



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.

✗ What this form is NOT for
You cannot use this form to give notice of a conversion of shares into stock.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number	0	4	5	0	4	8	9	7
Company name in full	MERCHANT MONEY LTD							

→ 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	0	0	1	2	0	2	3
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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
Ordinary shares	100,000	£0.01	1,000	£1

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

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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

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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.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page

Use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

£	Ordinary shares	1,000	1,000	
£	Preference shares	8,405,874	8,405,874	
£	A Ordinary share	10	10	
Totals		8,406,884	8,406,884	0

Currency table B

Totals				

Currency table C

Totals				

Total issued share capital table

Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶ ❷
Grand total	8,406,884	£8,406,884	0

❶ Show different currencies separately. For example: £100 + €100 + \$10

❷ **Total aggregate amount unpaid**

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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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**.

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	Ordinary share
Prescribed particulars ¹	One vote per share. Rights as to income are set out in Article 15 and entitle the holders to the Remaining Entitlement of any dividend pro rata and pari passu between the holders of Ordinary Shares. Rights as to capital are set out in Article 16 and are applied, first to the Preference Shares to an amount paid on each such share, thereafter, up to the First Hurdle, to the Ordinary Shares pari passu and pro rata between the holders of Ordinary Shares, and, second, the balance between the holders of A Ordinary Shares in respect of the A Share Entitlement and the Ordinary Shares in respect of the Remaining Entitlement. The shares are not redeemable.
Class of share	Preference share
Prescribed particulars ¹	The shares are non-voting. The Preference Shares do not have any rights to dividends declared by the Company but no dividends may be declares while they're in issue, as set out in Article 15. Rights as to capital are set out in Article 16 and are applied, first, in priority to holders of Preference Shares, distributing a sum equal to the amount paid on each Preference Share held by them and pro rata and pari passu to the number of Preference Shares held if the total value of the Consideration and/or Surplus Assets are insufficient for such payment in full to the holder of Preference Shares. The shares are redeemable in accordance with Article 17.
Class of share	A Ordinary share
Prescribed particulars ¹	The shares are non-voting. Rights as to income are set out in Article 15 and entitle the holders to the A Share Entitlement of any dividend pro rata and pari passu between the holders of A Ordinary Shares. Rights as to capital are set out in Article 16 and are applied, first to the Preference Shares to an amount paid on each such share, thereafter, up to the First Hurdle, to the Ordinary Shares pari passu and pro rata between the holders of Ordinary Shares, and, second, the balance between the holders of A Ordinary Shares in respect of the A Share Entitlement and the Ordinary Shares in respect of the Remaining Entitlement. The shares are redeemable.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X *Mayer Braun Innes & Co LLP* X

This form may be signed by:
 Director², Secretary, Person authorised³, 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 Yuma Takahashi

Company name Mayer Brown International LLP

Address 201 Bishopsgate

Post town

County/Region London

Postcode E C 2 M 3 A F

Country United Kingdom

DX

Telephone +44 20 3130 3693



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

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