

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.

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TUESDAY



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A07

18/07/2017

#323

COMPANIES HOUSE

For more information, please
visit our website at
companieshouse.gov.uk

1 Company details

Company number 09873540

Company name in full SPHERE KNOWLEDGE 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 22/06/2017

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
A ORDINARY SHARES	7000	0.01	700000	0.0001
B ORDINARY SHARES	3000	0.01	300000	0.0001
C ORDINARY SHARES	105	0.01	10500	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

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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 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	700000	70.00	
£	B ORDINARY	300000	30.00	
£	C ORDINARY	10500	1.05	
Totals		1010500	101.05	0.00

Currency table B

\$	SERIES A PREFERENCE	441832	44.18	
\$	SERIES A1 SEED PREFERENCE	96678	9.6678	
\$	SERIES A2 SEED PREFERENCE	155760	15.576	
Totals		694270	69.42	0.00

Currency table C

Totals				

Total number of shares

Total aggregate nominal value ❶

Total aggregate amount unpaid ❶

Totals (including continuation pages)

1704770	170.47	0.00
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❶ 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**.

Class of share	A Ordinary
Prescribed particulars ①	<p>A Ordinary shares are entitled to one vote per share representing an aggregate 75% of all votes. A Ordinary shares are entitled to a dividend at the discretion of the board.</p> <p>On a return of capital (including on a winding up) the A Ordinary shares are entitled to a preferential distribution of the issue price and thereafter a pro rata share of any assets.</p> <p>A Ordinary Share are non-redeemable.</p>
Class of share	B Ordinary
Prescribed particulars ①	<p>B Ordinary shares are entitled to one vote per share representing an aggregate 25% of all votes. B Ordinary shares are entitled to a dividend at the discretion of the board.</p> <p>On a return of capital (including on a winding up) the B Ordinary shares are entitled to a preferential distribution of the issue price and thereafter a pro rata share of any assets.</p> <p>B Ordinary Share are non-redeemable.</p>
Class of share	C Ordinary
Prescribed particulars ①	<p>C Ordinary shares are not entitled to a vote. C Ordinary shares shall not have any right to participate in a dividend.</p> <p>On a return of capital (including on a winding up) the C Ordinary shares are entitled to a pro rata share of any assets, after the issue price has been paid on the A Ordinary and B Ordinary shares.</p> <p>C Ordinary Share are non-redeemable.</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.

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Signature

	I am signing this form on behalf of the company.	
Signature	Signature 	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 MM21/SPH.004-1

Company name Squire Patton Boggs (UK) LLP

Address 7 Devonshire Square

Post town London

County/Region

Postcode

E	C	2	M		4	Y	H
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Country England

DX 136546 Bishopsgate 2

Telephone +44 (0)20 7655 1000



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

Class of share	SERIES A PREFERENCE SHARES	
Prescribed particulars	<p>Series A Preference shares are entitled to one vote per share.</p> <p>Series A Preference shares are entitled to a dividend at the discretion of the board.</p> <p>On a return of capital (including on a winding up) the Series A Preference shares are entitled to a preferential distribution of the issue price and thereafter a pro rata share of any assets.</p> <p>Series A Preference Shares are non-redeemable.</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. <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) ①

Class of share	SERIES A1 SEED PREFERENCE SHARES	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>Series A1 Seed Preference shares are entitled to one vote per share.</p> <p>Series A1 Seed Preference shares are entitled to a dividend at the discretion of the board.</p> <p>On a return of capital (including on a winding up) the Series A1 Seed Preference shares are entitled to a preferential distribution of the issue price and thereafter a pro rata share of any assets.</p> <p>Series A1 Seed Preference Shares are non-redeemable.</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. <p>A separate table must be used for each class of share.</p>

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Class of share	SERIES A2 SEED PREFERENCE SHARES	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>Series A2 Seed Preference shares are entitled to one vote per share.</p> <p>Series A2 Seed Preference shares are entitled to a dividend at the discretion of the board.</p> <p>On a return of capital (including on a winding up) the Series A2 Seed Preference shares are entitled to a preferential distribution of the issue price and thereafter a pro rata share of any assets.</p> <p>Series A2 Seed Preference Shares are non-redeemable.</p>	<p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>