



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

1 Company details

Company number 0 7 9 5 9 8 2 3

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 Date of resolution

Date of resolution ^d 1 ^d 0 ^m 1 ^m 1 ^y 2 ^y 0 ^y 2 ^y 1

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
Series B Preferred	74,902,708	£0.000001	18,725,677	£0.000004
Ordinary	93,628,385	£0.000001	18,725,677	£0.000005

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

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

Currency table A

GBP	Series B Preferred	18,725,677	74.902708	
GBP	Ordinary	18,725,677	93.628385	
GBP	Series A Preferred	3,824,239	3.824239	
Totals		41,275,593	172.355332	NIL

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
41,275,593	172.355332	NIL

❶ 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)^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

SEE CONTINUATION PAGE

Prescribed particulars

①

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

SEE CONTINUATION PAGE

Prescribed particulars

①

Class of share

SEE CONTINUATION PAGE

Prescribed particulars

①

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X

X

This form may be signed by:

Director ^②, Secretary, Person authorised ^③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.

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.

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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 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 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

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8 Statement of capital (prescribed particulars of rights attached to shares)①		
Class of share	Series A Preferred	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.
Prescribed particulars	<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>	

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

Class of share	Series B preferred	
Prescribed particulars	<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>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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8 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	Ordinary	
Prescribed particulars	<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>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>