

**SH02**

laserform

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**
You cannot use this form
notice of a conversion of
into stock.

THURSDAY



A29 *A8ETKQI0* #142
26/09/2019
COMPANIES HOUSE

1**Company details**

Company number 0 4 9 5 5 5 5 5

Company name in full Skills Matter 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 19 09 2019

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
Deferred	1356	0.01	13560000	0.000001

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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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.

New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

7

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.

Please use a Statement of Capital continuation page if necessary.

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

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

GBP	See continuation sheet			
Totals				

Currency table B

Totals				

Currency table C

Totals				

	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)	37495232	191.60	0.00

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

SH02 - continuation page
Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

Statement of capital

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium	
GBP	Ordinary	13845	138.45		
GBP	Deferred	37280000	37.28		
GBP	A Ordinary	1387	13.87		
GBP	Preference	200000	2.00		
Totals		37495232	191.60		0.00

SH02

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

8

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**.

Class of share	Ordinary
Prescribed particulars ①	Each ordinary share carries one vote and ranks equally with the other ordinary shares in all respects including as to dividends and other distributions (including on a winding up). The ordinary shares are not redeemable.
Class of share	Deferred
Prescribed particulars ①	Non voting shares. On a dividend or distribution, once the holders of equity shares have received £250 million in respect of their shares, the deferred shares shall carry an entitlement to receive an aggregate amount of £1.00 for the entire class of deferred shares (such payment to be deemed satisfied by payment to any one holder of deferred shares).
Class of share	A Ordinary
Prescribed particulars ①	Each A ordinary share carries one vote and ranks equally with the other A ordinary shares in all respects including as to dividends and other distributions (including on a winding up). The A ordinary shares are not redeemable.

① Prescribed particulars of rights attached to shares

The particulars are:


- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.

9

Signature

	I am signing this form on behalf of the company.
Signature	<div> <div>X</div>  <div>X</div> </div>
	<p>This form may be signed by:</p> <p>Director ②, Secretary, Person authorised ③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.</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.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

SH02 - continuation page

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

8

Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Preference	
Prescribed particulars	<p>NON VOTING SHARES. EACH PREFERENCE SHARE CARRIES A RIGHT TO A CUMULATIVE (ON A NON-COMPOUNDING BASIS) CASH PREFERENTIAL DIVIDEND OF 6% PER ANNUM FROM THE FIFTH ANNIVERSARY OF ISSUE (THE "PREFERENCE DIVIDEND").</p> <p>ON ANY IPO, IF THE COMPANY HAS INSUFFICIENT FUNDS FOR DISTRIBUTION IN SATISFACTION OF ANY ARREARS OF PREFERENCE DIVIDEND, THE COMPANY SHALL ALLOT TO EACH HOLDER OF SHARES SUCH NUMBER OF ORDINARY SHARES AS SHALL HAVE AN AGGREGATE REALISATION PRICE EQUAL TO THE UNPAID DIVIDEND.</p> <p>THE PREFERENCE SHARES ARE REDEEMABLE EITHER (I) IN FOUR INSTALMENTS OF £50,000 EACH ON THE FIFTH, SIXTH, SEVENTH AND EIGHTH ANNIVERSARY OF THE DATE OF ADOPTION; (II) OR IF EARLIER, IMMEDIATELY PRIOR TO, AND CONDITIONALLY UPON, THE OCCURRENCE OF AN EXIT, IPO OR WINDING UP.</p> <p>ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED FIRST IN PAYING THE PREFERENCE SHAREHOLDERS IN RESPECT OF THE PREFERENCE SHARES.</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. <p>A separate table must be used for each class of share.</p>

SH02

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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 ZOLO NS4446.00015

Company name CMS Cameron McKenna Nabarro Olswang LLP

Address Cannon Place

78 Cannon Street

Post town London

County/Region

Postcode E C 4 N 6 A F

Country United Kingdom

DX DX135316 London Cannon Place

Telephone +44 207 367 3000



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.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