

SH02

laserform

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

☒ **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**
You cannot use this form
notice of a conversion of
into stock.

FRIDAY



A08 *A6794QE1* #62
26/05/2017
COMPANIES HOUSE

1 Company details

Company number 0 8 0 7 0 5 2 5

Company name in full Improbable Worlds 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 27 04 2017

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
A Ordinary	90,000	0.01	9,000,000	0.0001
B Ordinary	1,019	0.01	101,900	0.0001
A Preference	57,396	0.01	5,739,600	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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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.

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 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
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Currency table A

GBP	A Ordinary	9,000,000	900.00	
GBP	B Ordinary	101,900	10.19	
GBP	A Preference	5,739,600	573.96	
Totals		14,841,500	1,484.15	0.00

Currency table B

Totals				

Currency table C

Totals				

	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)	14,841,500	1,484.15	0.00

① 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.

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

A Ordinary

Prescribed particulars

Please see continuation page.

①

Class of share

B Ordinary

Prescribed particulars

Please see continuation page.

①

Class of share

A Preference

Prescribed particulars

Please see continuation page.

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

Class of share	A Ordinary	<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>
Prescribed particulars	<p>All terms used herein are defined in the articles of association of the Company adopted 25 November 2015.</p> <p><u>A. Voting</u></p> <p>(1) On a vote - on a show of hands every A Ordinary Shareholder shall have one vote.</p> <p>(2) On a written resolution or on a poll the A Ordinary Shareholders shall have, between them, 75 per cent of the total votes allocated to all shares, apportioned between the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares; and the C Ordinary Shareholders and A Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between the C Ordinary Shareholders and A Preference Shareholders pro rata to their respective holdings of C Ordinary Shares and A Preference Shares.</p> <p><u>B. Income</u></p> <p>(3) Amounts distributed by the Company in or on respect of any financial year shall be applied in the following order of priority:</p> <p>(a) first, in paying any Arrears or accruals of the Fixed Preference Dividend; and</p> <p>(b) second, in distributing amongst the Ordinary Shareholders and A Preference Shareholders (as if such shares constituted one class) the balance (if any) in proportion to the numbers of such shares held by them respectively.</p> <p><u>C. Capital</u></p> <p>(4) On a return of capital on liquidation, winding-up or otherwise (including any redemption or purchase of shares by the Company), the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>(a) first, in paying to the A Preference Shareholders:</p> <p>(i) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each Preference Share held; and</p>	

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

Class of share	A Ordinary (continued)	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>(ii) any Arrears or accruals of the Fixed Preference Dividend which has been declared, provided that if there are insufficient surplus assets to pay the amounts per share equal to the amounts specified hereunder, the remaining surplus assets shall be distributed to the A Preference Shareholders pro rata to their respective holdings of A Preference Shares; and</p> <p>(b) second, in distributing amongst the Ordinary Shareholders the balance (if any) in proportion to the numbers of such shares held by them respectively.</p> <p>The right of each of the A Preference Shareholders to receive amounts on a return of capital or winding up in priority to any other payment to Shareholders shall cease in the event that a distribution of the surplus assets among the Shareholders pro rata to the number of shares held would result in the A Preference Shareholders receiving an amount equal to the aggregate Starting Price or Arrears or accruals of the Fixed Preference Dividend. In such circumstances, all of the surplus assets of the Company remaining after payment of its liabilities shall be distributed among the Shareholders pro rata (as if the shares constituted one and the same class) to the number of shares held.</p> <p><u>D. Redemption</u></p> <p>The A Ordinary Shares are not redeemable.</p>	<p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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

Class of share	B Ordinary	① Prescribed particulars of rights attached to shares The particulars are:
Prescribed particulars	<p>All terms used herein are defined in the articles of association of the Company adopted 25 November 2015.</p> <p><u>A. Voting</u></p> <p>(1) On a vote - on a show of hands every A Ordinary Shareholder shall have one vote.</p> <p>(2) On a written resolution or on a poll the A Ordinary Shareholders shall have, between them, 75 per cent of the total votes allocated to all shares, apportioned between the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares; and the C Ordinary Shareholders and A Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between the C Ordinary Shareholders and A Preference Shareholders pro rata to their respective holdings of C Ordinary Shares and A Preference Shares.</p> <p><u>B. Income</u></p> <p>(3) Amounts distributed by the Company in or on respect of any financial year shall be applied in the following order of priority:</p> <p>(a) first, in paying any Arrears or accruals of the Fixed Preference Dividend; and</p> <p>(b) second, in distributing amongst the Ordinary Shareholders and A Preference Shareholders (as if such shares constituted one class) the balance (if any) in proportion to the numbers of such shares held by them respectively.</p> <p><u>C. Capital</u></p> <p>(4) On a return of capital on liquidation, winding-up or otherwise (including any redemption or purchase of shares by the Company), the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>(a) first, in paying to the A Preference Shareholders:</p> <p>(i) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each Preference Share held; and</p>	<p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>

