

# SH02

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

# Laserform

✓ **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

✗

TUESDAY



A21 \*A4XXLVU2\* #318  
05/01/2016  
COMPANIES HOUSE

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

### 1 Company details

Company number 0 8 6 1 5 7 8 8

Company name in full LKR Holdings 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 d0 d7 m1 m2 y2 y0 y1 y5

### 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
B1 Ordinary Shares	1,151,330	£0.005	1,151,330	£0.002
			1,151,330	£0.003

### 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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<b>6 Re-conversion</b>			
Please show the class number and nominal value of shares following re-conversion from stock			
<b>New share structure</b>			
Value of stock	Class of shares (E g Ordinary/Preference etc )	Number of issued shares	Nominal value of each share

**Statement of capital**

**Section 7** (also **Section 8** and **Section 9** if appropriate) should reflect the company's issued capital following the changes made in this form

<b>7 Statement of capital (Share capital in pound sterling (£))</b>				
Please complete the table below to show each share classes held in pound sterling If all your issued capital is in sterling, only complete <b>Section 7</b> and then go to <b>Section 10</b>				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
A1 Ordinary Shares	£0.005	£0.00	10,288,765	£ 20,577.53
A2 Ordinary Shares	£0.005	£0.00	9,913,265	£ 19,826.53
B1 Ordinary Shares	£0.002	£0.00	1,151,330	£ 2,302.66
B1 Ordinary Shares	£0.003	£0.00	1,151,330	£ 3,453.99
<b>Totals</b>			22504690	£ 46,160.71

<b>8 Statement of capital (Share capital in other currencies)</b>				
Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency				
Currency				
Class of shares (E g Ordinary / Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

**Continuation pages**

Please use a Statement of Capital continuation page if necessary

## SH02 - continuation page

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### Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	A1 Ordinary Shares	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>The A1 Ordinary Shares entitle the holder to:</p> <p>(a) one vote per A1 Ordinary Share, provided that for so long as LDC (Managers) Limited, LDC II LP, LDC Parallel II LP, LDC (Nominees) Limited, LDC Parallel (Nominees) Limited or any holding company or subsidiary of any of them or any subsidiary of any such holding company ("LDC Entity") are the legal and/or beneficial owner of A1 Ordinary Shares, such A1 Ordinary Shares shall not confer more than 49.9% of the total voting rights of all the shares of the company at any time. If the company is in a state of material default (under the terms of the articles) i.e. there is an insolvency event subsisting which has not been remedied and the investor majority has served notice on the company that additional votes are to be exercised, the holders of A1 Ordinary Shares (and A2 Ordinary Shares) are entitled on a poll vote at a general meeting or on a written resolution to such number of votes for every A1 Ordinary Share (or A2 Ordinary Share, as if they are one class) as will confer 95% of the total voting rights of all shares of the company at that time. Such right will last for a minimum period of three months following the date on which the enhanced voting rights are first exercised.</p> <p>(b) a pro-rata entitlement to any dividend which the company determines to distribute;</p> <p>(c) on a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the company after paying its liabilities, a holder of A1 Ordinary Shares shall be entitled</p> <p style="padding-left: 40px;">pari passu with the holders of A2 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares as regards their respective shares, to the amount credited as paid up per A1 Ordinary Share (inclusive of any premium paid thereon);</p> <p style="padding-left: 40px;">pari passu with the holders of A2 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares as regards their respective shares, to the balance of such assets,</p> <p style="padding-left: 40px;">provided always that the holders of Deferred Shares shall be entitled on winding up of the company to receive the nominal value of such shares after the holders of A1 Ordinary Shares, A2 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares have received £10,000,000 per share. This class of shares is subject to the ratchet provisions in the articles of association; and</p> <p>(d) the A1 Ordinary Shares are not redeemable</p>	<p>The particulars are</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 and any terms or conditions relating to redemption of these shares</p> <p>A separate table must be used for each class of share</p>

