

SH02

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

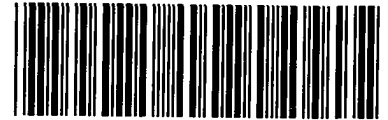


Companies House

☒ 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 g
notice of a conversion of shar
stock.

FRIDAY



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28/08/2015

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COMPANIES HOUSE

1 Company details

Company number **7588241**

Company name in full **SMARTFOCUS 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 **31 07 2015**

3 Consolidation

Please show the amendments to each class of share.

Class of shares (Eg. 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 (Eg. 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 (Eg. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share
ORDINARY SHARES	130,711,059	€1.00

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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 (Eg. 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 (Eg. 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
				£
				£
				£
				£
Totals				£

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 (Eg. 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
SEE CONTINUATION SCHEDULE - "STATEMENT OF CAPITAL"				
Totals				

Currency				
Class of shares (Eg. 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 Total number of issued shares in this class.

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

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.

Total number of shares

273,996,986

Total aggregate nominal value ①

€ 143,285,927

① **Total aggregate nominal value**
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) 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**.

Class of share

SEE CONTINUATION PAGE - STATEMENT

Prescribed particulars

OF CAPITAL (Prescribed particulars of rights attached to shares)."

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

Prescribed particulars

Class of share

Prescribed particulars


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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 		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

IAN COLE

Company name

SMARTFOCUS HOLDINGS
LIMITED

Address

LYNTON HOUSE

TAVISTOCK SQUARE

~~400~~

Post town

LONDON

Country/Region

Postcode

Country

DX

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

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.

This document only contains continuation page(s).
The continuation page(s) must accompany the completed form SH02.

Only use the continuation page(s) you need.
Do not send blank continuation pages, as this may result in the form being returned by
Companies House.

SH02 - continuation page

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

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.
Prescribed particulars	<p>PREFERRED ORDINARY.</p> <p>THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS WHICH RANK EQUALLY WITH THE ORDINARY SHARES (NOT ON AN "AS CONVERTED" BASIS), FULL DIVIDEND RIGHTS WHICH RANK EQUALLY WITH THE ORDINARY SHARES EXCEPT THAT THE SHARES HAVE PREFERENTIAL RIGHTS TO ANY DIVIDEND TO BE PAID DIRECTLY OR INDIRECTLY OUT OF THE PROCEEDS OF THE SALE OR DISPOSAL OF ALL OR SUBSTANTIALLY ALL OF THE COMPANY'S ASSETS AND UNDERTAKING AND PREFERENTIAL CAPITAL DISTRIBUTION RIGHTS ON A WINDING UP; THEY CONFER RIGHTS OF REDEMPTION TO THE HOLDER IN CONNECTION WITH THE ADMISSION OF THE COMPANY'S SHARES TO TRADING ON ANY MARKET OPERATED BY THE LONDON STOCK EXCHANGE IN LONDON, OR BY NYSE GROUP OR NASDAQ IN NEW YORK, IN ORDER TO RAISE (WHETHER BY ALLOTMENT OF NEW SHARES OR THE SALE OF EXISTING SHARES) AT LEAST \$50 MILLION BEFORE EXPENSES (OR ITS EQUIVALENT IN EURO OR STERLING AT THEN PREVAILING SPOT RATES OF EXCHANGE). THE SHARES SHALL CONVERT INTO ORDINARY SHARES IN CERTAIN CIRCUMSTANCES AT A CONVERSION RATIO WHICH MAY ADJUST ON THE OCCURRENCE OF CERTAIN EVENTS.</p> <p>EO.01 ORDINARY</p> <p>On a poll, each Ordinary Share shall carry the right to one vote. The Ordinary Shares and A Ordinary Shares shall rank pari passu in all respects as regards their entitlement to dividends (other than in a winding up, in relation to which article 30A.16 shall apply). In a winding up, the entitlements of the holders of the Ordinary Shares shall be determined in accordance with article 30A.16. On a Sale, the entitlements of the holders of the Ordinary Shares shall be determined in accordance with article 30A.15</p> <p>EO.99 DEFERRED</p> <p>The company is irrevocably authorised at any time to appoint any person to execute on behalf of the holders of the Deferred Shares without obtaining the sanction of the holders thereof a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof, to such persons as the company may determine and/or to cancel the same without making any payment to the holders thereof and without obtaining the sanction of the holders thereof and/or acquire the same (in accordance with the provisions of the Companies Act 2006) without making any payment to or obtaining the sanction of the holders thereof. The Deferred Shares shall not have any right to receive notice of, attend or vote at any meeting of the shareholders, nor to receive a proposed written resolution, save for any class resolutions. No dividend shall be payable with respect to the Deferred Shares and the Deferred Shares shall have no right to participate in the profits of the company or (save as set out in article 30A.16) in any of its surplus assets in a winding up. In a winding up, the entitlements of the holders of the Deferred Shares shall be determined in accordance with article 30A.16. On a Sale, the entitlements of the holders of the Deferred Shares shall be determined in accordance with article 30A.15.</p>	