

SH02

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



Companies House

MONDAY
MC



A4JT2M4Y

A08 09/11/2015 #75

COMPANIES HOUSE

LD2 19/10/2015 #65

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**
You cannot use this form
notice of a conversion of
stock

1 Company details

Company number 0 8 7 6 2 3 2 7

Company name in full Worldpay Group plc

→ 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 16 10 2015

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
Ordinary Shares	50,000,000	£1 00	0	£0 00
Consolidation Shares	0	£0 00	1	£50,000,000 00

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
Consolidation Shares	1	£50,000,000 00	0	£0 00
Ordinary Shares	0	£0 00	1,605,083,333	£0 03
CVR Shares	0	£0 00	1,000,000	£1.84750001

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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6 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

Statment 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

7 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each share classes held in pound sterling

If all your issued capital is in sterling, only complete Section 7 and then go to Section 10.

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
Ordinary Shares	£0 03	£0 00	1,605,083,333	£48,152,499.99
CVR Shares	£1.84750001	£0 00	1,000,000	£1,847,500.01
				£
				£
Totals			1,606,083,333	£ 50,000,000 00

8 Statement of capital (Share capital in other currencies)

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
Totals				

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
Totals				

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

Continuation pages

Please use a Statement of Capital continuation page if necessary

③ Total number of issued shares in this class

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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		① Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares		
Total aggregate nominal value ①		

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 Section 7 and Section 8		② 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 Please use a Statement of capital continuation page if necessary
Class of share	Ordinary Shares	
Prescribed particulars	<p>Voting rights Ordinary Shares rank equally for voting purposes. On a show of hands each member shall have one vote and on a poll each member shall have one vote per Ordinary Share held.</p> <p>Dividend rights each Ordinary Share ranks equally for any dividend declared.</p> <p>Distribution rights on a winding up or otherwise each Ordinary Share ranks equally for any distribution made on a winding up.</p> <p>Redeemable shares the Ordinary Shares are not redeemable.</p>	
Class of share	CVR Shares	
Prescribed particulars	<p>Voting rights non voting unless the business of the meeting includes the winding up of the Company, in which case the holders of the CVR Shares have the right to vote only on the winding up of the Company.</p> <p>Dividend rights the holders of the CVR Shares have the right to dividends of an amount equal to 90% of the Net Proceeds resulting from the redemption, sale, transfer or other disposal of, the VE Shares.</p> <p>Distribution rights on winding up or otherwise Priority over holders of Ordinary Shares. Equal to amount paid up on their CVR shares.</p> <p>Redeemable shares the CVR shares are redeemable.</p>	
Class of share		
Prescribed particulars		

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Class of share		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 Please use a Statement of capital continuation page if necessary
Prescribed particulars		
Class of share		
Prescribed particulars		

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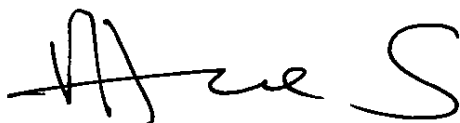
Signature

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 ^②, 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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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 **DUNCAN BELLAMY**

Company name **ALLEN & OVERY LLP**

Address **ONE BISHOPS SQUARE**

Post town **LONDON**

County/Region **LONDON**

Postcode **E 1 6 A D**

Country **ENGLAND**

DX

Telephone **020 3088 3285**



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.companieshouse.gov.uk or email 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