

DON'T
STAPLE

SH02

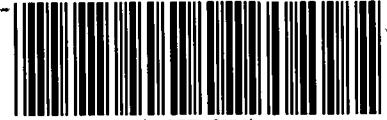
Notice of consolidation, sub-division, redemption
of shares or re-conversion of stock into shares

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 for**
You cannot use this form to
give notice of a conversion of stock
into shares.

SATURDAY



A07 *ACIZVOUY* 23/12/2023 #188
COMPANIES HOUSE

1 Company details

Company number 0 6 4 0 9 7 2 5
Company name in full PRINCESS YACHTS (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 1 8 1 2 2 0 2 3

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 1 Ordinary	53,630,138	£1.00	5,363,013,800	£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	

SH02

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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	

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.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page

Use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

GBP	A1 Ordinary	5,363,013,800	£53,630,138	
GBP	A Ordinary	528,557,425	£5,285,574.25	
GBP	B Ordinary	780,000	£7,800	
Totals		See continuation pg.	See continuation pg.	See continuation pg.

Currency table B

Totals				

Currency table C

Totals				

Total issued share capital table

Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ① ②
Grand total	5,954,671,225	£59,546,712.25	Nil

① Show different currencies separately. For example: £100 + €100 + \$10

② Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

SH02

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

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

Class of share

A1 ORDINARY

Prescribed particulars
①

THE A1 ORDINARY SHARES RANK IN PRIORITY TO ALL OTHER CLASSES OF SHARE WITH RESPECT TO DIVIDENDS, DISTRIBUTIONS AND RETURNS OF CAPITAL, PROVIDED THAT THE AGGREGATE AMOUNT DISTRIBUTED TO THE HOLDERS OF A1 ORDINARY SHARES SHALL NOT EXCEED £53,630,138. THE SHARES ARE NON-VOTING SHARES AND ARE NOT REDEEMABLE.

Class of share

A ORDINARY

Prescribed particulars
①

A ORDINARY VOTING

Class of share

B ORDINARY

Prescribed particulars
①

B ORDINARY NON VOTING

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.

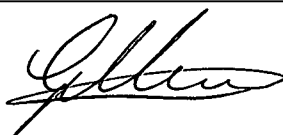
9 Signature

I am signing this form on behalf of the company.

Signature

Signature

X



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.

SH02

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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	Melanie Wensley
Company name	Princess Yachts Limited
Address	Newport Street
Post town	Plymouth
County/Region	Devon
Postcode	P L 1 3 Q G
Country	England
DX	
Telephone	01752 203888



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

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

SH02 - continuation page

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7

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	C Ordinary	200,000	£2,000	
GBP	D Ordinary	20,000	£200	
GBP	Preference	62,100,000	£621,000	
Totals		5,954,671,225	£59,546,712.25	

