the class rights attaching to the B Ordinary Shares. Any variation of the rights attached to the B Ordinary Shares shall only be valid if approved at a class meeting of the holders of the B Ordinary Shares by a special resolution of those attending and voting at such meeting (being a resolution in which holders of at least three quarters in nominal value of the B Ordinary Shares held by those attending the meeting voted in favour) or by a special resolution passed by written resolution of the holders of the B Ordinary Shares.</p> <p style="text-align: center;"><u>Distribution</u></p> <p>“Event” means any event (or series of related events) as a result of which all or a majority (by nominal value of shares in the capital of the Company (the “Shares”) held) of the holders of Shares derive any capital sum or other distribution or receipt of monies or assets (other than sums, distributions or receipts of an income nature) in respect of the Shares whether received from the Company or a third party including without limitation a sale of Shares or admission of any Shares to listing on the Official List of the UK Listing Authority and to trading on the Main Market of London Stock Exchange plc or the grant of permission for any Shares to be dealt with on the Alternative Investment Market or any other recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000) or any other public securities market and such permission becoming effective or a distribution of assets by the Company by way of a dividend in specie or by a return of capital on liquidation or otherwise (other than a conversion, redemption or purchase of Shares by the Company). Every dividend to be paid by the Company (other than a dividend payable on or following the occurrence of an Event) will be distributed to the holders of the B Ordinary Shares and the ordinary shares of £0.01 each in the Company (the “Ordinary Shares”) only as if they constituted one class of share, such dividend to be distributed pro rata to their holdings of B Ordinary Shares and/or Ordinary Shares.</p> <p style="text-align: center;"><u>Capital</u></p> <p>On or following the occurrence of an Event the capital sum or other distribution or receipt shall after the payment of all expenses and costs connected therewith or payment of the Company’s liabilities as applicable (the “Net Proceeds of the Event”) be applied (to the extent that the Company is lawfully permitted to do so) as follows -</p> <p>(a) the first £A (as defined below) in value thereof (or, if less, the whole of the Net Proceeds of the Event) shall be paid to the holders of B Ordinary Shares pro rata amongst the holders of B Ordinary Shares. For this purpose</p> <p style="padding-left: 40px;">£A = an amount equal to £89.57 multiplied by the number of B Ordinary Shares in issue on the date of the relevant Event,</p> <p>PLEASE SEE CONTINUATION SHEET</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>

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