

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

SATURDAY



A28 *A36609CH* 19/04/2014 #83
COMPANIES HOUSE

1 Company details	
Company number	0 6 7 2 0 3 5 0
Company name in full	Exova 2014 Limited

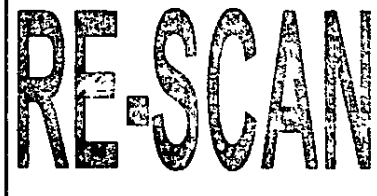
Filling in this form
Please complete in typescript or in bold
black capitals
All fields are mandatory unless
specified or indicated by *

2 Date of resolution	
Date of resolution	d 1 3 m 0 4 y 2 0 1 4

3 Consolidation				
Please show the amendments to each class of share				
	Previous share structure		New share structure	
Class of shares (E g Ordinary/Preference etc)	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				
	Previous share structure		New share structure	
Class of shares (E g Ordinary/Preference etc)	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
Preference	34,216,459	£1 00	342,164,590	£0 10

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	£0.10	N11	11,258,818	£ 1125881.80
Preferred Ordinary	1	N11	500,000	£ 500000.00
Deferred	£0.10	N11	35,351,649	£ 3535164.90
Preference	£0.10	N11	342,164,590	£ 34216459.00
Totals			389275057	£ 39377505.70

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

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

Continuation pages
Please use a Statement of Capital continuation page if necessary

² Total number of issued shares in this class

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9**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		
Total aggregate nominal value		


10**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 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	Ordinary	
Prescribed particulars	Please see continuation sheet for prescribed particulars of rights attached to Ordinary shares	
Class of share	Preference	
Prescribed particulars	Please see continuation sheet for prescribed particulars of rights attached to Preference shares	
Class of share	Preferred Ordinary	
Prescribed particulars	Please see continuation sheet for prescribed particulars of rights attached to Ordinary shares.	
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		

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Class of share	Deferred	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 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
Prescribed particulars	Please see continuation sheet for prescribed particulars of rights attached to Deferred shares.	
Class of share		
Prescribed particulars		

11	Signature	
	I am signing this form on behalf of the company	
Signature	Signature 	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
	This form may be signed by Director, Secretary, Person authorised, 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

Aylin Guenay

Company name

Freshfields Bruckhaus Deringer LLP

Address

65 Fleet Street

London

England

Post town

United Kingdom

County/Region

Postcode

E C 4 Y 1 H S

Country

DX

DX 23 London/Chancery Lane

Telephone

020 7785 5947



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 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

