



SH02

laserform

# 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 into stock.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

## 1 Company details

Company number 06951692

Company name in full THE ORIGINAL COTTAGE COMPANY 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 30/03/2022

## 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 C Shares	578	1.00	578,000	0.01
Ordinary G Shares	2,315	1.00	2,315,000	0.01
Ordinary D Share	1	1.00	1000	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.

Please use a Statement of Capital continuation page if necessary.

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

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
---------------------------------------------------------	--------------------------------------------------	------------------	---------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------

## Currency table A

	See continuation page			
Totals				0.00

## Currency table B

Totals				0.00

## Currency table C

Totals				0.00

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
54316479	57,792.00	0.00

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) 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

See continuation page

Prescribed particulars

①

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

#### 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.

Please use a Statement of capital continuation page if necessary.

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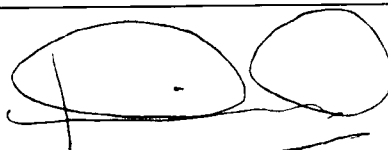
### Signature

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.

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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 Isabella Murray

Company name Birketts LLP

Address 22 Station Road

Post town Cambridge

County/Region

Postcode C B 1 2 J D

Country England

DX DX131969 Cambridge 6

Telephone 01223 326600



## 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](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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
GBP	Ordinary	43901000	43,901.00	
GBP	Ordinary A	2893000	2,893.00	
GBP	Ordinary B	1000	1.00	
GBP	Ordinary C	578000	578.00	
GBP	Ordinary D	1000	1.00	
GBP	Ordinary E	4624000	4,624.00	
GBP	Ordinary G	2315000	2,315.00	
GBP	Ordinary H	3479	3,479.00	
Totals		54316479	57,792.00	0.00

