

# 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 for**  
You cannot use this form to  
give notice of a consolidation  
into stock.

FRIDAY



A03

\*A5XJKMFV\*

06/01/2017

#4

COMPANIES HOUSE

I, please  
at  
house

### 1 Company details

Company number 0 9 9 6 7 6 1 3

Company name in full Roxbourne Media 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 2 d 1 m 1 m 2 y 2 y 0 y 1 y 6

### 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
B Ordinary Shares	1	£1	10	£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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## 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.

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

## Currency table A

GBP	A Ordinary	666,138	66,613.80	
GBP	B Ordinary	10	1.00	
Totals		666,148	66,614.80	0.00

## 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
666,148	66,614.80	0.00

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)<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

A Ordinary

Prescribed particulars  
①

See continuation sheet

Class of share

B Ordinary

Prescribed particulars  
①

See continuation sheet

Class of share

Prescribed particulars  
①

### 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



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	Laura Macara
Company name	Great Point Media
Address	3rd Floor, 14 Floral Street
Post town	London
County/Region	
Postcode	W C 2 E 9 D H
Country	UK
DX	
Telephone	020 3873 0029



## 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)

## SH02 - continuation page

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

Class of share	A Ordinary	
Prescribed particulars	<p>Voting - entitled to vote at general meetings (on a show of hands or poll) and via a written resolution.</p> <p>Dividends - any dividend declared until A and B shareholders have not received, in aggregate, an indefeasible amount from all previously declared distributions that is equal to the Threshold Amount, shall be paid to the holders of the A and B shares pro rata to their holdings as if all such shares were part of the same class to the extent required so that the A and B shareholders have received in aggregate, an indefeasible amount equal to the Threshold Amount from that dividend and all previously distributions. Thereafter, to shareholders holding the A and B shares shall be paid 95% to A Ordinary Shares pro rata according to the number of shares held by them, and 5% to the B Ordinary shares pro rata according to the number of shares held by them, until the Initial Return is reached. Thereafter, to shareholders holding the A and B shares shall be paid 75% to A Ordinary Shares pro rata according to the number of shares held by them, and 25% to the B Ordinary shares pro rata according to the number of shares held by them.</p> <p>Return of capital - other than liquidation, when capital is returned, the assets of the company remaining after payment of its liabilities shall be applied in distributing the balance in accordance with the Dividend process.</p> <p>Definitions from the Articles.</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.</li> </ul> <p>A separate table must be used for each class of share.</p>

## SH02 - continuation page

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

Class of share	B Ordinary	
Prescribed particulars	<p>Voting - entitled to vote at general meetings (on a show of hands or poll) and via a written resolution.</p> <p>Dividends - any dividend declared until A and B shareholders have not received, in aggregate, an indefeasible amount from all previously declared distributions that is equal to the Threshold Amount, shall be paid to the holders of the A and B shares pro rata to their holdings as if all such shares were part of the same class to the extent required so that the A and B shareholders have received in aggregate, an indefeasible amount equal to the Threshold Amount from that dividend and all previously distributions. Thereafter, to shareholders holding the A and B shares shall be paid 95% to A Ordinary Shares pro rata according to the number of shares held by them, and 5% to the B Ordinary shares pro rata according to the number of shares held by them, until the Initial Return is reached. Thereafter, to shareholders holding the A and B shares shall be paid 75% to A Ordinary Shares pro rata according to the number of shares held by them, and 25% to the B Ordinary shares pro rata according to the number of shares held by them.</p> <p>Return of capital - other than liquidation, when capital is returned, the assets of the company remaining after payment of its liabilities shall be applied in distributing the balance in accordance with the Dividend process.</p> <p>Definitions from the Articles.</p>	<p><b>Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ol> <p>A separate table must be used for each class of share.</p>