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

Class of share	Ordinary	
Prescribed particulars	<p>Voting. Each Ordinary Share carries one vote. On a poll or written resolution, the voting rights attached to the Ordinary Shares then in issue shall be equal in aggregate to 95% of the voting rights attached to all shares then in issue. Every shareholder holding one or more Ordinary Share shall have such proportion of the votes attached to the Ordinary Shares then in issue as is pro rata to their holding of Ordinary Shares</p> <p>Dividend To the extent any Available Profits exist after the payment of the Preference Dividend, the Company may resolve to distribute a dividend to the holders of Preferred Ordinary Shares and Ordinary shares in respect of each Preferred Ordinary Share and Ordinary Share and pro rata to the number of Preferred Ordinary Shares and Ordinary Shares in issue at the date of payment.</p> <p>Distribution: On a return of capital on liquidation or otherwise (except on a redemption, cancellation or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of all of its liabilities shall be applied (a) firstly, in paying to the holders of Preferred Ordinary Shares in respect of each Preferred Ordinary Share of which it is the holder, the Preferred Ordinary Share Return, (b) secondly, paying to the holders of Preference Shares in respect of each Preference Share of which it is the holder an amount equal to (i) 100% of the Issue Price thereof and (ii) the aggregate amount of any accruals and/or unpaid amounts of Preference Dividend together with interest accrued on such unpaid amounts, and (c) thirdly, the balance of such assets (if any) shall be distributed amongst the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by such holders.</p> <p>Redemption None of the Ordinary Shares are redeemable</p> <p>Definitions "Available Profits" means the profits available for distribution within the meaning of the Companies Act 2006, "Issue Price" means the price at which the relevant share is issued, being the aggregate of the amount paid up or credited as paid up in respect of the nominal value thereof and any share premium thereon, "Preference Dividend" means an aggregate fixed cumulative preferential dividend at the annual rate of 8% of the Issue Price per Preference Share; "Preferred Ordinary Share Return" means the return on investment in respect of the Preferred Ordinary Shares, which shall include the reasonable best estimate of the board of the net present value of the pro-rated entitlement to any deferred consideration of the holder of Preferred Ordinary Shares in respect of his Preferred Ordinary Shares</p>	<p>¹ Prescribed particulars of rights attached to 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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10 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Preferred Ordinary	1 Prescribed particulars of rights attached to shares
Prescribed particulars	<p>Voting: Each Preferred Ordinary Share carries one vote On a poll or written resolution, the voting rights attached to the Preferred Ordinary Shares then in issue shall be equal in aggregate to 5% of the voting rights attached to all shares then in issue Every shareholder holding one or more Preferred Ordinary Share shall have such proportion of the votes attached to the Preferred Ordinary Shares then in issue as is pro rata to their holding of Preferred Ordinary Shares</p> <p>Dividend. To the extent any Available Profits exist after the payment of the Preference Dividend, the Company may resolve to distribute a dividend to the holders of Preferred Ordinary Shares and Ordinary shares in respect of each Preferred Ordinary Share and Ordinary Share and pro rata to the number of Preferred Ordinary Shares and Ordinary Shares in issue at the date of payment.</p> <p>Distribution: On a return of capital on liquidation or otherwise (except on a redemption, cancellation or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of all of its liabilities shall be applied firstly in paying to the holders of Preferred Ordinary Shares in respect of each Preferred Ordinary Share of which it is the holder, the Preferred Ordinary Share Return.</p> <p>Redemption None of the Preferred Ordinary Shares are redeemable</p> <p>Definitions "Issue Price" means the price at which the relevant share is issued, being the aggregate of the amount paid up or credited as paid up in respect of the nominal value thereof and any share premium thereon, "Preference Dividend" means an aggregate fixed cumulative preferential dividend at the annual rate of 8% of the Issue Price per Preference Share, "Preferred Ordinary Share Return" means the return on investment in respect of the Preferred Ordinary Shares, which shall include the reasonable best estimate of the board of the net present value of the pro-rated entitlement to any deferred consideration of the holder of Preferred Ordinary Shares in respect of his Preferred Ordinary 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>

Statement of capital

Please complete the table below to show each class of shares held in other currencies
Please complete a separate table for each currency

Currency

[illegible]

¹ Including both the nominal value and any share premium.

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

2 Total number of issued shares in this class

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10	Statement of capital (Prescribed particulars of rights attached to shares) 1	
Class of share	Preference	Prescribed particulars of rights attached to shares
Prescribed particulars	<p>Voting: Each Preference Share carries one vote. On a poll or written resolution, the voting rights attached to the Preference Shares then in issue shall be equal in aggregate to 95% of the voting rights attached to all shares then in issue. Every shareholder holding one or more Preference Share shall have such proportion of the votes attached to the Preference Shares then in issue as is pro rata to their holding of Preference Shares.</p> <p>Dividend: Entitled to an aggregate fixed cumulative preferential dividend at the annual rate of 8% of the Issue Price per Preference Share.</p> <p>Distribution: On a return of capital on liquidation or otherwise (except on a redemption, cancellation or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of all of its liabilities shall be applied: (a) firstly, in paying to the holders of Preferred Ordinary Shares in respect of each Preferred Ordinary Share of which it is the holder, the Preferred Ordinary Share Return, (b) secondly, paying to the holders of Preference Shares in respect of each Preference Share of which it is the holder an amount equal to (1) 100% of the Issue Price thereof and (11) the aggregate amount of any accruals and/or unpaid amounts of Preference Dividend together with interest accrued on such unpaid amounts.</p> <p>Redemption: The Preference Shares shall be redeemed by the Company on the Redemption Date, or by the holders of a majority in nominal value of the Preference Shares from time to time in issue by serving on the Company notice.</p> <p>Definitions: "Controlling Interest" means a holding or interest in Ordinary Shares (or the right to exercise the votes attaching to such Ordinary Shares) which constitutes in aggregate more than 50% of the Ordinary Shares (including any relevant beneficial interest therein) from time to time in issue; "Exit Event" means a sale, listing or liquidation; "Holding Company" has the meaning given in section 1159 of the Companies Act 2006, "Issue Price" means the price at which the relevant share is issued, being the aggregate of the amount paid up or credited as paid up in respect of the nominal value thereof and any share premium thereon; "Liquidation" means a distribution pursuant to a winding up, liquidation or dissolution of the Company, "Listing" means the admission of Ordinary Shares or new or issued share capital of a newly formed Holding Company of the Company to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's market for listed securities or to trading on the Alternative Investment Market of the London Stock Exchange or on any other recognised investment exchange (as defined in section 285(1) of the Financial Services and Markets Act 2000);</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>

