

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 NOT for**
You cannot use this form to
notice of a conversion of sha
stock.

FRIDAY



L10 *L4EQHV6G* #140
28/08/2015
COMPANIES HOUSE

1 Company details

Company number 0 7 4 4 6 7 4 9

Company name in full Blippar.com 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 d 1 m 0 m 6 y 2 y 0 y 1 y 5

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 Shares	973,136	£0.001	9,731,360	£0.0001
Preferred Ordinary Shares	326,549	£0.001	3,265,490	£0.0001
B Preferred Ordinary Shares	501,542	£0.001	5,015,420	£0.0001

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

SH02

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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 Shares	£0.0001	0.00	9,731,360	£ 973.136
Preferred Ordinary Shares	£0.0001	0.00	3,265,490	£ 326.549
B Preferred Ordinary Shares	£0.0001	0.00	5,015,420	£ 501.542
				£
Totals			18,012,270	£ 1801.227

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.

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

② Total number of issued shares in this class.

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

SH02

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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	18,012,270	
Total aggregate nominal value ①	£1801.227	

10 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	Ordinary Shares	
Prescribed particulars	Each ordinary share shall, on poll, carry one vote per share and have a right to dividend. On a winding up or sale the ordinary shareholders will be entitled to receive the arrears (if any) outstanding on their ordinary shares parri passu with all other shareholders and behind the Preferred Ordinary Shareholders receiving the subscription price in respect of their Preferred Ordinary and then a pro rata amount with the B Preferred Ordinary Shareholders being the Preferred Ordinary shareholders receiving 5 times the subscription price paid in respect of their Preferred Ordinary Shares. The Ordinary Shares do not carry redemption rights.	
Class of share	Preferred Ordinary Shares	
Prescribed particulars	Each share shall, on poll, carry one vote per share and have a right to a dividend. A cumulative fixed rate dividend shall accrue on each share from the date of issue until immediately prior to the first to occur of a liquidation, sale or listing at a rate of 8% per annum compound annually on 30 November each year on the subscription price of the preferred Ordinary Share from the date on which each Preferred Ordinary Share was issued.	
Class of share	Preferred Ordinary Shares (continued)	
Prescribed particulars	On a winding up or sale the Preferred Ordinary shareholders will be entitled to receive an amount equal to the subscription price paid for their Preferred Ordinary shares ahead of any payment of arrears (if any) to be paid to them parri passu with all other shareholders and then a pro rata amount up to five times the subscription price paid in respect of their Preferred Ordinary Shares ahead of a pro rata amount to the Ordinary Shareholders. The Preferred Ordinary Shares do not carry redemption rights.	

SH02

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Class of share	B Preferred Ordinary Shares
Prescribed particulars	Each share shall, on a poll, carry one vote per share and have a right to a dividend. On a winding up or sale the ordinary shareholders will be entitled, in the event that each holder of B Preferred Ordinary shares would not receive a return equal to the subscription price in respect of the B Preferred Ordinary Shares, to receive an amount equal to one times the subscription price paid for their Preferred Ordinary shares ahead of any payment of arrears (if any) to be paid to them parri passu with all other shareholders behind the Preferred Ordinary shareholders receiving five times the subscription price paid in respect of their Preferred Ordinary Shares.
Class of share	
Prescribed particulars	

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.

11	Signature	
	I am signing this form on behalf of the company.	
Signature	<div style="border: 1px solid black; padding: 5px;"> <p>Signature</p> <div style="display: flex; align-items: center;"> X X </div> </div>	<p>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.</p> <p>③ Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
	This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.	

SH02

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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 **King & Wood Mallesons LLP**

Address **10 Queen Street Place**

Post town **London**

County/Region **Greater London**

Postcode **E C 4 R 1 B E**

Country **United Kingdom**

DX **255 Chancery Lane**

Telephone



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