

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 give
notice of a conversion of shares
stock

TUESDAY



A19 *A4XXLPGA* 05/01/2016 #196
COMPANIES HOUSE

1 Company details

Company number 0 5 8 0 4 3 2 3
Company name in full Inspired Gaming Group 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 d1 d6 m1 m2 y2 y0 y1 y5

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
Ordinary	124081373	0 006	744,488,920	0.001
Convertible Deferred	4,541,492	0 01	45,414,920	0 001

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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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

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
Ordinary	0 001	0 00	744488238	£ 74,488 24
Convertible Deferred	0 001	0 00	45414920	£ 45,414 92
Deferred	0 001	0 00	955824537	£ 955,824.54
				£
Totals			1745727695	£ 1,075,727.70

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

② Total number of issued shares in this class

③ 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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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	1745727695	
Total aggregate nominal value 1	1075727 7	

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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	See Continuation Sheet	
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		

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

Class of share	Ordinary	
Prescribed particulars	<p>(a) the holders of the ordinary shares shall have the right to receive notice of, and attend and vote at, any general meeting of the Company,</p> <p>(b) the holders of the ordinary shares shall have the right to receive any dividend or other distribution at the discretion of the directors,</p> <p>(c) the holders of the ordinary shares shall be entitled on a return of capital or on a winding up or otherwise to the repayment of the amounts paid up on such shares</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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> <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	Convertible Deferred	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>(a) the holders of the convertible deferred shares shall have no right to receive notice of, nor attend and vote at, any general meeting of the Company,</p> <p>(b) the holders of the convertible deferred shares shall have no right to receive any dividend or other distribution,</p> <p>(c) the holders of the convertible deferred shares shall be entitled on a return of capital or on a winding up or otherwise to the repayment of the amounts paid up on such shares after the repayment of the capital paid up on the ordinary shares and the payment of up to £100,000 on each such ordinary share but the holders of the convertible deferred shares shall not be entitled to any further participation in the assets of profits of the Company,</p> <p>(d) the rights attaching to the convertible deferred shares shall not be modified, abrogated or varied by the issue of any shares ranking in priority thereto, by the redemption of any shares other than the convertible deferred shares or by the cancellation of the convertible deferred shares without any payment to the holders thereof, and</p> <p>(e) the creation or issue of convertible deferred shares shall be deemed to confer irrevocable authority on the Company at any time thereafter to appoint any person to execute on behalf of all the holders of the convertible deferred shares a transfer thereof and/or agreement to transfer the same, without making any payment or obtaining the consent or sanction of the holders thereof, to such person or persons as the Company may determine and to cancel the same in accordance with the Act without making any payment to or obtaining the sanction of the holders thereof and pending such transfer, to retain the certificates (if any) for such shares</p>	<p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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> <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	Deferred	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>(a) the holders of the deferred shares shall have no right to receive notice of, nor attend and vote at, any general meeting of the Company,</p> <p>(b) the holders of the deferred shares shall have no right to receive any dividend or other distribution,</p> <p>(c) the holders of the deferred shares shall be entitled on a return of capital or on a winding up or otherwise to the repayment of the amounts paid up on such shares after the repayment of the capital paid up on the ordinary shares and the payment of up to £100,000 on each such ordinary share but the holders of the deferred shares shall not be entitled to any further participation in the assets or profits of the Company,</p> <p>(d) the creation or issue of deferred shares shall be deemed to confer irrevocable authority on the Company at any time thereafter to appoint any person to execute on behalf of all the holders of the deferred shares a transfer thereof and/or agreement to transfer the same, without making any payment or obtaining the consent or sanction of the holders thereof, to such person or persons as the Company may determine and to cancel the same in accordance with the Act without making any payment to or obtaining the sanction of the holders thereof and pending such transfer, to retain the certificates (if any) for such shares, and</p> <p>(e) the holders of the deferred shares shall not be entitled to transfer its deferred shares at any time without the consent of the Board</p>	<p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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> <p>A separate table must be used for each class of share</p>



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Prescribed particulars		
Class of share		
Prescribed particulars		

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Signature

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

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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 Rachel Fisher

Company name Dickson Minto W S.

Address Level 13

Broadgate Tower

20 Primrose Street

Post town London

County/Region

Postcode E C 2 A 2 E W

Country

DX

Telephone

**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