In accordance with Section 619, 621 & 689 of the Companies Act 2006.

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

THURSDAY

A4MYJGVU
A48 24/12/2015 #336
COMPANIES HOUSE

1 Company details

Company number	0 5 1 4 5 6 8 5
Company name in full	Booker Group 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: d2 d0 m0 m7 y2 y0 y1 y5

3 Consolidation

Please show the amendments to each class of share.

	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	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.

	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	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
B Shares	1,764,571,053	£0.35

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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

Statment 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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
B Shares	0.35	0.00	1,520,361	£ 53,212.64
Ordinary	0.01	0.00	1,766,109,923	£ 17,661,099.23
				£
				£
			Totals 1,767,630,284	£ 17,714,311.87

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
			Totals	

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
			Totals	

❶ Including both the nominal value and any share premium.

❷ Total number of issued shares in this class.

❸ Number of shares issued multiplied by nominal value of each share.

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

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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.

Total number of shares	
Total aggregate nominal value ❶	

❶ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately. For example: £100 + €100 + $10 etc.

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

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**.

Class of share	B Shares
Prescribed particulars	The B Shares are redeemable preference shares and have no voting rights. The B Shares shall confer no right to participate in the profits of the Company, save for the right of redemption under article 139.4
Class of share	£0.01 Ordinary
Prescribed particulars	The ordinary shares have full voting and dividend rights, they do not confer any rights of redemption
Class of share	
Prescribed particulars	

❷ **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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Class of share	
Prescribed particulars	
Class of share	
Prescribed particulars	

❶ 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.

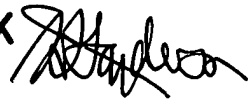
Please use a Statement of capital continuation page if necessary.

11 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:
~~Director~~ ❷, ~~Secretary~~, Person authorised ❸, ~~Administrator~~, ~~Administrative Receiver~~, ~~Receiver~~, ~~Receiver manager~~, ~~CIC~~ manager.

❷ 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.

❸ 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

Company name

Address

Post town

County/Region

Postcode

Country

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 N.R. 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