

SH19

Statement of capital for reduction supported by solvency statement or court order



Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page.

✓ What this form is for

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.

✗ What this form is NOT for

You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number 07959823

Company name in full NEW WAVE CAPITAL LIMITED

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Share capital

Complete the table(s) below to show the issued share capital as reduced by the resolution.

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

Please use a Statement of Capital continuation page if necessary.

Currency <small>Complete a separate table for each currency</small>	Class of shares <small>E.g. Ordinary/Preference etc.</small>	Number of shares	Aggregate nominal value (£, €, \$, etc) <small>Number of shares issued multiplied by nominal value</small>	Total aggregate amount unpaid, if any (£, €, \$, etc) <small>Including both the nominal value and any share premium</small>
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Currency table A

GBP	Series A Preferred	3,824,239	3.824239	
GBP	Series B Preferred	74,902,708	74.902708	
GBP	Ordinary	93,628,385	93.628385	
Totals		172,355,332	172.355332	NIL

Currency table B

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
172,355,332	172.355332	NIL

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

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Class of share

SEE CONTINUATION PAGE

Prescribed particulars
❶**❶ 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.

Please use a statement of capital continuation page if necessary.

Class of share

SEE CONTINUATION PAGE

Prescribed particulars
❶

Class of share

SEE CONTINUATION PAGE

Prescribed particulars
❶**4 Signature**

I am signing this form on behalf of the company.

Signature

Signature

X

DIEL

X

This form may be signed by:
Director❷, Secretary, Person authorised❸, CIC manager.**❷ Societas Europaea.**

If this form is being filled on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership.

❸ Person authorised

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

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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
MATT WATSON

Company name
LINKLATERS LLP

Address
ONE SILK STREET

Post town
LONDON

County/Region

Postcode
E C 2 Y 8 H Q

Country
UNITED KINGDOM

DX
10 CHANCERY LANE

Telephone
020 7456 2000



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 completed the relevant sections of the statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House.'



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 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

Share capital

Complete a separate table for each currency.

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SH19 - Continuation page

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3 Prescribed particulars of rights attached to shares

Class of share	Series A preferred	
Prescribed particulars ①	<p>Each Series A preferred share carries no right to vote. The Series A preferred shares have a right to a fixed cumulative preferential dividend at the annual rate of 10 per cent. of the Subscription Price per share compounded annually on 31 December in each year, which shall accrue daily and be calculated in respect of the period to such date assuming a 365-day year. The Series A preferred shares do not carry any further right to participate in the profits of the company. If there is a return of capital on a winding-up or otherwise, the assets of the company available for distribution among the members shall be applied: (i) first, in paying to the holders of Series A preferred shares an amount equal to the Subscription Price of such Series A preferred shares plus any Arrears thereon; (ii) second, in paying to the Series A Investor an amount equal to the Final Make Whole Amount; (iii) third, in paying to the holders of Series B preferred shares an amount equal to the Subscription Price of such Series B preferred shares plus any Arrears thereon less the Final Make Whole Amount; and (iv) finally, the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary shares pro rata to their respective holdings of Ordinary shares. The Series A preferred shares are not redeemable.</p>	<p>① 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>

SH19 - Continuation page

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3 Prescribed particulars of rights attached to shares

Class of share	Series B preferred	
Prescribed particulars 1	<p>Each Series B preferred share carries no right to vote. Provided: (i) no dividend due to the holders of Series A preferred shares is accrued but unpaid; or (ii) if so, the holders of Series A preferred shares have waived their rights to receive such dividend, the Series B preferred shares have a right to a fixed cumulative preferential dividend at the annual rate of 10 per cent. of the Subscription Price per share compounded annually on 31 December in each year, which shall accrue daily and be calculated in respect of the period to such date assuming a 365-day year. The Series B preferred shares do not carry any further right to participate in the profits of the company. If there is a return of capital on a winding-up or otherwise, the assets of the company available for distribution among the members shall be applied: (i) first, in paying to the holders of Series A preferred shares an amount equal to the Subscription Price of such Series A preferred shares plus any Arrears thereon; (ii) second, in paying to the Series A Investor an amount equal to the Final Make Whole Amount; (iii) third, in paying to the holders of Series B preferred shares an amount equal to the Subscription Price of such Series B preferred shares plus any Arrears thereon less the Final Make Whole Amount; and (iv) finally, the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary shares pro rata to their respective holdings of Ordinary shares. The Series B preferred shares are not redeemable.</p>	<p>1 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>

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3 Prescribed particulars of rights attached to shares

Class of share	Ordinary	
Prescribed particulars ①	<p>Each Ordinary share carries the right to one vote on a poll. The right to vote is determined by reference to the register of members. All dividends shall be declared and paid according to the amounts paid up on the shares. The holders of Ordinary shares have a right to participate in the profits of the company provided: (i) no dividend due to the holders of Series A preferred shares or the holders of Series B preferred shares is accrued but unpaid; or (ii) if so, the holders of Series A preferred shares and/or the holders of Series B preferred shares (as applicable) have waived their rights to receive such dividend. If there is a return of capital on a winding-up or otherwise, the assets of the company available for distribution among the members shall be applied: (i) first, in paying to the holders of Series A preferred shares an amount equal to the Subscription Price of such Series A preferred shares plus any Arrears thereon; (ii) second, in paying to the Series A Investor an amount equal to the Final Make Whole Amount; (iii) third, in paying to the holders of Series B preferred shares an amount equal to the Subscription Price of such Series B preferred shares plus any Arrears thereon less the Final Make Whole Amount; and (iv) finally, the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary shares pro rata to their respective holdings of Ordinary shares. The ordinary shares are not redeemable.</p>	<p>① 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>