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

Class of share	Ordinary Shares	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>The Ordinary Shares, Ordinary A Shares, Ordinary B Shares, Ordinary C Shares, Ordinary D Shares, Ordinary E Shares, Ordinary F Shares, Ordinary G Shares and Ordinary H Shares (together the "Alphabet Shares") shall have the following rights:</p> <p><b>Income:</b> The profits of the company available for distribution shall be applied: first, in paying to the holders of the Preference Shares a fixed cumulative preferential net cash dividend (the "Preference Dividend") at an annual rate of 1 pence per annum on each Preference Share payable annually in arrears; secondly, but provided that no dividend shall be declared or paid to the holders of Alphabet Shares in respect of any financial year of the company unless and until: (a) there are no arrears (including arrears of interest) of the Preference Dividend; and (b) all Preference Shares which have fallen due for redemption have been redeemed; but subject thereto, the profits of the company shall be distributed amongst the holders of the Alphabet Shares pro rata unless and to the extent that the directors from time to time declare a different rate of dividend on the Alphabet Shares. <b>Capital:</b> On a return of assets whether on liquidation or capital reduction or otherwise, the assets of the company remaining after the payment of its liabilities (including debts and interest arising from non payment of the Preference Dividend) shall be applied as follows: (a) first, in paying to the holders of the Preference Shares £1 per Preference Share together with a sum equal to any arrears or accruals of the Preference Dividend in each case calculated down to the date of the return of capital; (b) secondly, in paying to the holders of Alphabet Shares £1 per Alphabet Share plus a sum equal to any declared but unpaid dividends in respect of Alphabet Shares; and (c) the balance of such assets shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, be distributed amongst the holders of the Alphabet Shares in proportion to the number of Alphabet Shares held by them.</p> <p><b>Voting:</b> The holders of the Preference Shares are not entitled to attend, speak or vote at any general meeting.</p> <p>The holders of the Alphabet Shares shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, have one vote per Alphabet Share on a poll.</p> <p><b>Redemption:</b> The Alphabet Shares are not to be redeemed and are not liable to be redeemed at the option of the company or the shareholder. The Preference Shares can be redeemed and are liable to be redeemed at the option of the company or the shareholder</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.</li> </ol> <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	Ordinary A Shares	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>The Ordinary Shares, Ordinary A Shares, Ordinary B Shares, Ordinary C Shares, Ordinary D Shares, Ordinary E Shares, Ordinary F Shares, Ordinary G Shares and Ordinary H Shares (together the "Alphabet Shares") shall have the following rights:</p> <p><b>Income:</b> The profits of the company available for distribution shall be applied: first, in paying to the holders of the Preference Shares a fixed cumulative preferential net cash dividend (the "Preference Dividend") at an annual rate of 1 pence per annum on each Preference Share payable annually in arrears; secondly, but provided that no dividend shall be declared or paid to the holders of Alphabet Shares in respect of any financial year of the company unless and until: (a) there are no arrears (including arrears of interest) of the Preference Dividend; and (b) all Preference Shares which have fallen due for redemption have been redeemed; but subject thereto, the profits of the company shall be distributed amongst the holders of the Alphabet Shares pro rata unless and to the extent that the directors from time to time declare a different rate of dividend on the Alphabet Shares. <b>Capital:</b> On a return of assets whether on liquidation or capital reduction or otherwise, the assets of the company remaining after the payment of its liabilities (including debts and interest arising from non payment of the Preference Dividend) shall be applied as follows: (a) first, in paying to the holders of the Preference Shares £1 per Preference Share together with a sum equal to any arrears or accruals of the Preference Dividend in each case calculated down to the date of the return of capital; (b) secondly, in paying to the holders of Alphabet Shares £1 per Alphabet Share plus a sum equal to any declared but unpaid dividends in respect of Alphabet Shares; and (c) the balance of such assets shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, be distributed amongst the holders of the Alphabet Shares in proportion to the number of Alphabet Shares held by them.</p> <p><b>Voting:</b> The holders of the Preference Shares are not entitled to attend, speak or vote at any general meeting.</p> <p>The holders of the Alphabet Shares shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, have one vote per Alphabet Share on a poll.</p> <p><b>Redemption:</b> The Alphabet Shares are not to be redeemed and are not liable to be redeemed at the option of the company or the shareholder. The Preference Shares can be redeemed and are liable to be redeemed at the option of the company or the shareholder</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.</li> </ol> <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	Ordinary B Shares	
Prescribed particulars	<p>The Ordinary Shares, Ordinary A Shares, Ordinary B Shares, Ordinary C Shares, Ordinary D Shares, Ordinary E Shares, Ordinary F Shares, Ordinary G Shares and Ordinary H Shares (together the "Alphabet Shares") shall have the following rights:</p> <p><b>Income:</b> The profits of the company available for distribution shall be applied: first, in paying to the holders of the Preference Shares a fixed cumulative preferential net cash dividend (the "Preference Dividend") at an annual rate of 1 pence per annum on each Preference Share payable annually in arrears; secondly, but provided that no dividend shall be declared or paid to the holders of Alphabet Shares in respect of any financial year of the company unless and until: (a) there are no arrears (including arrears of interest) of the Preference Dividend; and (b) all Preference Shares which have fallen due for redemption have been redeemed; but subject thereto, the profits of the company shall be distributed amongst the holders of the Alphabet Shares pro rata unless and to the extent that the directors from time to time declare a different rate of dividend on the Alphabet Shares. <b>Capital:</b> On a return of assets whether on liquidation or capital reduction or otherwise, the assets of the company remaining after the payment of its liabilities (including debts and interest arising from non payment of the Preference Dividend) shall be applied as follows: (a) first, in paying to the holders of the Preference Shares £1 per Preference Share together with a sum equal to any arrears or accruals of the Preference Dividend in each case calculated down to the date of the return of capital; (b) secondly, in paying to the holders of Alphabet Shares £1 per Alphabet Share plus a sum equal to any declared but unpaid dividends in respect of Alphabet Shares; and (c) the balance of such assets shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, be distributed amongst the holders of the Alphabet Shares in proportion to the number of Alphabet Shares held by them.</p> <p><b>Voting:</b> The holders of the Preference Shares are not entitled to attend, speak or vote at any general meeting.</p> <p>The holders of the Alphabet Shares shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, have one vote per Alphabet Share on a poll.</p> <p><b>Redemption:</b> The Alphabet Shares are not to be redeemed and are not liable to be redeemed at the option of the company or the shareholder. The Preference Shares can be redeemed and are liable to be redeemed at the option of the company or the shareholder</p>	<p><b>① Prescribed particulars of rights attached to shares</b></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.</li> </ol> <p>A separate table must be used for each class of share.</p>



