

# 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 sh  
stock

TUESDAY



A40 22/03/2011 144  
COMPANIES HOUSE

### 1 Company details

Company number 0 6 1 3 8 8 1 4

Company name in full Etalreia Investments 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 2 8 0 2 2 0 1 1

### 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	85166666	0 0025		
Ordinary			85166666	0 0001
Deferred Ordinary			85166666	0 0024

### 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 0001	0 00	85166666	£ 8516 6666
Deferred Ordinary	0 0024	0 00	85166666	£ 204399 9984
				£
				£
<b>Totals</b>			170333332	£ 212916 6650

**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
<b>Totals</b>				

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
<b>Totals</b>				

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

**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	<b>1 Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	170333332	
Total aggregate nominal value <b>1</b>	212916 6650	

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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 <b>Section 7</b> and <b>Section 8</b>	<b>2 Prescribed particulars of rights attached to shares</b> 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	Ordinary shares	
Prescribed particulars	See continuation sheet	
Class of share	Deferred Ordinary shares	
Prescribed particulars	See continuation sheets	
Class of share		
Prescribed particulars		

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Class of share		<p><b>1 Prescribed particulars of rights attached to shares</b> The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars		
Class of share		
Prescribed particulars		

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## Signature

Signature	I am signing this form on behalf of the company	
	Signature	
	<p>X <i>a s. Ward</i> X</p> <p>This form may be signed by Director <b>2</b>, Secretary, Person authorised <b>3</b>, 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

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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

Edwin Coe LLP

Address

Post town

County/Region

Postcode

W

C

2

A

3

T

H

Country

DX DX 191 LDE CHANCERY LANE

Telephone 020 7691 4000



### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)

## SH02 - continuation page

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10	Statement of capital (Prescribed particulars of rights attached to shares) ①	
Class of share	Ordinary shares	
Prescribed particulars	<p>The ordinary shares entitle the holders.</p> <p>(a) to receive notice of, attend and vote at general meetings of the Company and on a poll to one vote for each ordinary share held,</p> <p>(b) to receive rateably in accordance with the number of shares held by them, any profits available for distribution and resolved to be distributed by the Company, and</p> <p>(c) on a return of capital to receive in accordance with the number of shares held, any amounts payable to shareholders on a liquidation or reduction of capital</p> <p>The ordinary shares are not redeemable or liable to be redeemed.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

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

Class of share	Deferred Ordinary shares	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>The deferred ordinary shares shall carry no rights to participate in the profits of the company</p> <p>On a return of capital in a winding up or dissolution (but not otherwise) the holders of the Deferred Ordinary shares shall be entitled to participate in the distribution of the assets of the Company pari passu with the holders of the ordinary shares but only in respect of any excess of those assets above £1,000,000,000,000. The holders of the deferred ordinary shares shall not be entitled to any further right of participation in the assets of the company</p> <p>The holder of the deferred ordinary shares shall not be entitled, in their capacity as holders of such shares, to receive notice of any general meeting of the company or to attend, speak or vote at such meeting</p> <p>The deferred ordinary shares shall not be listed on any stock exchange nor shall any share certificates be issued in respect of such shares. The deferred ordinary shares shall not be transferable, save as referred to below or with the written consent of the directors</p> <p>The company may from time to time create, allot and issue further shares, whether ranking pari passu with or in priority to deferred ordinary shares, and on such creation, allotment or issue any such further shares (whether or not ranking in any respect in priority to the deferred ordinary shares) shall be treated as being in accordance with the rights attaching to the deferred ordinary shares and shall not involve a variation of such rights for any purpose. A reduction by the company of the capital paid up on deferred ordinary shares shall not involve a variation of such rights for any purpose and the company shall be authorised at any time to reduce its capital (subject to and in accordance with the Companies Acts and without obtaining the consent of the holders of the deferred ordinary shares)</p> <p>The company has the irrevocable authority at any time to do all or any of the following without obtaining the sanction of the holder of holders of the deferred ordinary shares</p> <p>(A) to appoint any person to execute on behalf of any holder of the deferred ordinary shares a transfer of all or any part thereof and/or an agreement to transfer the same (without making any payment therefor) to such person as the directors may determine (whether or not an officer of the company) and who is willing to accept the same,</p> <p>(B) to purchase all or any of the same in accordance with the Companies Acts without obtaining the consent of the holders thereof and in consideration of the payment to each of the holders whose shares are purchased of an amount equal to one pence in respect of all the deferred shares then purchased from him,</p> <p>(C) for the purposes of any such purchase under (B) above, to appoint any person to execute on behalf of any holder of deferred ordinary shares a contract for the sale to the company of any such deferred ordinary shares held by him, and</p>	<p>The particulars are</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ol> <p>A separate table must be used for each class of share</p>

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

Class of share	Deferred Ordinary shares continued	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>(D) to cancel all or any of the same so purchased under (B) above in accordance with the Companies Acts</p> <p>Upon or after the purchase of any deferred ordinary shares in accordance with this paragraph the board may consolidate any/or subdivide and/or convert and/or reclassify the authorised deferred ordinary share capital of the company existing following such purchase (i) into shares of any other class of share capital into which the authorised share capital is or may at that time be divided of a like nominal amount as the shares of such other class and/or (ii) into unclassified shares</p>	<p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>