

**Don't**  
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# SH02

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

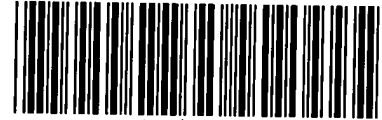


Companies House

☒ **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 shares.

WEDNESDAY



\*A90M3LSB\*

A17

11/03/2020

#258

COMPANIES HOUSE

### 1 Company details

Company number 07923345

Company name in full FESTICKET LTD

→ **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 15/08/2020

### 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	667,000	£0.01	66,700,000	£0.0001
SEED PREFERRED	256,781	£0.01	25,678,100	£0.0001
SERIES A PREFERRED	453,427	£0.01	45,342,700	£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**

# 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 shares into stock.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

## 1 Company details

Company number 0 7 9 2 3 3 4 5

Company name in full FESTICKET LTD

→ **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 8 2 0 1 9

## 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
SERIES B PREFERRED	491,210	£0.01	49,121,000	£0.0001
SERIES C PREFERRED	287,442	£0.01	28,744,200	£0.0001
SERIES D PREFERRED	804,685	£0.01	80,468,500	£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

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

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## 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

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## 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.

Please use a Statement of Capital continuation page if necessary.

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

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
<b>Currency table A</b>				
GBP	ORDINARY	66,700,000	£6,670.00	
GBP	SEED PREFERRED	25,678,100	£2,567.81	
GBP	SERIES A PREFERRED	45,342,700	£4,534.27	
<b>Totals</b>		SEE CONT. PAGE	SEE CONT. PAGE	SEE CONT. PAGE

## Currency table B

<b>Totals</b>				

## Currency table C

<b>Totals</b>				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
296,054,500	£29,605.45	0

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

## Statement of capital

**Complete a separate table for each currency.**

This image shows a vertical strip of a book cover, likely from a historical or antique volume. The cover is decorated with a marbled paper pattern, featuring a dense, intricate design of small, dark, irregular shapes on a lighter background. The strip is bordered by a thin, dark line on the left and right sides. The overall appearance is aged and textured.

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

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

#### 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.

Class of share

Prescribed particulars  
①

SEE CONTINUATION PAGES.

Class of share

Prescribed particulars  
①

Class of share

Prescribed particulars  
①

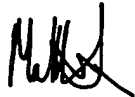
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### Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

#### 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<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.

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

Class of share	ORDINARY	
Prescribed particulars	<p><b>VOTING</b> - The Equity Shares shall confer on each holder of Equity Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p><b>DIVIDEND</b> - Any Available Profits which the Company may determine, with the prior written approval of the Investor Majority, to distribute in respect of any Financial Year will be distributed among the Shareholders so that the holders of Deferred Shares receive EUR 0.01 (as a class) payment of which may be made to any holder of Deferred Shares on behalf of that class, and the remainder will be distributed to the holders of the Equity Shares pro rata to their respective holdings of Equity Shares.</p> <p><b>DISTRIBUTION</b> - 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 be applied (to the extent that the Company is lawfully permitted to do so): after payment to the holders of all other share classes, the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held.</p> <p><b>REDEMPTION</b> - The Ordinary Shares are not redeemable.</p>	<p>● <b>Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ol> <p>A separate table must be used for each class of share.</p>

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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	
Class of share	SEED PREFERRED	
Prescribed particulars	<p><b>VOTING</b> - The Equity Shares shall confer on each holder of Equity Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p><b>DIVIDEND</b> - Any Available Profits which the Company may determine, with the prior written approval of the Investor Majority, to distribute in respect of any Financial Year will be distributed among the Shareholders so that the holders of Deferred Shares receive EUR 0.01 (as a class) payment of which may be made to any holder of Deferred Shares on behalf of that class, and the remainder will be distributed to the holders of the Equity Shares pro rata to their respective holdings of Equity Shares.</p> <p><b>DISTRIBUTION</b> - 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 be applied (to the extent that the Company is lawfully permitted to do so): after payment to the holders of all other share classes bar the Ordinary Shares, in paying to each Seed Preferred Shareholder an amount per Seed Preferred Share held equal to the higher of (i) the Original Purchase Price (provided that if the remaining surplus assets of the Company are insufficient to pay the amounts per share equal to the Original Purchase Price, such surplus assets shall instead be distributed to the Seed Preferred Shareholders pro rata to the number of Seed Preferred Shares held by the Seed Preferred Shareholders) and (ii) such Seed Preferred Shareholder's pro rata share of such assets or proceeds according to the number of Seed Preferred Shares held by him as a proportion of the total Equity Shares then in issue.</p> <p><b>REDEMPTION</b> - The Seed Preferred Shares are not redeemable.</p>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