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## 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)'<sup>1</sup>

Class of share	Ordinary C Shares	
Prescribed particulars	<p>The Ordinary Shares, Ordinary A Shares, Ordinary B Shares, Ordinary C Shares, Ordinary D Shares, Ordinary E Shares, Ordinary F Shares, Ordinary G Shares and Ordinary H Shares (together the "Alphabet Shares") shall have the following rights:</p> <p><b>Income:</b> The profits of the company available for distribution shall be applied: first, in paying to the holders of the Preference Shares a fixed cumulative preferential net cash dividend (the "Preference Dividend") at an annual rate of 1 pence per annum on each Preference Share payable annually in arrears; secondly, but provided that no dividend shall be declared or paid to the holders of Alphabet Shares in respect of any financial year of the company unless and until: (a) there are no arrears (including arrears of interest) of the Preference Dividend; and (b) all Preference Shares which have fallen due for redemption have been redeemed; but subject thereto, the profits of the company shall be distributed amongst the holders of the Alphabet Shares pro rata unless and to the extent that the directors from time to time declare a different rate of dividend on the Alphabet Shares.</p> <p><b>Capital:</b> On a return of assets whether on liquidation or capital reduction or otherwise, the assets of the company remaining after the payment of its liabilities (including debts and interest arising from non payment of the Preference Dividend) shall be applied as follows: (a) first, in paying to the holders of the Preference Shares £1 per Preference Share together with a sum equal to any arrears or accruals of the Preference Dividend in each case calculated down to the date of the return of capital; (b) secondly, in paying to the holders of Alphabet Shares £1 per Alphabet Share plus a sum equal to any declared but unpaid dividends in respect of Alphabet Shares; and (c) the balance of such assets shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, be distributed amongst the holders of the Alphabet Shares in proportion to the number of Alphabet Shares held by them.</p> <p><b>Voting:</b> The holders of the Preference Shares are not entitled to attend, speak or vote at any general meeting.</p> <p>The holders of the Alphabet Shares shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, have one vote per Alphabet Share on a poll.</p> <p><b>Redemption:</b> The Alphabet Shares are not to be redeemed and are not liable to be redeemed at the option of the company or the shareholder. The Preference Shares can be redeemed and are liable to be redeemed at the option of the company or the shareholder.</p>	<p><b><sup>1</sup> 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.</li> </ul> <p>A separate table must be used for each class of share.</p>

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8	Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>	
Class of share	Ordinary D Shares	
Prescribed particulars	<p>The Ordinary Shares, Ordinary A Shares, Ordinary B Shares, Ordinary C Shares, Ordinary D Shares, Ordinary E Shares, Ordinary F Shares, Ordinary G Shares and Ordinary H Shares (together the "Alphabet Shares") shall have the following rights:</p> <p><b>Income:</b> The profits of the company available for distribution shall be applied: first, in paying to the holders of the Preference Shares a fixed cumulative preferential net cash dividend (the "Preference Dividend") at an annual rate of 1 pence per annum on each Preference Share payable annually in arrears; secondly, but provided that no dividend shall be declared or paid to the holders of Alphabet Shares in respect of any financial year of the company unless and until: (a) there are no arrears (including arrears of interest) of the Preference Dividend; and (b) all Preference Shares which have fallen due for redemption have been redeemed; but subject thereto, the profits of the company shall be distributed amongst the holders of the Alphabet Shares pro rata unless and to the extent that the directors from time to time declare a different rate of dividend on the Alphabet Shares.</p> <p><b>Capital:</b> On a return of assets whether on liquidation or capital reduction or otherwise, the assets of the company remaining after the payment of its liabilities (including debts and interest arising from non payment of the Preference Dividend) shall be applied as follows: (a) first, in paying to the holders of the Preference Shares £1 per Preference Share together with a sum equal to any arrears or accruals of the Preference Dividend in each case calculated down to the date of the return of capital; (b) secondly, in paying to the holders of Alphabet Shares £1 per Alphabet Share plus a sum equal to any declared but unpaid dividends in respect of Alphabet Shares; and (c) the balance of such assets shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, be distributed amongst the holders of the Alphabet Shares in proportion to the number of Alphabet Shares held by them.</p> <p><b>Voting:</b> The holders of the Preference Shares are not entitled to attend, speak or vote at any general meeting.</p> <p>The holders of the Alphabet Shares shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, have one vote per Alphabet Share on a poll.</p> <p><b>Redemption:</b> The Alphabet Shares are not to be redeemed and are not liable to be redeemed at the option of the company or the shareholder. The Preference Shares can be redeemed and are liable to be redeemed at the option of the company or the shareholder.</p>	

