

DON'T
STAPLE

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 give
notice of a conversion of stock
into stock.

FRIDAY



B3

BCV154S1

19/01/2024

#199

COMPANIES HOUSE

se
ie**1 Company details**

Company number 0 7 9 0 5 6 4 0

Company name in full RAPID NUTRITION PLC

→ **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 1 0 1 2 0 2 4

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
ORDINARY	4,785,474,000	£0.0001	4,785,474	£0.10

4 Sub-division

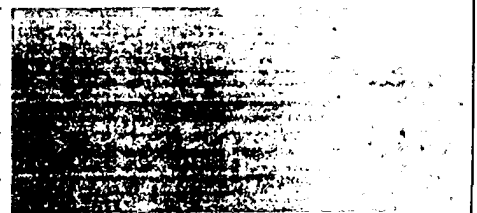
Please show the amendments to each class of share.

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

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

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

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

7

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page
Use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	ORDINARY	4,785,474	£478,547.40	
GBP	DEFERRED	23,265,104	£23,032,452.96	
GBP	DEFERRED	435,935,792	£4,315,764.34	
Totals		463,986,370	£27,826,764.70	£0.00

Currency table B				
Totals				

Currency table C				
Totals				

Total issued share capital table

Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶ ❷
Grand total	463,986,370	£27,826,764.70	£0.00

❶ Show different currencies separately. For example: £100 + €100 + \$10

❷ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

SH02

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

8

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 7.

Class of share	ORDINARY
Prescribed particulars ①	THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.
Class of share	DEFERRED
Prescribed particulars ①	PLEASE SEE CONTINUATION SHEET ATTACHED.
Class of share	DEFERRED
Prescribed particulars ①	PLEASE SEE CONTINUATION SHEET ATTACHED.

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Please use a Statement of capital continuation page if necessary.

9

Signature

I am signing this form on behalf of the company.

Signature	<p>Signature</p> <p>X <i>Nicholas Lindsay</i> X</p> <p>for and on behalf of Elemental Company Secretary Limited</p>
	<p>This form may be signed by:</p> <p>Director ^②, Secretary, Person authorised ^③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.</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.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

SH02

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

 **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 **ROBYN PULL**

Company name **ELEMENTAL COSEC LIMITED**

Address **27 OLD GLOUCESTER STREET**

Post town **LONDON**

County/Region

Postcode **W C I N 3 A X**

Country **UNITED KINGDOM**

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

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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

SH02 - continuation page

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

8 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	DEFERRED	
Prescribed particulars	<p>THE SHARES CARRY NO RIGHTS TO RECEIVE NOTICE OF, OR TO ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING; THEY CONFER NO RIGHT TO PARTICIPATE IN DIVIDENDS OR OTHER DISTRIBUTIONS; HOLDERS SHALL PARTICIPATE IN A WINDING-UP OR A RETURN OF CAPITAL TO THE EXTENT OF THE NOMINAL VALUE OF SUCH SHARES ONLY AFTER THE HOLDERS OF ORDINARY SHARES HAVE BEEN PAID THE AMOUNT OF £1,000,000 ON EACH SUCH SHARE HELD AND SHALL NOT BE ENTITLED TO ANY FURTHER PARTICIPATION IN ASSETS. NO SHARE CERTIFICATES SHALL BE ISSUED IN RESPECT OF THE SHARES AND THEY SHALL NOT BE TRANSFERABLE EXCEPT UPON PURCHASE BY THE COMPANY OR WITH THE UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS. THE COMPANY MAY CREATE, ALLOT AND ISSUE FURTHER SHARES, WHETHER RANKING PARI PASSU WITH OR IN PRIORITY TO THE DEFERRED SHARES, WHICH SHALL NOT INVOLVE A VARIATION OF RIGHTS OR REQUIRE THE CONSENT OF THE HOLDERS OF DEFERRED SHARES. THE COMPANY HAS THE IRREVOCABLE AUTHORITY AT ANY TIME TO PURCHASE ALL OR ANY OF THE DEFERRED SHARES IN ACCORDANCE WITH THE COMPANIES ACT 2006 WITHOUT OBTAINING THE CONSENT OF THE HOLDERS THEREOF AND IN CONSIDERATION OF THE PAYMENT TO EACH OF THE HOLDERS WHOSE SHARES ARE PURCHASED OF AN AMOUNT EQUAL TO ONE PENNY AND TO CANCEL ALL OR ANY OF THE SHARES SO PURCHASED IN ACCORDANCE WITH THE COMPANIES ACT 2006.</p>	<p>● Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <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
re-conversion of stock into shares

8

'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	DEFERRED	
Prescribed particulars	<p>THE SHARES CARRY NO RIGHTS TO RECEIVE NOTICE OF, OR TO ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING; THEY CONFER NO RIGHT TO PARTICIPATE IN DIVIDENDS OR OTHER DISTRIBUTIONS; HOLDERS SHALL PARTICIPATE IN A WINDING-UP OR A RETURN OF CAPITAL TO THE EXTENT OF THE NOMINAL VALUE OF SUCH SHARES ONLY AFTER THE HOLDERS OF ORDINARY SHARES HAVE BEEN PAID THE AMOUNT OF £1,000,000 ON EACH SUCH SHARE HELD AND SHALL NOT BE ENTITLED TO ANY FURTHER PARTICIPATION IN ASSETS. NO SHARE CERTIFICATES SHALL BE ISSUED IN RESPECT OF THE SHARES AND THEY SHALL NOT BE TRANSFERABLE EXCEPT UPON PURCHASE BY THE COMPANY OR WITH THE UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS. THE COMPANY MAY CREATE, ALLOT AND ISSUE FURTHER SHARES, WHETHER RANKING PARI PASSU WITH OR IN PRIORITY TO THE DEFERRED SHARES, WHICH SHALL NOT INVOLVE A VARIATION OF RIGHTS OR REQUIRE THE CONSENT OF THE HOLDERS OF DEFERRED SHARES. THE COMPANY HAS THE IRREVOCABLE AUTHORITY AT ANY TIME TO PURCHASE ALL OR ANY OF THE DEFERRED SHARES IN ACCORDANCE WITH THE COMPANIES ACT 2006 WITHOUT OBTAINING THE CONSENT OF THE HOLDERS THEREOF AND IN CONSIDERATION OF THE PAYMENT TO EACH OF THE HOLDERS WHOSE SHARES ARE PURCHASED OF AN AMOUNT EQUAL TO ONE PENNY AND TO CANCEL ALL OR ANY OF THE SHARES SO PURCHASED IN ACCORDANCE WITH THE COMPANIES ACT 2006.</p>	<p>Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>