SH02 - continuation page

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

8	Statement of capital (prescribed particulars of rights attached to shares) ¹	
Class of share	C ORDINARY	
Prescribed particulars	<p>A) VOTING RIGHTS – THE A ORDINARY SHAREHOLDERS AND THE B ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND SPEAK AT AND VOTE AT GENERAL MEETINGS OF THE COMPANY. ON A SHOW OF HANDS EACH A ORDINARY SHAREHOLDERS AND THE B ORDINARY SHAREHOLDERS SHALL HAVE ONE VOTE AND ON A POLL THE A ORDINARY SHAREHOLDERS AND THE B ORDINARY SHAREHOLDERS SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND B ORDINARY SHARE RESPECTIVELY HELD BY THEM. PREFERENCE SHARES SHALL NOT CARRY ANY RIGHT TO VOTE AT GENERAL MEETINGS OF THE COMPANY UNLESS: THE RESOLUTION IS ONE WHICH DIRECTLY OR INDIRECTLY VARIES, MODIFIES, ALTERS OR ABROGATES ANY OF THE RIGHTS, PRIVILEGES, LIMITATIONS OR RESTRICTIONS ATTACHING TO THE PREFERENCE SHARES; OR THE RESOLUTION IS FOR THE WINDING UP OF THE COMPANY, THE REDUCTION OF SHARE CAPITAL, OR THE PURCHASE BY THE COMPANY OF ANY OF ITS SHARES. B) DISTRIBUTION OF DIVIDENDS: THE COMPANY MAY, UPON THE RECOMMENDATION OF THE DIRECTORS, BY ORDINARY RESOLUTION, DIRECT PAYMENT OF A DIVIDEND IN WHOLE OR IN PART BY THE DISTRIBUTION OF SPECIFIC ASSETS (AND IN PARTICULAR OF PAID-UP SHARES OR DEBENTURES OF ANY OTHER COMPANY) AND THE DIRECTORS SHALL GIVE EFFECT TO SUCH RESOLUTION. WHERE ANY DIFFICULTY ARISES IN REGARD TO SUCH DISTRIBUTION, THE DIRECTORS MAY SETTLE THE SAME AS THEY THINK EXPEDIENT AND IN PARTICULAR MAY ISSUE FRACTIONAL CERTIFICATES, MAY FIX THE VALUE FOR DISTRIBUTION OF SUCH SPECIFIC ASSETS OR ANY PART THEREOF, MAY DETERMINE THAT CASH SHALL BE PAID TO ANY SHAREHOLDER UPON THE FOOTING OF THE VALUE SO FIXED IN ORDER TO ADJUST THE RIGHTS OF SHAREHOLDERS AND MAY VEST ANY ASSETS IN TRUSTEES.</p>	

1 Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.

SH02 - continuation page

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

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

Class of share	C ORDINARY	
Prescribed particulars	<p>C) SUBJECT TO THE RIGHTS OF THE PREFERENCE SHARES, ON A RETURN OF CAPITAL ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE (OTHER THAN ON A REDEMPTION OF PURCHASE OF SHARES), THE BALANCE OF ANY ASSETS AVAILABLE FOR DISTRIBUTION AMONG THE A ORDINARY SHAREHOLDERS AND THE B ORDINARY SHAREHOLDERS, SUBJECT TO ANY SPECIAL RIGHTS WHICH MAY BE ATTACHED TO ANY OTHER CLASS OF SHARES, SHALL BE DISTRIBUTED AMONG THE A ORDINARY SHAREHOLDERS AND B ORDINARY SHARES HELD BY THEM RESPECTIVELY PRO RATA TO THEIR NOMINAL AMOUNT SUBJECT TO ANY SUCH DISTRIBUTION IN RESPECT OF THE A ORDINARY SHARES (BUT NOT, FOR THE AVOIDANCE OF DOUBT, THE B ORDINARY SHARES) BEING ADJUSTED ON AN EXIT AS A RESULT OF THE RIGHTS OF THE C ORDINARY SHARES AND THE D ORDINARY SHARES SET OUT IN THESE ARTICLES. D) THE COMPANY SHALL HAVE THE RIGHT, SUBJECT TO THE ACT, TO REDEEM AT ANY TIME AND FROM TIME TO TIME DURING THE PERIOD COMMENCING ON THE ACQUISITION COMPLETION DATE AND ENDING ON 31 DECEMBER 2020 THE WHOLE OR ANY PART OF THE PREFERENCE SHARES FOR THE TIME BEING ISSUED AND OUTSTANDING UPON GIVING TO THE HOLDERS OF THE PARTICULAR PREFERENCE SHARES TO BE REDEEMED NOT LESS THAN 28 DAYS' PRIOR NOTICE IN WRITING OF THE DATE (THE "PREFERENCE SHARE REDEMPTION DATE") WHEN SUCH REDEMPTION IS TO BE EFFECTIVE.</p>	<p>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>

SH02 - continuation page

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Prescribed particulars	PREFERENCE	