**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.

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

Class of share	Ordinary E Shares	
Prescribed particulars	<p>The Ordinary Shares, Ordinary A Shares, Ordinary B Shares, Ordinary C Shares, Ordinary D Shares, Ordinary E Shares, Ordinary F Shares, Ordinary G Shares and Ordinary H Shares (together the "Alphabet Shares") shall have the following rights:</p> <p><b>Income:</b> The profits of the company available for distribution shall be applied: first, in paying to the holders of the Preference Shares a fixed cumulative preferential net cash dividend (the "Preference Dividend") at an annual rate of 1 pence per annum on each Preference Share payable annually in arrears; secondly, but provided that no dividend shall be declared or paid to the holders of Alphabet Shares in respect of any financial year of the company unless and until: (a) there are no arrears (including arrears of interest) of the Preference Dividend; and (b) all Preference Shares which have fallen due for redemption have been redeemed; but subject thereto, the profits of the company shall be distributed amongst the holders of the Alphabet Shares pro rata unless and to the extent that the directors from time to time declare a different rate of dividend on the Alphabet Shares.</p> <p><b>Capital:</b> On a return of assets whether on liquidation or capital reduction or otherwise, the assets of the company remaining after the payment of its liabilities (including debts and interest arising from non payment of the Preference Dividend) shall be applied as follows: (a) first, in paying to the holders of the Preference Shares £1 per Preference Share together with a sum equal to any arrears or accruals of the Preference Dividend in each case calculated down to the date of the return of capital; (b) secondly, in paying to the holders of Alphabet Shares £1 per Alphabet Share plus a sum equal to any declared but unpaid dividends in respect of Alphabet Shares; and (c) the balance of such assets shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, be distributed amongst the holders of the Alphabet Shares in proportion to the number of Alphabet Shares held by them.</p> <p><b>Voting:</b> The holders of the Preference Shares are not entitled to attend, speak or vote at any general meeting.</p> <p>The holders of the Alphabet Shares shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, have one vote per Alphabet Share on a poll.</p> <p><b>Redemption:</b> The Alphabet Shares are not to be redeemed and are not liable to be redeemed at the option of the company or the shareholder. The Preference Shares can be redeemed and are liable to be redeemed at the option of the company or the shareholder.</p>	<p><b>① Prescribed particulars of rights attached to shares</b> 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.</li> </ol> <p>A separate table must be used for each class of share.</p>

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## 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)'<sup>①</sup>

