

SH02

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



Companies House

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25/03/2014

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COMPANIES HOUSE

refer to our guidance at
www.companieshouse.gov.uk

☒ **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

1 Company details

Company number 07036164

Company name in full POUNDLAND GROUP 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 17/03/2014

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
See continuation sheet				

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

Statment 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
D ORDINARY	0 054662		250,000,000	£ 13,665,574 63
DEFERRED	0 973717		11,029,068	£ 10,739,189 80
DEFERRED	0 973706		116,618,326	£ 113,551,910 57
A PREFERENCE	1 00		49,999	£ 49,999 00
Totals			377,697,393	£ 138,006,674 00

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
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
Totals				

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

③ 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	① Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares	377,697,393	
Total aggregate nominal value ①	£138,006,671 00	

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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 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	D ORDINARY	
Prescribed particulars	D Ordinary Shares carry voting rights of one vote per shares Votes may be cast by proxy All dividends shall be declared and paid according to the amount paid up on the shares On a return of capital, after the payment to the A Preference Shareholders of a sum equal to the Issue Price, the D Ordinary Shareholders are entitled to a sum equal to the amount paid up or credited as paid up on such D Ordinary Shares, and then to the assets of the Company available for distribution pro rata to the nominal amounts of their D Ordinary Shares The D Ordinary Shares are not redeemable	
Class of share	DEFERRED	
Prescribed particulars	<p>The Deferred Shares carry no voting rights</p> <p>The Deferred Shares are not entitled to participate in dividends</p> <p>On a return of capital on liquidation or otherwise, the holders of Deferred Shares are not entitled to participation in the assets of the Company</p> <p>The Deferred Shares are not redeemable</p>	
Class of share	A PREFERENCE	
Prescribed particulars	<p>A Preference Shares carry no voting rights and no automatic right to a dividend</p> <p>On a return of capital, the A Preference Shareholders are entitled to repayment of the Issue Price per each A Preference Share, in priority to any D Ordinary Shares of the Company</p> <p>A Preference Shares are redeemable, with the written consent of the majority of the A Preference Shareholders</p>	


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Class of share		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		
Class of share		
Prescribed particulars		

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Signature

	I am signing this form on behalf of the company		
Signature	Signature X  X	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 ②, Secretary, Person authorised ③, 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 Jodie Owen

Company name Freshfields Bruckhaus Deringer LLP

Address 65 Fleet Street

Post town London

County/Region London

Postcode E C 4 Y 1 H S

Country United Kingdom

DX

Telephone 020 7785 5897



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

POUNDLAND GROUP HOLDINGS LIMITED (07036164)

Form SH02 Section 4 – 17 March 2014

Sub-Division

Class of shares	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 ORDINARY (re-designated as D Ordinary)	7,695,903	£1 00	140,789,974	£0 054662
B ORDINARY (re-designated as D Ordinary)	474,202	£1 00	8,675,120	£0 054662
C ORDINARY (re-designated as D Ordinary)	2,139,173	£1 00	39,134,343	£0 054662
C PREFERENCE (re-designated as D Ordinary and Deferred)	11,029,068	£1 00	5,303,093	£0 054662
			11,029,068	£0 973717
B PREFERENCE (re-designated as D Ordinary and Deferred)	116,618,326	£1 00	56,097,470	£0 054662
			116,618,326	£0 973706