Statement of capital

Please complete the table below to show each class of shares held in other currencies
Please complete a separate table for each currency

[illegible]

† Including both the nominal value and any share premium

3 E.g. Number of shares issued multiplied by nominal value of each share

2 Total number of issued shares in this class

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

Class of share	Preference	1. Prescribed particulars of rights attached to shares
Prescribed particulars	<p>"Preference Dividend" means an aggregate fixed cumulative preferential dividend at the annual rate of 8% of the Issue Price per Preference Share; "Preferred Ordinary Share Return" means the return on investment in respect of the Preferred Ordinary Shares, which shall include the reasonable best estimate of the board of the net present value of the pro-rated entitlement to any deferred consideration of the holder of Preferred Ordinary Shares in respect of his Preferred Ordinary Shares; "Redemption Date" means the day falling 30 business days following the date of an Exit Event, "Sale" means the sale of (1) a Controlling Interest in the Company to a single-buyer or to one or more buyers, whether as part of a single transaction or a series of related transactions, or (2) the majority by value of the assets of the Company or a majority of the shares in the subsidiaries of the Company, other than, for the avoidance of doubt, any sale relating to a restructuring</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 and any terms or conditions relating to redemption of these shares <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>Voting. Deferred Shares do not confer on the holders thereof any entitlement to receive notice of, or attend or vote at, any meeting of shareholders or to vote on any written resolution.</p> <p>Dividend. The holders of Deferred Shares are in aggregate entitled to a non-compounding fixed-rate dividend per annum of 0.0001% of the nominal value per Deferred Share.</p> <p>Distribution: Entitled to £0.01 in aggregate on winding up except that such right is subject to the restriction that the Deferred Shares do not confer on the holders thereof any entitlement to participate in the assets or profits of the Company.</p> <p>Redemption. The Deferred Shares shall be redeemed by the Company on the Redemption Date.</p> <p>Definitions: "Controlling Interest" means a holding or interest in Ordinary Shares (or the right to exercise the votes attaching to such Ordinary Shares) which constitutes in aggregate more than 50% of the Ordinary Shares (including any relevant beneficial interest therein) from time to time in issue; "Exit Event" means a sale, listing or liquidation; "Holding Company" has the meaning given in section 1159 of the Companies Act 2006; "Issue Price" means the price at which the relevant share is issued, being the aggregate of the amount paid up or credited as paid up in respect of the nominal value thereof and any share premium thereon; "Listing" means the admission of Ordinary Shares or new or issued share capital of a newly formed Holding Company of the Company to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's market for listed securities or to trading on the Alternative Investment Market of the London Stock Exchange or on any other recognised investment exchange (as defined in section 285(1) of the Financial Services and Markets Act 2000); "Redemption Date" means the day falling 30 business days following the date of an Exit Event; "Sale" means the sale of (1) a Controlling Interest in the Company to a single-buyer or to one or more buyers, whether as part of a single transaction or a series of related transactions, or (2) the majority by value of the assets of the Company or a majority of the shares in the subsidiaries of the Company, other than, for the avoidance of doubt, any sale relating to a restructuring.</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>



Companies House

COMPANY NAME: 06720350

COMPANY NUMBER: EXOVA 2014 LIMITED

A SECOND FILED SH02 WAS REGISTERED ON 18/05/2015