Class of share	Ordinary G Shares	
Prescribed particulars	<p>The Ordinary Shares, Ordinary A Shares, Ordinary B Shares, Ordinary C Shares, Ordinary D Shares, Ordinary E Shares, Ordinary F Shares, Ordinary G Shares and Ordinary H Shares (together the "Alphabet Shares") shall have the following rights:</p> <p><b>Income:</b> The profits of the company available for distribution shall be applied: first, in paying to the holders of the Preference Shares a fixed cumulative preferential net cash dividend (the "Preference Dividend") at an annual rate of 1 pence per annum on each Preference Share payable annually in arrears; secondly, but provided that no dividend shall be declared or paid to the holders of Alphabet Shares in respect of any financial year of the company unless and until: (a) there are no arrears (including arrears of interest) of the Preference Dividend; and (b) all Preference Shares which have fallen due for redemption have been redeemed; but subject thereto, the profits of the company shall be distributed amongst the holders of the Alphabet Shares pro rata unless and to the extent that the directors from time to time declare a different rate of dividend on the Alphabet Shares.</p> <p><b>Capital:</b> On a return of assets whether on liquidation or capital reduction or otherwise, the assets of the company remaining after the payment of its liabilities (including debts and interest arising from non payment of the Preference Dividend) shall be applied as follows: (a) first, in paying to the holders of the Preference Shares £1 per Preference Share together with a sum equal to any arrears or accruals of the Preference Dividend in each case calculated down to the date of the return of capital; (b) secondly, in paying to the holders of Alphabet Shares £1 per Alphabet Share plus a sum equal to any declared but unpaid dividends in respect of Alphabet Shares; and (c) the balance of such assets shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, be distributed amongst the holders of the Alphabet Shares in proportion to the number of Alphabet Shares held by them.</p> <p><b>Voting:</b> The holders of the Preference Shares are not entitled to attend, speak or vote at any general meeting.</p> <p>The holders of the Alphabet Shares shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, have one vote per Alphabet Share on a poll.</p> <p><b>Redemption:</b> The Alphabet Shares are not to be redeemed and are not liable to be redeemed at the option of the company or the shareholder. The Preference Shares can be redeemed and are liable to be redeemed at the option of the company or the shareholder.</p>	<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.</li> </ul> <p>A separate table must be used for each class of share.</p>

# 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) <sup>①</sup>	
Class of share	Ordinary H Shares	
Prescribed particulars	<p>The Ordinary Shares, Ordinary A Shares, Ordinary B Shares, Ordinary C Shares, Ordinary D Shares, Ordinary E Shares, Ordinary F Shares, Ordinary G Shares and Ordinary H Shares (together the "Alphabet Shares") shall have the following rights:</p> <p><b>Income:</b> The profits of the company available for distribution shall be applied: first, in paying to the holders of the Preference Shares a fixed cumulative preferential net cash dividend (the "Preference Dividend") at an annual rate of 1 pence per annum on each Preference Share payable annually in arrears; secondly, but provided that no dividend shall be declared or paid to the holders of Alphabet Shares in respect of any financial year of the company unless and until: (a) there are no arrears (including arrears of interest) of the Preference Dividend; and (b) all Preference Shares which have fallen due for redemption have been redeemed; but subject thereto, the profits of the company shall be distributed amongst the holders of the Alphabet Shares pro rata unless and to the extent that the directors from time to time declare a different rate of dividend on the Alphabet Shares.</p> <p><b>Capital:</b> On a return of assets whether on liquidation or capital reduction or otherwise, the assets of the company remaining after the payment of its liabilities (including debts and interest arising from non payment of the Preference Dividend) shall be applied as follows: (a) first, in paying to the holders of the Preference Shares £1 per Preference Share together with a sum equal to any arrears or accruals of the Preference Dividend in each case calculated down to the date of the return of capital; (b) secondly, in paying to the holders of Alphabet Shares £1 per Alphabet Share plus a sum equal to any declared but unpaid dividends in respect of Alphabet Shares; and (c) the balance of such assets shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, be distributed amongst the holders of the Alphabet Shares in proportion to the number of Alphabet Shares held by them.</p> <p><b>Voting:</b> The holders of the Preference Shares are not entitled to attend, speak or vote at any general meeting.</p> <p>The holders of the Alphabet Shares shall, irrespective of the amounts paid up or credited as paid up on the shares held by them, have one vote per Alphabet Share on a poll.</p> <p><b>Redemption:</b> The Alphabet Shares are not to be redeemed and are not liable to be redeemed at the option of the company or the shareholder. The Preference Shares can be redeemed and are liable to be redeemed at the option of the company or the shareholder.</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.