

SH02

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

Oyez

☒ 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
stock into shares.

TUE MONDAY



A06 *A7K1F63S*
03/12/2018 #94
COMPANIES HOUSE

A10 *A7J47ZMP*
20/11/2018 #133
COMPANIES HOUSE

1 Company details

Company number 0 6 0 6 0 9 6 9

Company name in full House of Holland 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 1 2 0 5 2 0 1 7

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 Shares	100	£1.00	10000	£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

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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'.

Please use a Statement of Capital continuation page if necessary.

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

£	A Ordinary Shares	10000	£100.00	
Totals		10000	100	0

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
10000	£100	0

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

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

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

A Ordinary Shares

Prescribed particulars

See continuation pages

Class of share

Prescribed particulars

Class of share

Prescribed particulars

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Signature

I am signing this form on behalf of the company:

Signature

Signature

This form may be signed by:
 Director, Secretary, Person authorised, 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

James Scott

Company name

Charles Russell Speechlys

Address

5 Fleet Place

City

London

Postcode

E C 4 M 7 R D

Country

United Kingdom

DX

19 London/ Chancery Lane

Telephone

020 7203 5000



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 (prescribed particulars of rights attached to shares)

Class of share	A Ordinary Shares	1. Prescribed particulars of rights attached to shares
Prescribed particulars	Dividends Amounts distributed (in cash or in specie) by the Company in or in respect of any financial year shall be apportioned amongst the holders of the Ordinary Shares and the A Shares in proportion to the numbers of Ordinary Shares and A Shares held by them respectively immediately prior to the time of the relevant distribution (as if the Ordinary Shares and A Shares constituted one class of share). Return of capital Any distribution, dividend or return of capital, whether on a winding up or otherwise ("Distribution") shall be applied in the following order of priority: if the proceeds of such Distribution are less than the Threshold Amount: o first, in paying to the holders of the A Shares an amount per A Share held equal to the amount subscribed or deemed to have been subscribed (including premium) for such A Share; or if the assets available for distribution are insufficient to meet such liability, then pro rata in accordance with the amount subscribed (including premium); o second, in paying the holders of Deferred Shares (if any) £1.00 in aggregate for all Deferred Shares; and o thereafter to the holders of the Ordinary Shares pro rata to each such Shareholder's holding of Ordinary Shares; or if the proceeds of such Distribution are equal to or exceed the Threshold Amount: o first, in paying to the holders of the A Share and the Ordinary Shares an amount equal to the Threshold Amount pro rata to each such Shareholder's holding of A Shares and Ordinary Shares (as if the A Shares and Ordinary Shares constituted a single class of shares); o second, in paying the holders of Deferred Shares (if any) £1.00 in aggregate for all Deferred Shares; and o thereafter, to the holders of the A Shares, B Shares and Ordinary Shares pro rata to each such Shareholder's holding of A Shares, B Shares and Ordinary Shares (as if the A Shares, B Shares and Ordinary Shares constituted a single class of 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.

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8	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares	
Prescribed particulars	Share Sale or IPO On a Share Sale the Proceeds of Sale shall be distributed in the order of priority set out in Article 4.2 and the Directors shall not register any transfer of Shares if the Proceeds of Sale are not so distributed save in respect of any Shares not sold in connection with that Share Sale provided that if the Proceeds of Sale are not settled in their entirety upon completion of the Share Sale: the Directors shall not be prohibited from registering the transfer of the relevant Shares so long as the Proceeds of Sale that are settled have been distributed in the order of priority set out in Article 4.2; and the Shareholders shall take any action required by an Investor Majority to ensure that the Proceeds of Sale in their entirety are distributed in the order of priority set out in Article 4.2. On an Asset Sale the surplus assets of the Company remaining after payment of its liabilities shall be distributed (to the extent that the Company is lawfully permitted to do so) in the order of priority set out in Article 4.2 provided always that if it is not lawful for the Company to distribute its surplus assets in accordance with the provisions of these Articles, the Shareholders shall take any action required by an Investor Majority to ensure the distribution of the surplus assets in the order of priority set out in Article 4.2). Voting Full voting rights.	

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.