

Don't
staple this form

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 shares
into stock.

FRIDAY



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20/12/2019

#95

COMPANIES HOUSE

1 Company details

Company number 0 5 5 0 1 2 5 7

Company name in full BAPCO CLOSURES HOLDINGS 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 1 d 8 m 1 m 1 y 2 y 0 y 1 y 9

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
A Ordinary	1137500	1.00	113750000	0.01
B Ordinary	2716875	1.00	271687500	0.01
D Ordinary	14736689	1.00	1473668900	0.01

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

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
---------------------------------------------------------	--------------------------------------------------	------------------	-------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------

Currency table A

	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)	1867017664	22142240.83	0

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

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Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 7**.

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.

Please use a Statement of capital continuation page if necessary.

Class of share

A Ordinary

Prescribed particulars

NO PRESCRIBED PARTICULARS.

1

Class of share

B Ordinary

Prescribed particulars

NO PRESCRIBED PARTICULARS.

1

Class of share

C Ordinary

Prescribed particulars

NO PRESCRIBED PARTICULARS.

1

9

I am signing this form on behalf of the company.

Signature

Signature

x Maxwell

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 Jake Bedford

Company name Travers Smith LLP

Address 10 Snow Hill

Post town London

County/Region

Postcode E C 1 A 2 A L

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.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


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Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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	A Ordinary	113750000	1,137,500.00	
GBP	B Ordinary	271687500	2,716,875.00	
GBP	C Ordinary	142003	1,420.03	
GBP	D Ordinary	1473668900	14,736,689.00	
GBP	E Ordinary	3080923	3,080,923.00	
GBP	F Ordinary	4688338	468,833.80	
Totals		1867017664	22,142,240.83	0

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

Class of share	D Ordinary	
Prescribed particulars	<p>D ORDINARY SHARES HAVE NO ENTITLEMENT TO PARTICIPATE IN ANY INCOME DISTRIBUTIONS DECLARED BY THE COMPANY. UPON THE RETURN OF CAPITAL (OTHER THAN A REDMEPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), AFTER PAYMENT OF ALL LIABILITES THE SURPLUS ASSETS AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED FIRSTLY TO ORDINARY F SHAREHOLDERS THAT ARE ENTITLED TO 20% OF ANY ELIGIBLE RETURN. FOLLOWING PAYMENT TO THE HOLDERS OF F ORDINARY SHARES, THE REMAINING DISTRIBUTION AVAILABLE WILL BE MADE AS FOLLOWS; ANY PERSON ENTITLED TO BENEFIT UNDER THE MANAGEMENT INCENTIVE SCHEME ARE TO BE PAID. A PAYMENT OF £50,000 IS TO BE MADE TO THE HOLDERS OF ORDINARY E SHARES, TO BE PAID PRO RATA BETWEEN THE HOLDERS OF SUCH ORDINARY E SHARES. THE REMAINING CAPITAL AMOUNT IS TO BE DISTRIBUTED TO THE HOLDERS OF THE ORDINARY A, B, C AND D SHARES, AND ARE TO BE PAID PRO RATA BETWEEN THE HOLDERS OF SUCH SHARES. D ORDINARY SHAREHOLDERS SHALL ONLY HOLD VOTING RIGHTS IMMEDIATELY PRIOR TO A LISTING ON A PUBLIC SECURITIES MARKET.</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>

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

Class of share	E Ordinary	
Prescribed particulars	<p>E ORDINARY SHARES ARE ENTITLED TO 50% OF ANY REMAINING INCOME DISTRIBUTION PAYABLE IN EXCESS OF £3,000,000 IN PROPORTION TO THE NUMBER OF E SHARES HELD. UPON A RETURN OF CAPITAL (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), AFTER PAYMENT OF ALL LIABILITIES THE SURPLUS ASSETS AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED FIRSTLY TO ORDINARY F SHAREHOLDERS THAT ARE ENTITLED TO 20% OF ANY ELIGIBLE RETURN. FOLLOWING PAYMENT TO THE HOLDERS OF F ORDINARY SHARES, THE REMIANING DISTRIBUTION AVAILABLE WILL BE MADE AS FOLLOWS; ANY PERSONS ENTITLED TO THE BENEFIT UNDER THE MANAGEMENT INCENTIVE SCHEME ARE TO BE PAID. A PAYMENT OF £50,000 IS TO BE MADE TO THE HOLDERS OF ORDINARY E SHARES, TO BE PAID PRO RATA BETWEEN THE HOLDERS OF SUCH E ORDINARY SHARES. E SHARES CARRY NO VOTING RIGHTS.</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. <p>A separate table must be used for each class of share.</p>

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

Class of share	F Ordinary	① Prescribed particulars of rights attached to shares The particulars are: <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. A separate table must be used for each class of share.
Prescribed particulars	<p>F ORDINARY SHARES ARE ENTITLED TO 20% OF ANY INCOME DISTRIBUTION PAYABLE. UPON RETURN OF CAPITAL (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), AFTER PAYMENT OF ALL LIABILITIES THE SURPLUS ASSETS AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED FIRSTLY TO ORDINARY F SHAREHOLDERS THAT ARE ENTITLED TO 20% OF ANY ELIGIBLE RETURN. F SHAREHOLDERS SHALL BE ENTITLED TO A MAXIMUM OF 20% OF THE VOTING RIGHTS AT ANY RELEVANT VOTING EVENT.</p>	