

Don't
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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
into stock.

THURSDAY



A11 *AAGJ1XA0* 04/11/2021 #176
COMPANIES HOUSE

1 Company details

Company number 0 9 7 1 1 5 5 6

Company name in full WHEN IN ROME WINE 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 19 July 2021

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	1,418	0.10	1,418,000	0.0001

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

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.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

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
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Currency table A

£	A ORDINARY	244,000	24.40	
£	ORDINARY	1,418,000	141.80	
Totals		1,662,000	166.20	0

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
1,662,000	166.20	0

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

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8 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**.

Class of share	A ORDINARY SHARES
Prescribed particulars ^①	<p>INCOME = FROM FY 1 AUG 2024, THE HOLDERS OF EQUITY SHARES SHALL BE ENTITLED TO DIVIDENDS. THE ORD SHARES & A ORD SHARES SHALL RANK PARI PASSU.</p> <p>RETURN OF CAPITAL OR DISTRIBUTION = (1) REPAING ANY MONIES DUE UNDER ANY QUASI-EQUITY AGREEMENT ENTERED INTO BETWEEN THE COMPANY AND MWME (2) PAYING THE A ORD SHAREHOLDERS THE ISSUE PRICE MULTIPLIED BY 1.5, TOGETHER WITH ANY ARREARS AND ACCRUALS OF DIVIDENDS (3) PAYING THE ORD SHAREHOLDERS THE ISSUE PRICE TOGETHER WITH ANY</p>
Class of share	A ORDINARY SHARES
Prescribed particulars ^①	<p>BALANCE AMONG THE HOLDERS OF THE EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD AS IF THEY CONSTITUTED ONE CLASS OF SHARE.</p> <p>VOTING = ONE VOTE FOR EACH SHARE</p>
Class of share	ORDINARY SHARES
Prescribed particulars ^①	<p>AS SET OUT ABOVE: Freeths LLP</p> <p>Income = from FY1 Aug 2024, the holders of Equity Shares shall be entitled to dividends. The Ordinary Shares and the A Ordinary Shares shall rank pari passu. Return of capital or distribution = (1) repaying any monies due under and quasi equity agreement entered into between the Company and MWME (2) paying the A Ordinary Shareholders the issue price multiplied by 1.5, together with any arrears and accruals of dividends (3) paying the Ordinary Shareholders the Issue Price together with any balance among the holders of the Equity Shares pro rata to the number of Equity Shares held as if they constituted one class of share. Voting = one vote for each share.</p>

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.

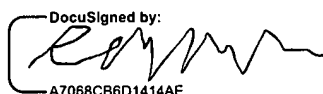
9 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

A7068CB6D1414AE...

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

Company name FREETHS LLP

Address THIRD FLOOR

THE COLMORE BUILDING

20 COLMORE CIRCUS QUEENSWAY

Post town BIRMINGHAM

County/Region

Postcode B 4 6 A T

Country UNITED KINGDOM

DX

Telephone

**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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Complete the table below to show the issued share capital. Complete a separate table for each currency.

06/16 Version 5.0

In accordance with
Section 619, 621 & 689
of the Companies Act
2006.

SH02 - continuation page

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

Class of share		
Prescribed particulars		<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); andd. 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>