

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

FRIDAY



A33 *A829Q8UP* #19
29/03/2019
COMPANIES HOUSE

Please
house

1 Company details

Company number 0 7 0 3 1 9 4 7
Company name in full Norton Motorcycle 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 2 0 1 1 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

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
Preference	14938	0.01

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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	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

£	Ordinary	131428	1314	
£	Preference	9146891	91468	
Totals		9278319	92783	nil

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
9278319	92783	nil

❶ 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

Ordinary

Prescribed particulars^①

Voting

Class of share

Preference

Prescribed particulars^①

see continuation sheet

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 Stuart Garner

Company name Norton Motorcycle Holdings Ltd

Address Donington Hall

Castle Donington

Post town Derby

County/Region Derbyshire

Postcode D E 7 4 2 S G

Country United Kingdom

DX

Telephone 01332811988



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	Preference
Prescribed particulars	<p>INCOME ANY PROFITS WHICH THE CO MAY DETERMINE TO DISTRIBUTE FROM DISTRIBUTABLE RESERVES SHALL BE DISTRIBUTED AS FOLLOWS: (I) FIRSTLY, THE AMOUNT OF SUCH PROFIT STANDING TO THE CREDIT OF THE PREFERENCE SHARE DIVIDEND ACCOUNT (PSDA) SHALL BE DISTRIBUTABLE ONLY AMONG THE HOLDERS OF THE PREFERENCE SHARES (PS); (II) SECONDLY, THE REMAINDER OF SUCH PROFITS (IF ANY) OF THE CO, MAY AT THE DISCRETION OF THE BOARD OF DIRECTORS BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES; EACH PS SHALL CONFER ON THE HOLDERS THEREOF THE RIGHT TO RECEIVE OUT OF PROFITS OF THE CO AVAILABLE FOR DISTRIBUTION IN PRIORITY TO THE PAYMENT OF ANY DIVIDEND TO THE HOLDERS OF ORDINARY SHARES A PREFERENTIAL DIVIDEND AT THE PER ANNUM RATE OF 5 PER CENT (THE "PREFERENCE DIVIDEND") ON THE AGGREGATE OF THE NOMINAL VALUE OF THE PS AND ANY PREMIUM PAID ON THE SUBSCRIPTION FOR SUCH SHARE IN RESPECT OF EACH PS HELD BY THEM RESPECTIVELY. THE CO SHALL DETERMINE ITS DISTRIBUTABLE RESERVES WITHIN 30 DAYS OF THE END OF EACH ACCOUNTING REFERENCE DATE (ARD) AND SHALL PROCURE THAT SUCH DISTRIBUTABLE RESERVES SHALL FORTHWITH BE ATTRIBUTED TO THE PSDA TO MEET THE OBLIGATIONS OF THE CO TO PAY THE PREFERENCE DIVIDEND. IN THE EVENT THAT THE CO HAS INSUFFICIENT PROFITS AVAILABLE FOR DISTRIBUTION ON THE PAYMENT DATE OR IS OTHERWISE PROHIBITED FROM PAYING DIVIDENDS BY THE CO ACT OR ANY OTHER PROVISIONS OF THESE ARTICLES, THEN ANY AMOUNT UNPAID IN RESPECT OF SUCH DIVIDEND SHALL BE PAID AS SOON AS THE PROFITS AVAILABLE FOR DISTRIBUTION ARE SUFFICIENT TO COVER SUCH PAYMENT. DIVIDENDS IN ARREARS MAY BE DECLARED AND PAID AT ANY TIME WITHOUT REFERENCE TO ANY PAYMENT DATE. ANY DIVIDEND PAID SHALL BE APPLIED FIRST AGAINST ANY DIVIDENDS IN ARREARS IN THE ORDER WHICH SUCH UNPAID DIVIDENDS WERE DUE FOR PAYMENT. IN THE EVENT THAT DISTRIBUTABLE RESERVES ARE NOT DETERMINABLE BY THE CO FOR THE PURPOSES OF A PAYMENT DATE THE FOLLOWING SHALL APPLY:- ANY DISTRIBUTABLE RESERVES DETERMINED AFTER THE ISSUE DATE BUT PRIOR TO THE FIRST PAYMENT DATE SHALL BE PAYABLE ON A PRO RATA BASIS ON THE FIRST PAYMENT DATE AND PAYABLE NO LATER THAN 30 DAYS THEREAFTER FROM THE PSDA. ON THE SECOND PAYMENT DATE THE DISTRIBUTABLE RESERVES DETERMINED FOR THE PREVIOUS 12 MONTH PERIOD ENDING ON THE LAST ARD SHALL BE PAYABLE ON A PRO RATA BASIS WITHIN 30 DAYS OF SUCH PAYMENT DATE FROM THE PSDA. THEREAFTER THE DISTRIBUTABLE RESERVES DETERMINED ON EACH ARD SHALL BE PAYABLE ON THE NEXT PAYMENT DATE</p>

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.

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

Class of share	Preference	
Prescribed particulars	<p>ON A PRO RATA BASIS AND PAYABLE WITHIN 30 DAYS THEREAFTER FROM THE PSDA. CAPITAL ON A WINDING UP, SHARE CAPITAL REDUCTION OR OTHER RETURN OR DISTRIBUTION OF CAPITAL OR ASSETS, ANY CAPITAL OR ASSETS SHALL BE RETURNED OR DISTRIBUTED IN THE FOLLOWING ORDER OF PRIORITY: FIRST, IN PAYING TO THE HOLDERS OF PS THE AMOUNT PAID UP OR CREDITED AS PAID UP ON THE PS (INCLUDING ANY PREMIUM) HELD BY THEM RESPECTIVELY, TOGETHER WITH THE AMOUNT OF ANY ACCRUALS AND ARREARS OF THE DECLARED BUT UNPAID PREFERENCE DIVIDEND RELATING TO SUCH PS, TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF COMMENCEMENT OF THE WINDING UP OR OF THE RETURN OF CAPITAL; SECOND, IN PAYING TO THE HOLDERS OF ORDINARY SHARES THE AMOUNT PAID UP OR CREDITED AS PAID UP ON THE ORDINARY SHARES HELD BY THEM RESPECTIVELY; AND THIRD, THE BALANCE OF ANY SUCH CAPITAL AND/OR ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBERS OF SHARES HELD BY THEM RESPECTIVELY. VOTING THE ORDINARY SHAREHOLDERS ARE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND ALL GENERAL MEETINGS AND TO RECEIVE COPIES OF ALL CIRCULARS AND RESOLUTIONS AND TO VOTE AT ANY GENERAL MEETING AND TO EXECUTE ANY WRITTEN RESOLUTIONS.</p>	<p>① 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>