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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) <sup>1</sup>	
Class of share	SERIES A PREFERRED	
Prescribed particulars	<p><b>VOTING</b> - The Equity Shares shall confer on each holder of Equity Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p><b>DIVIDEND</b> - Any Available Profits which the Company may determine, with the prior written approval of the Investor Majority, to distribute in respect of any Financial Year will be distributed among the Shareholders so that the holders of Deferred Shares receive EUR 0.01 (as a class) payment of which may be made to any holder of Deferred Shares on behalf of that class, and the remainder will be distributed to the holders of the Equity Shares pro rata to their respective holdings of Equity Shares.</p> <p><b>DISTRIBUTION</b> - 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 be applied (to the extent that the Company is lawfully permitted to do so): after payment to the holders of the Deferred Shares (if any), the Series D Shares, Series C Shares and Series B Shares, in paying to each Series A Shareholder an amount per Series A Share held equal to the higher of (i) the Original Purchase Price (provided that if the remaining surplus assets of the Company are insufficient to pay the amounts per share equal to the Original Purchase Price, such surplus assets shall instead be distributed to the Series A Shareholders pro rata to the number of Series A Preferred Shares held by the Series A Shareholders) and (ii) such Series A Shareholder's pro rata share of such assets or proceeds according to the number of Series A Preferred Shares held by him as a proportion of the total Equity Shares then in issue.</p> <p><b>REDEMPTION</b> - The Series A Preferred Shares are not redeemable.</p>	

**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.



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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) <sup>o</sup>	
Class of share	SERIES B PREFERRED	
Prescribed particulars	<p><b>VOTING</b> - The Equity Shares shall confer on each holder of Equity Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p><b>DIVIDEND</b> - Any Available Profits which the Company may determine, with the prior written approval of the Investor Majority, to distribute in respect of any Financial Year will be distributed among the Shareholders so that the holders of Deferred Shares receive EUR 0.01 (as a class) payment of which may be made to any holder of Deferred Shares on behalf of that class, and the remainder will be distributed to the holders of the Equity Shares pro rata to their respective holdings of Equity Shares.</p> <p><b>DISTRIBUTION</b> - 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 be applied (to the extent that the Company is lawfully permitted to do so): after payment to the holders of the Deferred Shares (if any), the Series D Shares and Series C Shares, in paying to each Series B Shareholder an amount per Series B Preferred Share held equal to the higher of (i) the Original Purchase Price (provided that if the remaining surplus assets of the Company are insufficient to pay the amounts per share equal to the Original Purchase Price, such surplus assets shall instead be distributed to the Series B Shareholders pro rata to the number of Series B Preferred Shares held by such Series B Shareholders) and (ii) such Series B Shareholder's pro rata share of such assets or proceeds according to the number of Series B Preferred Shares held by him as a proportion of the total Equity Shares then in issue.</p> <p><b>REDEMPTION</b> - The Series B Preferred Shares are not redeemable.</p>	<p><b>Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

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## 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) <sup>1</sup>	
Class of share	SERIES C PREFERRED	
Prescribed particulars	<p><b>VOTING</b> - The Equity Shares shall confer on each holder of Equity Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p><b>DIVIDEND</b> - Any Available Profits which the Company may determine, with the prior written approval of the Investor Majority, to distribute in respect of any Financial Year will be distributed among the Shareholders so that the holders of Deferred Shares receive EUR 0.01 (as a class) payment of which may be made to any holder of Deferred Shares on behalf of that class, and the remainder will be distributed to the holders of the Equity Shares pro rata to their respective holdings of Equity Shares.</p> <p><b>DISTRIBUTION</b> - 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 be applied (to the extent that the Company is lawfully permitted to do so): after payment to the holders of the Deferred Shares (if any) and the Series D Shares, in paying to each Series C Shareholder an amount per Series C Preferred Share held equal to the higher of (i) the Original Purchase Price (provided that if the remaining surplus assets of the Company are insufficient to pay the amounts per share equal to the Original Purchase Price, such surplus assets shall instead be distributed to the Series C Shareholders pro rata to the number of Series C Preferred Shares held by such Series C Shareholders) and (ii) such Series C Shareholder's pro rata share of such assets or proceeds according to the number of Series C Preferred Shares held by him as a proportion of the total Equity Shares then in issue.</p> <p><b>REDEMPTION</b> - The Series C Preferred Shares are not redeemable.</p>	

**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.

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

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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) <sup>①</sup>	
Class of share	SERIES D PREFERRED	
Prescribed particulars	<p><b>VOTING</b> - The Equity Shares shall confer on each holder of Equity Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p><b>DIVIDEND</b> - Any Available Profits which the Company may determine, with the prior written approval of the Investor Majority, to distribute in respect of any Financial Year will be distributed among the Shareholders so that the holders of Deferred Shares receive EUR 0.01 (as a class) payment of which may be made to any holder of Deferred Shares on behalf of that class, and the remainder will be distributed to the holders of the Equity Shares pro rata to their respective holdings of Equity Shares.</p> <p><b>DISTRIBUTION</b> - 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 be applied (to the extent that the Company is lawfully permitted to do so): after payment to the holders of the Deferred Shares (if any), in paying to each Series D Shareholder an amount per Series D Preferred Share held equal to the higher of (i) the Original Purchase Price (provided that if the remaining surplus assets of the Company are insufficient to pay the amounts per share equal to the Original Purchase Price, such surplus assets shall instead be distributed to the Series D Shareholders pro rata to the number of Series D Preferred Shares held by such Series D Shareholders) and (ii) such Series D Shareholder's pro rata share of such assets or proceeds according to the number of Series D Preferred Shares held by him as a proportion of the total Equity Shares then in issue.</p> <p><b>REDEMPTION</b> - The Series D Preferred Shares are not redeemable.</p>	

**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.

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

## 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 **CHRIS BLACKMAN**

Company name **WITHERS TECH**

Address **20 OLD BAILEY**

Post town **LONDON**

County/Region

Postcode **E C 4 M 7 A N**

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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)