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10	Statement of capital (Prescribed particulars of rights attached to shares) ①	
Class of share	A2 Ordinary Shares	
Prescribed particulars	<p>The A2 Ordinary Shares entitle the holder to</p> <p>(a) for so long as an LDC Entity shall be the legal and beneficial owner of A2 Ordinary Shares, no right to vote. If the company is in a state of material default (under the terms of the articles) i.e. there is an insolvency event subsisting which has not been remedied and the investor majority has served notice on the company that additional votes are to be exercised, the holders of A2 Ordinary Shares (and A1 Ordinary Shares) are entitled on a poll vote at a general meeting or on a written resolution to such number of votes for every A2 Ordinary Share (and A1 Ordinary Share, as if they are one class) as will confer 95% of the total voting rights of all shares of the company at that time. Such right will last for a minimum period of three months following the date on which the enhanced voting rights are first exercised,</p> <p>(b) a pro-rata entitlement to any dividend which the company determines to distribute,</p> <p>(c) on a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the company after paying its liabilities, a holder of A2 Ordinary Shares shall be entitled</p> <p style="padding-left: 40px;">pari passu with the holders of A1 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares as regards their respective shares, to the amount credited as paid up per A2 Ordinary Share (inclusive of any premium paid thereon);</p> <p style="padding-left: 40px;">pari passu with the holders of A1 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares as regards their respective shares, to the balance of such assets,</p> <p>provided always that the holders of Deferred Shares shall be entitled on winding up of the company to receive the nominal value of such shares after the holders of A1 Ordinary Shares, A2 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares have received £10,000,000 per share. This class of shares is subject to the ratchet provisions in the articles of association; and</p> <p>(d) the A2 Ordinary 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 and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

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### Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	B1 Ordinary Shares	① Prescribed particulars of rights attached to shares The particulars are
Prescribed particulars	<p>The B1 Ordinary Shares entitle the holder to</p> <p>(a) one vote per B1 Ordinary Share at all general meetings of the company or on a written resolution,</p> <p>(b) a pro-rata entitlement to any dividend which the company determines to distribute,</p> <p>(c) on a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the company after paying its liabilities, a holder of B1 Ordinary Shares shall be entitled</p> <p style="padding-left: 40px;">pari passu with the holders of A1 Ordinary Shares, A2 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares as regards their respective shares, to the amount credited as paid up per B1 Ordinary Share,</p> <p style="padding-left: 40px;">pari passu with the holders of A1 Ordinary Shares, A2 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares as regards their respective shares, to the balance of such assets,</p> <p>provided always that the holders of Deferred Shares shall be entitled on winding up of the company to receive the nominal value of such shares after the holders of A1 Ordinary Shares, A2 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares have received £10,000,000 per share. This class of shares is subject to the ratchet provisions in the articles of association, and</p> <p>(d) the B1 Ordinary 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 and any terms or conditions relating to redemption of these shares</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	B2 Ordinary Shares	① Prescribed particulars of rights attached to shares The particulars are
Prescribed particulars	<p>The B2 Ordinary Shares entitle the holder to</p> <p>(a) one vote per B2 Ordinary Share at all general meetings of the company or on a written resolution,</p> <p>(b) a pro-rata entitlement to any dividend which the company determines to distribute,</p> <p>(c) on a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the company after paying its liabilities, a holder of B2 Ordinary Shares shall be entitled</p> <p style="padding-left: 40px;">pari passu with the holders of A1 Ordinary Shares, A2 Ordinary Shares, B1 Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares as regards their respective shares, to the amount credited as paid up per B2 Ordinary Share,</p> <p style="padding-left: 40px;">pari passu with the holders of A1 Ordinary Shares, A2 Ordinary Shares, B1 Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares as regards their respective shares, to the balance of such assets;</p> <p>provided always that the holders of Deferred Shares shall be entitled on winding up of the company to receive the nominal value of such shares after the holders of A1 Ordinary Shares, A2 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares have received £10,000,000 per share. This class of shares is subject to the ratchet provisions in the articles of association, and</p> <p>(d) the B2 Ordinary 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 and any terms or conditions relating to redemption of these shares</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) <sup>1</sup>

