

SH02

Laserform

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

TUESDAY



A10 *A50D8W19* #131
09/02/2016
COMPANIES HOUSE

1 Company details

Company number 0 9 3 6 8 4 3 1

Company name in full QIO Technologies Ltd

→ **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 d1 d8 m0 m1 y2 y0 y1 y6

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	575,569	0 01	5,755,690	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 (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

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

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	0 001		5755690	£ 5,755.69
A Ordinary	0.001		145114	£ 145.11
				£
				£
Totals			5900804	£ 5,900.80

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 ③
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 ③
Totals				

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

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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	5,900,804	
Total aggregate nominal value 1	5,900 80	

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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	SEE CONTINUATION SHEET	
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		

SH02 - continuation page

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

Class of share	Ordinary	
Prescribed particulars	<p>Capitalised terms are as defined in the articles of association of the company.</p> <p><u>Dividends.</u></p> <p>Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute in respect of any Financial Year will be distributed among the holders of the Ordinary Shares pro rata to their respective holdings of Ordinary Shares. The holders of A Ordinary Shares shall only be entitled to a distribution of either an interim or final dividend payment (which if payable will be paid on a pro rata basis) if the Board exercises its discretion to propose such a payment which is approved by Investor Majority Consent (again at the Investors' discretion).</p> <p><u>Capital.</u></p> <p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares), all Shares shall be deemed to rank pari passu for such purposes, and the surplus assets of the Company remaining after payment of its liabilities shall be distributed (to the extent that the Company is lawfully permitted to do so) among the holders of Shares pro rata to the number of Shares held.</p> <p>In the event of an Exit approved by the Board and an Investor Majority in accordance with the terms of the Articles (the "Proposed Exit"), all Shares shall be deemed to rank pari passu for the purposes of the Proposed Exit and all Shareholders shall consent to, vote for, raise no objections to and waive any applicable rights in connection with the Proposed Exit ("Actions")</p> <p><u>Voting:</u></p> <p>The Ordinary Shares shall confer on each holder of Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. The A Ordinary Shares shall not confer on any holder of A Ordinary Shares any such rights</p> <p>Where Shares confer a right to vote, on a show of hands each holder of such shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll each such holder so present shall have one vote for each Share held by him</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>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 and any terms or conditions relating to redemption of these shares <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

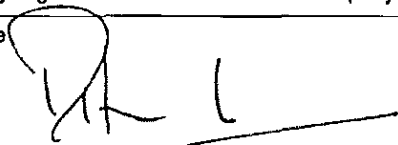
Class of share	A Ordinary	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate 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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>
Prescribed particulars	<p>Capitalised terms are as defined in the articles of association of the company.</p> <p><u>Dividends:</u></p> <p>Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute in respect of any Financial Year will be distributed among the holders of the Ordinary Shares pro rata to their respective holdings of Ordinary Shares. The holders of A Ordinary Shares shall only be entitled to a distribution of either an interim or final dividend payment (which if payable will be paid on a pro rata basis) if the Board exercises its discretion to propose such a payment which is approved by Investor Majority Consent (again at the Investors' discretion).</p> <p><u>Capital:</u></p> <p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares), all Shares shall be deemed to rank pari passu for such purposes, and the surplus assets of the Company remaining after payment of its liabilities shall be distributed (to the extent that the Company is lawfully permitted to do so) among the holders of Shares pro rata to the number of Shares held.</p> <p>In the event of an Exit approved by the Board and an Investor Majority in accordance with the terms of the Articles (the "Proposed Exit"), all Shares shall be deemed to rank pari passu for the purposes of the Proposed Exit and all Shareholders shall consent to, vote for, raise no objections to and waive any applicable rights in connection with the Proposed Exit ("Actions").</p> <p><u>Voting</u></p> <p>The Ordinary Shares shall confer on each holder of Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. The A Ordinary Shares shall not confer on any holder of A Ordinary Shares any such rights.</p> <p>Where Shares confer a right to vote, on a show of hands each holder of such shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll each such holder so present shall have one vote for each Share held by him</p>	

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Prescribed particulars		
Class of share		
Prescribed particulars		

11**Signature**

Signature	I am signing this form on behalf of the company		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
	Signature	 X	

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 Charlotte Eliasson

Company name Fox Williams LLP

Address 10 Finsbury Square

Post town London

County/Region

Postcode E C 2 A 1 A F

Country United Kingdom

DX

Telephone 020 7628 2000



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