

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

FRIDAY



\*A540BJGW\*

A15

01/04/2016

#443

COMPANIES HOUSE

### 1 Company details

Company number 0 7 5 3 8 4 8 8

Company name in full SPECTRAL EDGE 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 1 5 0 3 2 0 1 6

### 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	1571	0 1	157100	0.001
A ORDINARY	668	0 1	66800	0.001

### 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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<b>6</b>	<b>Re-conversion</b>		
Please show the class number and nominal value of shares following re-conversion from stock			
<b>New share structure</b>			
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</b>	<b>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 Section 7 and then go to Section 10.				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share <sup>1</sup>	Amount (if any) unpaid on each share <sup>1</sup>	Number of shares <sup>2</sup>	Aggregate nominal value <sup>3</sup>
ORDINARY	0 001	0	100000	£ 100 00
ORDINARY	0 4975	0	40200	£ 40 20
ORDINARY	3 96825397	0	6300	£ 6.30
ORDINARY	3 7425	0	10600	£ 10.60
<b>Totals</b>			157100	£ 157.10

<b>8</b>	<b>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 <sup>1</sup>	Amount (if any) unpaid on each share <sup>1</sup>	Number of shares <sup>2</sup>	Aggregate nominal value <sup>3</sup>
<b>Totals</b>				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share <sup>1</sup>	Amount (if any) unpaid on each share <sup>1</sup>	Number of shares <sup>2</sup>	Aggregate nominal value <sup>3</sup>
<b>Totals</b>				

<sup>1</sup> Including both the nominal value and any share premium

<sup>3</sup> Number of shares issued multiplied by nominal value of each share

<sup>2</sup> Total number of issued shares in this class

### Continuation pages

Please use a Statement of Capital continuation page if necessary

# SH02

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

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

Total aggregate nominal value 1

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

Prescribed particulars

Each ordinary share carries the right to vote and participate in dividends

See Continuation Sheet.

Class of share

A ORDINARY

Prescribed particulars

Each A ordinary share carries the right to vote and participate in dividends

See Continuation Sheet.

Class of share

Prescribed particulars

### Statement of capital

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

[illegible]

<sup>1</sup> Including both the nominal value and any share premium

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

2 Total number of issued shares in this class

# SH02 - continuation page

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



## 10 Statement of capital (Prescribed particulars of rights attached to shares) <sup>1</sup>

Class of share	A ORDINARY	<sup>1</sup> Prescribed particulars of rights attached to shares
Prescribed particulars	<p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the Company remaining after payment of its liabilities shall (to the extent that the Company is lawfully permitted to do so) be distributed among the holders of the shares in the following order of priority</p> <p>(i) first in paying to each holder of A Shares in respect of each A Share of which it is the holder, the Issue Price of such A Shares, and (ii) the balance of such assets shall be distributed amongst the holders of the A Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), SAVE THAT there shall be deducted from the amount (if any) distributable to the holders of the A Shares pursuant to this article (ii) the amount received by each holder of A Shares pursuant to article (i) and the amounts so deducted shall be distributed amongst the holders of the Ordinary Shares pro rata their holdings of such Ordinary Shares</p> <p>On a Share Sale the Proceeds of Sale shall be distributed among the Participating Members in the following order of priority (i) first in paying to each holder of A Shares in respect of each A Share of which it is the holder, the Issue Price of such A Shares, and (ii) the balance of the Proceeds of Sale shall be distributed amongst the holders of the A Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), SAVE THAT there shall be deducted from the amount (if any) distributable to the holders of the A Shares pursuant to this article (ii) the amount received by each holder of A Shares pursuant to article (i) and the amounts so deducted shall be distributed amongst the holders of the Ordinary Shares pro rata their holdings of such Ordinary Shares, and the directors shall not register any transfer of shares if the Proceeds of Sale are not so distributed save in respect of any shares not sold in connection with that Share Sale provided that if the Proceeds of Sale are not settled in their entirety upon completion of the Share Sale: (i) the directors shall not be prohibited from registering the transfer of the relevant shares so long as the Proceeds of Sale that are settled have been distributed as set out in this Article, and (ii) the holders shall take any reasonable action (to the extent lawful and within their control) required by the Investors to ensure that the Proceeds of Sale in their entirety are distributed as set out in this Article 19.2</p> <p>On an Asset Sale the surplus assets of the Company remaining after payment of its liabilities shall be distributed (to the extent that the Company is lawfully permitted to do so) in the manner set out above provided always that if it is not lawful for the Company to distribute its surplus assets in accordance with such provisions, the holders shall take any reasonable action (to the extent lawful and within their control) required by the Investors (including to ensure that the surplus assets in their entirety are distributed as set out in these Articles)</p>	<p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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</p> <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  
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## 10 Statement of capital (Prescribed particulars of rights attached to shares)<sup>1</sup>

Class of share	ORDINARY	
Prescribed particulars	<p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares) the surplus assets of the Company remaining after payment of its liabilities shall (to the extent that the Company is lawfully permitted to do so) be distributed among the holders of the shares in the following order of priority</p> <p>(i) first in paying to each holder of A Shares in respect of each A Share of which it is the holder, the Issue Price of such A Shares, and (ii) the balance of such assets shall be distributed amongst the holders of the A Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), SAVE THAT there shall be deducted from the amount (if any) distributable to the holders of the A Shares pursuant to this article (ii) the amount received by each holder of A Shares pursuant to article (i) and the amounts so deducted shall be distributed amongst the holders of the Ordinary Shares pro rata their holdings of such Ordinary Shares</p> <p>On a Share Sale the Proceeds of Sale shall be distributed among the Participating Members in the following order of priority (i) first in paying to each holder of A Shares in respect of each A Share of which it is the holder, the Issue Price of such A Shares, and (ii) the balance of the Proceeds of Sale shall be distributed amongst the holders of the A Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), SAVE THAT there shall be deducted from the amount (if any) distributable to the holders of the A Shares pursuant to this article (ii) the amount received by each holder of A Shares pursuant to article (i) and the amounts so deducted shall be distributed amongst the holders of the Ordinary Shares pro rata their holdings of such Ordinary Shares, and the directors shall not register any transfer of shares if the Proceeds of Sale are not so distributed save in respect of any shares not sold in connection with that Share Sale provided that if the Proceeds of Sale are not settled in their entirety upon completion of the Share Sale (i) the directors shall not be prohibited from registering the transfer of the relevant shares so long as the Proceeds of Sale that are settled have been distributed as set out in this Article, and (ii) the holders shall take any reasonable action (to the extent lawful and within their control) required by the Investors to ensure that the Proceeds of Sale in their entirety are distributed as set out in this Article 19 2</p> <p>On an Asset Sale the surplus assets of the Company remaining after payment of its liabilities shall be distributed (to the extent that the Company is lawfully permitted to do so) in the manner set out above provided always that if it is not lawful for the Company to distribute its surplus assets in accordance with such provisions, the holders shall take any reasonable action (to the extent lawful and within their control) required by the Investors (including to ensure that the surplus assets in their entirety are distributed as set out in these Articles)</p>	<p><sup>1</sup> Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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</p> <p>A separate table must be used for each class of share</p>


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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		

11

## 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 <del>Director 2, Secretary, Person authorised 3, Administrator, Administrative Receiver, Receiver, Receiver-manager, CIC manager</del>		

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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

Harrison Clark Rickerbys Limited

Address

5 Deansway, Worcester

Post town

County/Region

Postcode

W R 1 2 J G

Country

DX

716260 Worcester 1

Telephone

01905 612001



## 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](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)