Class of share	C2 Ordinary Shares	<sup>1</sup> Prescribed particulars of rights attached to shares
Prescribed particulars	<p>The C2 Ordinary Shares entitle the holder to</p> <p>(a) one vote per C2 Ordinary Share at all general meetings of the company or on a written resolution;</p> <p>(b) a pro-rata entitlement to any dividend which the company determines to distribute,</p> <p>(c) on a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the company after paying its liabilities, a holder of C2 Ordinary Shares shall be entitled</p> <p style="padding-left: 40px;">pari passu with the holders of A1 Ordinary Shares, A2 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares and C1 Ordinary Shares as regards their respective shares, to the amount credited as paid up per C1 Ordinary Share,</p> <p style="padding-left: 40px;">pari passu with the holders of A1 Ordinary Shares, A2 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares and C1 Ordinary Shares as regards their respective shares, to the balance of such assets,</p> <p>provided always that the holders of Deferred Shares shall be entitled on winding up of the company to receive the nominal value of such shares after the holders of A1 Ordinary Shares, A2 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares have received £10,000,000 per share. This class of shares is subject to the ratchet provisions in the articles of association, and</p> <p>(d) the C2 Ordinary Shares are not redeemable</p>	<p>The particulars are</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 and any terms or conditions relating to redemption of these shares</p> <p>A separate table must be used for each class of share</p>

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10	Statement of capital (Prescribed particulars of rights attached to shares) ①	
Class of share	C1 Ordinary Shares	
Prescribed particulars	<p>The C1 Ordinary Shares entitle the holder to</p> <p>(a) one vote per C1 Ordinary Share at all general meetings of the company or on a written resolution,</p> <p>(b) a pro-rata entitlement to any dividend which the company determines to distribute;</p> <p>(c) on a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the company after paying its liabilities, a holder of C1 Ordinary Shares shall be entitled.</p> <p style="padding-left: 40px;">pari passu with the holders of A1 Ordinary Shares, A2 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares and C2 Ordinary Shares as regards their respective shares, to the amount credited as paid up per C1 Ordinary Share,</p> <p style="padding-left: 40px;">pari passu with the holders of A1 Ordinary Shares, A2 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares and C2 Ordinary Shares as regards their respective shares, to the balance of such assets,</p> <p>provided always that the holders of Deferred Shares shall be entitled on winding up of the company to receive the nominal value of such shares after the holders of A1 Ordinary Shares, A2 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares have received £10,000,000 per share. This class of shares is subject to the ratchet provisions in the articles of association; and</p> <p>(d) the C1 Ordinary Shares are not redeemable</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</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 and any terms or conditions relating to redemption of these shares</p> <p>A separate table must be used for each class of share</p>



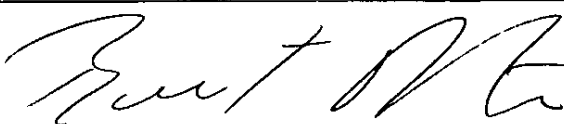
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Class of share	B2 Ordinary Shares	<p><b>1 Prescribed particulars of rights attached to shares</b> The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</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 and any terms or conditions relating to redemption of these shares</li> </ul> <p>A separate table must be used for each class of share</p> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars	Please see continuation sheet	
Class of share	C1 Ordinary Shares	
Prescribed particulars	Please see continuation sheet	

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## Signature

Signature	I am signing this form on behalf of the company		<p><b>2 Societas Europaea</b> 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</p> <p><b>3 Person authorised</b> Under either section 270 or 274 of the Companies Act 2006</p>
	Signature	<p>X  X</p> <p>This form may be signed by Director <b>2</b>, Secretary, Person authorised <b>3</b>, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager</p>	

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**9****Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital.	<b>1 Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	31,683,365	
Total aggregate nominal value <b>1</b>	£92,054,085	

**10****Statement of capital (Prescribed particulars of rights attached to shares) **2****

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section 7</b> and <b>Section 8</b> .	<b>2 Prescribed particulars of rights attached to shares</b> 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 and any terms or conditions relating to redemption of these shares  A separate table must be used for each class of share  Please use a Statement of capital continuation page if necessary
Class of share	A1 Ordinary Shares	
Prescribed particulars	Please see continuation sheet	
Class of share	A2 Ordinary Shares	
Prescribed particulars	Please see continuation sheet	
Class of share	B1 Ordinary Shares	
Prescribed particulars	Please see continuation sheet	

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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 Sinead Wood

Company name DLA Piper UK LLP

Address 101 Barbirolli Square

Manchester

Post town

County/Region

Postcode

M

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D

L

Country

DX DX 14304 MANCHESTER

Telephone 08700 111 111



### 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 NR Belfast 1



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

Please complete the table below to show each class of shares held in other currencies  
Please complete a separate table for each currency