

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

SATURDAY



A14 \*A4J00LGQ\* 07/11/2015 #222  
COMPANIES HOUSE

### 1 Company details

Company number 09341508  
Company name in full FMG GROUP 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 27/10/2015

### 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

### 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
D ORDINARY SHARES	5	£1,000	50,000	£0 10

### 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</b>	<b>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</b>	<b>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 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
See continuation sheet				£
				£
				£
				£
<b>Totals</b>				£

<b>8</b>	<b>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
<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
<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

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

- ❶ Including both the nominal value and any share premium
- ❷ Total number of issued shares in this class
- ❸ E.g. Number of shares issued multiplied by nominal value of each share

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10	Statement of capital (Prescribed particulars of rights attached to shares) <sup>1</sup>	
Class of share	D Ordinary Shares ("D Ords")	<b>1 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
Prescribed particulars	<p>(a) Voting On a poll, the holders of the D Ords shall be entitled to votes representing 5% of the votes cast for each D Ord of which he is the holder</p> <p>(b) Income see A Ords</p> <p>(c) Capital see A Ords</p> <p>(d) Redemption The D Ords are not redeemable</p>	

# SH02 continuation page

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## 1 Statement of capital (Prescribed particulars of rights attached to shares)<sup>1</sup>

Class of share	A Ordinary Shares ("A Ords")	
Prescribed particulars	<p><b>Voting</b> On a poll, the holders of the A Ords (as a class) shall have such number of votes in aggregate as are equal to 41 95% per cent of the total votes capable of being cast by all shareholders at that meeting such votes to be allocated amongst the holders of the A Ords in proportion to the number of A Ords held by each of them In certain circumstances, the A Ords are subject to enhanced voting rights whereby if the holders of the A Ords (as a class)</p> <p>(a) vote against a resolution or do not sign any written resolution of the shareholders as being approved, the resolution shall be deemed not to be carried notwithstanding the votes received,</p> <p>(b) vote in favour of a resolution or written resolution, such resolution will be deemed passed notwithstanding the number of votes received against it,</p> <p>(c) vote at any meeting of the board against any resolution put to that meeting or do not sign any written resolution of the board as being approved, that resolution shall be deemed not to have been carried, notwithstanding the number of votes received in favour of it, and</p> <p>(d) vote at any meeting of the board in favour of any resolution put that meeting or sign a written resolution of the board as being approved, that resolution shall be deemed to have been carried, notwithstanding the number of votes received against it</p> <p><b>Income</b> Any income distributions are shared amongst the holders of A Ords, A1 Ords, B Ords, B1 Ords, C Ords and D Ords</p> <p><b>Capital</b> Right to rank par passu in the distribution of the proceeds of any realisation as if there was one class of share based on the number of shares held and not nominal value after such proceeds have been firstly allocated in the amount equal to the issue price of the shares held by that shareholder</p> <p><b>Redemption</b> The A Ords are not redeemable</p>	<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>

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## 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		
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 <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		
Prescribed particulars	See continuation sheet	
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		

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## 1 Statement of capital (Prescribed particulars of rights attached to shares)<sup>1</sup>

Class of share	B Ordinary Shares ("B Ords")	
Prescribed particulars	<p>(a) Voting see A1 Ords</p> <p>(b) Income see A Ords</p> <p>(c) Capital see A Ords</p> <p>(d) Redemption The B Ords are not redeemable</p>	<p><b>1 Prescribed particulars of rights attached to shares</b> 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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## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

1	Statement of capital (Prescribed particulars of rights attached to shares) <sup>1</sup>	
Class of share	A1 Ordinary Shares ("A1 Ords")	
Prescribed particulars	<p>Voting On a poll, the holders of the A1 Ords, the 11 Ords and the B1 Ords shall be entitled on a show of hands and on a poll to votes representing X% of the votes cast where</p> <p>(a) <math>x = 100 - (\text{number of D Ords voting} \times 5) - 41.95</math> such votes to be allocated amongst them in proportion to the number of B Ords held by each of them</p> <p>(b) Income see A Ords</p> <p>(c) Capital see A Ords</p> <p>(d) Redemption The A1 Ords are not redeemable</p>	<p><b><sup>1</sup> 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>



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

1 Statement of capital (Prescribed particulars of rights attached to shares) <sup>1</sup>			
<p>Class of share</p> <p>Prescribed particulars</p>	<table border="1"> <tr> <td data-bbox="336 436 1150 2024"> <p>C Ordinary Shares ("C Ords")</p> <p>(a) Voting The C Ords have no voting rights</p> <p>(b) Income see A Ords</p> <p>(c) Capital see A Ords</p> <p>(d) Redemption The C Ords are not redeemable</p> </td><td data-bbox="1150 436 1498 2024"> <p><sup>1</sup> 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 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> </td></tr> </table>	<p>C Ordinary Shares ("C Ords")</p> <p>(a) Voting The C Ords have no voting rights</p> <p>(b) Income see A Ords</p> <p>(c) Capital see A Ords</p> <p>(d) Redemption The C Ords are not redeemable</p>	<p><sup>1</sup> 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 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>C Ordinary Shares ("C Ords")</p> <p>(a) Voting The C Ords have no voting rights</p> <p>(b) Income see A Ords</p> <p>(c) Capital see A Ords</p> <p>(d) Redemption The C Ords are not redeemable</p>	<p><sup>1</sup> 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 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>		

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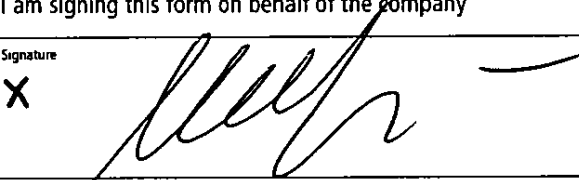
## 1 Statement of capital (Prescribed particulars of rights attached to shares)<sup>①</sup>

Class of share	B1 Ordinary Shares ("B1 Ords")	
Prescribed particulars	<p>(a) Voting see A1 Ords</p> <p>(b) Income see A Ords</p> <p>(c) Capital see A Ords</p> <p>(d) Redemption The B1 Ords are not redeemable</p>	<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>

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Class of share		<b>① 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
Prescribed particulars		
Class of share		
Prescribed particulars		

<b>11</b>	<b>Signature</b>	
	I am signing this form on behalf of the company	
Signature	Signature 	<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  <b>③ Person authorised</b> Under either section 270 or 274 of the Companies Act 2006
	This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager	

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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 **OLGA SHIRYAEVA**

Company name **BERWIN LEIGHTON PAISNER LLP**

Address **ADELAIDE HOUSE, LONDON BRIDGE**

Post town **LONDON**

County/Region

Postcode **E C 4 R 9 H A**

Country

DX **92 LONDON/CHANCERY LN**

Telephone **02034003694**

**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](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)**