

# 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**  
You cannot use this form  
notice of a conversion of  
stock

TUESDAY



\*AH47LWXG\*

A30 23/08/2011 21

COMPANIES HOUSE

\*AJBCNWQP\*

A40 16/08/2011 175

COMPANIES HOUSE

### 1 Company details

Company number 0 7 3 5 8 4 1 4

Company name in full CAPE SIERRA HOLDING COMPANY (UK) 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 0 8 0 8 2 0 1 1

### 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	1	£1 00	100	£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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<b>6 Re-conversion</b>			
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

<b>7 Statement of capital (Share capital in pound sterling (£))</b>				
Please complete the table below to show each share classes held in pound sterling				
If all your issued capital is in sterling, only complete <b>Section 7</b> and then go to <b>Section 10</b>				
Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
ORDINARY	0 01		100	£ 1 00
				£
				£
				£
<b>Totals</b>			100 00	£ 1

<b>8 Statement of capital (Share capital in other currencies)</b>				
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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
<b>Totals</b>			0	0

Currency				
Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
<b>Totals</b>			0	0

❶ Including both the nominal value and any share premium

❷ Number of shares issued multiplied by nominal value of each share.

❸ 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			<b>① Total aggregate nominal value</b> Please list total aggregate values in different currencies separately For example £100 + 100 + \$10 etc.
Total number of shares	100 00			
Total aggregate nominal value ①	£	1 +	0 + 0	

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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 <b>Section 7</b> and <b>Section 8</b>	<b>② Prescribed particulars of rights attached to shares</b> 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	See 1 in Addendum		
Class of share			
Prescribed particulars			
Class of share			
Prescribed particulars			
Class of share			
Prescribed particulars			
Class of share			

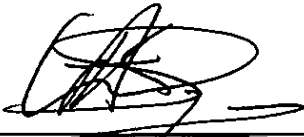
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Class of share		<b>① Prescribed particulars of rights attached to shares</b> The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate 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.		<b>② Societas Europaea</b> 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  <b>③ Person authorised</b> Under either section 270 or 274 of the Companies Act 2006
Signature	Signature  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

Company name

DMH STALLARD LLP

Address

12TH FLOOR

6 NEW STREET SQUARE

NEW FETTER LANE

Post town

LONDON

County/Region

Postcode

E C 4 A 3 B F

Country

UK

DX

344 CHANCERY

Telephone

020 78221529



### 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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS  
DX 481 N R Belfast 1



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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

① Including both the nominal value and any share premium

② Total number of issued shares in this class.

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

## Addendum 1/3

1. Words and expressions defined in the Articles of Association of the Company shall, unless the context requires otherwise, have the same meanings in this statement of capital

### 1.1 Calculation of dividends

Except as otherwise provided by the articles or the rights attached to shares, all dividends must be

- a) declared and paid according to the amounts paid up on the shares on which the dividend is paid; and
- b) apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid

If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly

### 1.2 Deductions from distributions in respect of sums owed to the company

If:

- a) a share is subject to the company's lien, and
- b) the directors are entitled to issue a lien enforcement notice in respect of it, they may, instead of issuing alien enforcement notice, deduct from any dividend or other sum payable in respect of the share any sum of money which is payable to the company in respect of that share to the extent that they are entitled to require payment under a lien enforcement notice.

Money so deducted must be used to pay any of the sums payable in respect of that share

The company must notify the distribution recipient in writing of

- a) the fact and amount of any such deduction;
- b) any non-payment of a dividend or other sum payable in respect of a share resulting from any such deduction, and
- c) how the money deducted has been applied

### 1.3 Authority to capitalise and appropriation of capitalised sums

Article 36(4) of the Model Articles shall be amended by inserting the phrase "in or towards paying up any amounts unpaid on existing shares held by the persons entitled, or" after the words "may be applied".

### 1.4 Voting general

Subject to any rights or restrictions attached to any shares, on a show of hands, every shareholder who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative (unless the representative is himself a shareholder, in which case he shall have more than one vote) shall have one vote. A proxy shall not be entitled to vote on a show of hands.

## Addendum 2/3

No shareholder shall vote at any general meeting or at any separate meeting of the holder of any class of shares, either in person or by proxy, in respect of any share held by him unless all monies presently payable by him in respect of that share have been paid

In the case of joint holders the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.

Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

### 1.5 Poll votes

On a poll every shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote for every share of it which he is the holder. On a poll, a shareholder entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way

Article 44(2) of the Model Articles shall be amended by the insertion of the following sub-paragraph as article 44(2)(e)

“a person or persons holding shares conferring a right to vote on the resolution on which not less than one tenth of the total sum paid up on all the shares conferring that right.”

Article 44(3) of the Model Articles shall be amended by inserting the following sentence at the end of the Article

“A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made”

The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made

No notice need be given of a poll not taken forthwith if the time and place at which it is



## Addendum 3/3

to be taken are announced at the meeting at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.