

# 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  
stock into shares.

TUESDAY



A17 \*A63MINDF\* 04/04/2017 #219  
COMPANIES HOUSE

### 1 Company details

Company number 0 9 0 8 0 8 3 8

Company name in full GAPCAP 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 0 d 1 m 0 m 7 y 2 y 0 y 1 y 4

### 3 Consolidation

Please show the amendments to each class of share.

| Class of shares<br>(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<br>(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                                           | 1                        | £1.00                       | 1,000                   | £0.001                      |
|                                                    |                          |                             |                         |                             |
|                                                    |                          |                             |                         |                             |

### 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<br>(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<br>(E.g. Ordinary/Preference etc.) | Number of issued shares | Nominal value of each share |
|----------------|----------------------------------------------------|-------------------------|-----------------------------|
|                |                                                    |                         |                             |
|                |                                                    |                         |                             |
|                |                                                    |                         |                             |

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

**Currency table A**

|               |          |       |      |      |
|---------------|----------|-------|------|------|
| GBP           | ORDINARY | 1,000 | 1.00 |      |
|               |          |       |      |      |
|               |          |       |      |      |
| <b>Totals</b> |          | 1,000 | 1.00 | 0.00 |

**Currency table B**

|               |  |  |  |  |
|---------------|--|--|--|--|
|               |  |  |  |  |
|               |  |  |  |  |
|               |  |  |  |  |
| <b>Totals</b> |  |  |  |  |

**Currency table C**

|               |  |  |  |  |
|---------------|--|--|--|--|
|               |  |  |  |  |
|               |  |  |  |  |
|               |  |  |  |  |
| <b>Totals</b> |  |  |  |  |

**Totals (including continuation pages)**

| Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
|------------------------|---------------------------------|---------------------------------|
| 1,000                  | 1.00                            | 0.00                            |

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

## SH02 - continuation page

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

|                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Class of share         | ORDINARY                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Prescribed particulars | <p>IN THE EVENT OF THE BUSINESS BEING SOLD/CLOSED/LISTED/ANY OTHER FORM OF EXIT. THE FIRST £75,000 OF PROCEEDS AVAILABLE FOR DISTRIBUTION WILL BE PAID TO THE SHAREHOLDERS PRO RATA THE AMOUNT PAID UP PER SHARE, FOR WHICH PURPOSE THE AMOUNT PAID UP ON EACH ORDINARY SHARE SHALL BE DEEMED TO BE 0.001P AND THE AMOUNT PAID UP ON EACH A ORDINARY SHARE SHALL BE DEEMED TO BE £1. ANY EXCESS ABOVE 75,000 WILL BE DISTRIBUTED AS IF ALL SHARES FORMED ONE CLASS PRO RATA TO THE NUMBER OF SHARES HELD. EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO DIVIDENDS. IN THE EVENT OF A SPLIT VOTING DECISION ON THE BOARD, ALEX FENTON HAS THE CASTING VOTE.</p> | <p>● Prescribed particulars of rights attached to shares</p> <p>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.</li> </ul> <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)<sup>①</sup>

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

Prescribed particulars  
<sup>①</sup>

### 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

Prescribed particulars  
<sup>①</sup>

Class of share

Prescribed particulars  
<sup>①</sup>

## 9 Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director <sup>②</sup>, Secretary, Person authorised <sup>③</sup>, 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

S VERMEULEN

Company name

KPMG LLP

Address

15 CANADA SQUARE

Post town

LONDON

County/Region

Postcode

E

1

4

5

G

L

Country

UK

DX

Telephone

02076944607

**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](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)