

SH02

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 for**
You cannot use this form to
notice of a conversion of sh
into stock.

WEDNESDAY



A646ZOT4

A08

12/04/2017

#196

COMPANIES HOUSE

1 Company details

Company number 0 8 8 5 5 1 6 3

Company name in full SmartUp.io 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 01 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
ORDINARY	10,520	£0.001	10,520,000	£0.000001
SERIES A PREFERRED	3,743	£0.001	3,743,000	£0.000001

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. If 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
Currency table A				
STERLING	ORDINARY	10,520,000	£10.52	
STERLING	SERIES A PREFERRED	3,743,000	£3.743	
Totals		14263000	£14.263	NIL

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value	Total aggregate amount unpaid
14263000	£14.263	NIL

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:

- 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

ORDINARY of £0.000001 each

Prescribed particulars

See attached schedule

1

Class of share

SERIES A PREFERRED of £0.000001 each

Prescribed particulars

See attached schedule

1

Class of share

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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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

LUCY SUTCLIFFE

Company name

OSBORNE CLARKE LLP

Address

ONE LONDON WALL

Post town LONDON

County/Region UNITED KINGDOM

Postcode

E C 2 Y 5 E B

Country

UNITED KINGDOM

DX

466 LONDON CHANCERY LANE

Telephone

+ 44 20 7105 7844



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

Class of share	Ordinary shares of £0.000001 each	
Prescribed particulars	<p>The Ordinary Shares carry the right to attend and vote at the meeting of the company pari passu with the other Ordinary Shares and Series A Shares as if the constituted one class of shares. The Ordinary Shares have attached to them dividend rights pari passu with the Ordinary Shares and Series A Shares as if they constituted one class of shares. On a return of the assets on liquidation or capital reduction or otherwise (except upon redemption of shares of any class or the purchase by the Company of its own shares), the surplus assets of the Company remaining after the payment of its liabilities shall be distributed in the following manner and order of priority: (a) first, in paying to the holders of the Series A Shares an amount per Series A Share equal to the Series A Subscription Price, provided that if there are insufficient assets to pay the amounts per share equal to the Series A Subscription Price the available surplus assets shall be distributed pro rata according to the amounts paid up on the Series A Shares; (b) second, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of the Deferred Shares); and (c) the balance of the surplus assets (if any) shall be distributed amongst the holders of the Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively. 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>

SH02 - continuation page

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

Class of share	Series A shares of £0.000001 each	
Prescribed particulars	<p>The Series A Shares carry the right to attend and vote at the meeting of the company pari passu with the other Ordinary Shares and Series A Shares as if the constituted one class of shares. The Series A Shares have attached to them dividend rights pari passu with the Ordinary Shares and Series A Shares as if they constituted one class of shares. On a return of the assets on liquidation or capital reduction or otherwise (except upon redemption of shares of any class or the purchase by the Company of its own shares), the surplus assets of the Company remaining after the payment of its liabilities shall be distributed in the following manner and order of priority: (a) first, in paying to the holders of the Series A Shares an amount per Series A Share equal to the Series A Subscription Price, provided that if there are insufficient assets to pay the amounts per share equal to the Series A Subscription Price the available surplus assets shall be distributed pro rata according to the amounts paid up on the Series A Shares; (b) second, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of the Deferred Shares); and (c) the balance of the surplus assets (if any) shall be distributed amongst the holders of the Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively. 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>