

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

WEDNESDAY



A12 01/02/2017 #451
COMPANIES HOUSE

1 Company details

Company number 1 0 1 3 8 6 1 8

Company name in full AIR LEISURE GROUP 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 ^d1 ^d4 ^m1 ^m2 ^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 A	50	£1	100,000 Ordinary	£0.0005
Ordinary B	50	£1	100,000 Ordinary	£0.0005
Ordinary C	50	£1	100,000 Ordinary	£0.0005

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

£	Ordinary	300,000	£150	
Totals		300,000	£150	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
300,000	£150	0

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

Ordinary share

Prescribed particulars
①

see attachment

① 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.

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
①

Class of share

Prescribed particulars
①

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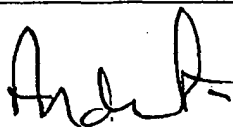
Signature

I am signing this form on behalf of the company.

Signature

Signature

X



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 Carina Loibl

Company name McCarthy Denning Limited

Address 49 Queen Victoria Street

Post town London

County/Region

Postcode E C 4 N 4 S A

Country

DX

Telephone 075 1550 7923



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

Statement of capital

Complete a separate table for each currency.

06/16 Version 5.0

SH02 - continuation page

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

Class of share		
Prescribed particulars		<p>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); 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>

SH02 Share Rights – Ordinary Shares

Voting

Each Ordinary Share shall be entitled to one vote per share.

Income

Any Available Profits which the Company may determine to distribute in relation to the relevant Financial Year shall be applied amongst the Holders of the Equity Shares (*pari passu* as if the same constituted one class of share) in proportion to the percentage of Equity Shares held by them.

Return of capital

On a return of assets on liquidation or capital reduction or otherwise (other than (i) a purchase or redemption of Shares by the Company with Investor Consent or (ii) a Sale or Listing), the assets of the Company remaining after the payment of its liabilities (the **Surplus Assets**) shall be applied and distributed in the following order of priority:

- (a) If the Surplus Assets were distributed among the holders of the Equity Shares (*pari passu* as if the same constituted one class of share) in proportion to the percentage of Equity Shares held by them and the Holders of the A Ordinary Shares would receive less than the Issue Price per A Ordinary Share held by them, then as follows:
 - (i) firstly, in paying to the Holders of the Equity Shares an amount in the following proportions:
 - (A) to the Holders of the A Ordinary Shares for all A Ordinary Shares in issue a total sum equal to the lesser of (i) 99.5% of Surplus Assets and (ii) 99.5% of the total Issue Price of all A Ordinary Shares in issue, to be distributed to the Holders of the A Ordinary Shares pro rata to their holding of A Ordinary Shares; and
 - (B) to the Holders of the Ordinary Shares for all Ordinary Shares in issue a total sum equal to the lesser of (i) 0.5% of Surplus Assets and (ii) 0.5% of the total Issue Price of all Ordinary Shares in issue, to be distributed to the Holders of the Ordinary Shares pro rata to their holding of Ordinary Shares; and
 - (ii) any balance of such remaining Surplus Assets shall be distributed amongst the Holders of the Equity Shares (*pari passu* as if the same constituted one class of

share) in proportion to the percentage of Equity Shares held by them; and

- (b) If the Surplus Assets were distributed among the holders of the Equity Shares (*pari passu* as if the same constituted one class of share) in proportion to the percentage of Equity Shares held by them and the Holders of the A Ordinary Shares would receive at least the Issue Price per A Ordinary Share held by them, then the Surplus Assets shall be distributed amongst the Holders of the Equity Shares (*pari passu* as if the same constituted one class of share) in proportion to the percentage of Equity Shares held by them.

Exits – general

In the event of a Sale, an amount equal to the total amount available for payment to Holders of the Equity Shares as a result of the Sale (inclusive of any associated tax credit) remaining after the payment of the Company's liabilities (**Sale Proceeds**) shall be applied and distributed to the Holders of the Equity Shares in the following order of priority:

- (c) firstly, in paying to the Holders of the A Ordinary Shares a sum equal to all unpaid arrears in respect thereof down to the date of distribution (and if there is a shortfall, the Sale Proceeds shall be distributed to the Holders of A Ordinary Shares in proportion to the amount of the arrears due on each A Ordinary Share);
- (d) secondly, in paying to the Holders of the A Ordinary Shares the greater of (i) the total Issue Price of all A Ordinary Shares and (ii) the pro rata entitlement of the A Ordinary Shares to the balance of Sale Proceeds in proportion to the percentage which the total number of A Ordinary Shares in issue represents of the total number of Equity Shares being sold pursuant to the Sale;
- (e) thirdly, in paying to the Holders of the Ordinary Shares a sum equal to all unpaid arrears in respect thereof down to the date of distribution (and if there is a shortfall, the available Sale Proceeds shall be distributed to the Holders of the Ordinary Shares in proportion to the amount of the arrears due on each such Ordinary Share);
- (f) lastly, provided that the A Ordinary Shares have received their entitlement of the Sale Proceeds under (a) and (b) above, any balance of such remaining Sale Proceeds shall be distributed amongst the Holders of the Ordinary Shares being sold in the Sale in proportion to the percentage which the Ordinary Shares being sold by them pursuant to the Sale represents of the total number of Ordinary Shares being sold pursuant to that Sale.

On a Disposal 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) in the order

of priority set out above provided always that if it is not lawful for the Company to distribute its surplus assets in accordance with the provisions of these Articles, the Shareholders shall take any action required by an Investor Majority.