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

Class of share	B Ordinary (continued)	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>(ii) any Arrears or accruals of the Fixed Preference Dividend which has been declared, provided that if there are insufficient surplus assets to pay the amounts per share equal to the amounts specified hereunder, the remaining surplus assets shall be distributed to the A Preference Shareholders pro rata to their respective holdings of A Preference Shares; and</p> <p>(b) second, in distributing amongst the Ordinary Shareholders the balance (if any) in proportion to the numbers of such shares held by them respectively.</p> <p>The right of each of the A Preference Shareholders to receive amounts on a return of capital or winding up in priority to any other payment to Shareholders shall cease in the event that a distribution of the surplus assets among the Shareholders pro rata to the number of shares held would result in the A Preference Shareholders receiving an amount equal to the aggregate Starting Price or Arrears or accruals of the Fixed Preference Dividend. In such circumstances, all of the surplus assets of the Company remaining after payment of its liabilities shall be distributed among the Shareholders pro rata (as if the shares constituted one and the same class) to the number of shares held.</p> <p><u>D. Redemption</u></p> <p>The B Ordinary Shares are not redeemable.</p>	<p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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

Class of share	A Preference	① Prescribed particulars of rights attached to shares The particulars are:
Prescribed particulars	<p>All terms used herein are defined in the articles of association of the Company adopted 25 November 2015.</p> <p>A. Voting</p> <p>(1) On a vote - on a show of hands every A Ordinary Shareholder shall have one vote.</p> <p>(2) On a written resolution or on a poll the A Ordinary Shareholders shall have, between them, 75 per cent of the total votes allocated to all shares, apportioned between the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares; and the C Ordinary Shareholders and A Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between the C Ordinary Shareholders and A Preference Shareholders pro rata to their respective holdings of C Ordinary Shares and A Preference Shares.</p> <p>B. Income</p> <p>(3) Amounts distributed by the Company in or on respect of any financial year shall be applied in the following order of priority:</p> <p>(a) first, in paying any Arrears or accruals of the Fixed Preference Dividend; and</p> <p>(b) second, in distributing amongst the Ordinary Shareholders and A Preference Shareholders (as if such shares constituted one class) the balance (if any) in proportion to the numbers of such shares held by them respectively.</p> <p>C. Capital</p> <p>(4) On a return of capital on liquidation, winding-up or otherwise (including any redemption or purchase of shares by the Company), the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>(a) first, in paying to the A Preference Shareholders:</p> <p>(i) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each Preference Share held; and</p>	<p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>

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

Class of share	A Preference (continued)	① Prescribed particulars of rights attached to shares The particulars are:
Prescribed particulars	<p>(ii) any Arrears or accruals of the Fixed Preference Dividend which has been declared, provided that if there are insufficient surplus assets to pay the amounts per share equal to the amounts specified hereunder, the remaining surplus assets shall be distributed to the A Preference Shareholders pro rata to their respective holdings of A Preference Shares; and</p> <p>(b) second, in distributing amongst the Ordinary Shareholders the balance (if any) in proportion to the numbers of such shares held by them respectively.</p> <p>The right of each of the A Preference Shareholders to receive amounts on a return of capital or winding up in priority to any other payment to Shareholders shall cease in the event that a distribution of the surplus assets among the Shareholders pro rata to the number of shares held would result in the A Preference Shareholders receiving an amount equal to the aggregate Starting Price or Arrears or accruals of the Fixed Preference Dividend. In such circumstances, all of the surplus assets of the Company remaining after payment of its liabilities shall be distributed among the Shareholders pro rata (as if the shares constituted one and the same class) to the number of shares held.</p> <p><u>D. Redemption</u></p> <p>The A Preference Shares are not redeemable.</p>	<p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>

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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 655796/RYM

Company name Macfarlanes LLP

Address 20 Cursitor Street

Post town

County/Region London

Postcode E C 4 A 1 L T

Country UK

DX DX No: 138 Chancery Lane

Telephone +44 (0) 20 7831 9222



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