

# 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  
notice of a conversion of stock  
into stock.

TUESDAY



\*A5KRTSSY\*

A30

29/11/2016

#315

COMPANIES HOUSE

### 1 Company details

Company number

Company name in full

→ **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

### 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	99,866	£500	104,086,932	£0.47
			1	£1,012,141.96

### 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

GBP	ORDINARY	104,086,932	£48,920,858.04	
GBP	IPO DEFERRED	1	£1,012,141.96	
GBP	DEFERRED	99,000	£99,000	
Totals		104,185,933	£50,032,000.00	£0

## Currency table B

				
Totals				

## Currency table C

				
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
104,185,933	£50,032,000.00	£0

① 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.	<p><b>① 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> <p>Please use a Statement of capital continuation page if necessary.</p>
Class of share	ORDINARY	
Prescribed particulars <b>①</b>	Please see attached continuation page.	
Class of share	IPO DEFERRED	
Prescribed particulars <b>①</b>	Please see attached continuation page.	
Class of share	DEFERRED	
Prescribed particulars <b>①</b>	Please see attached continuation page.	

## 9 Signature

	I am signing this form on behalf of the company.	<p><b>② Societas Europaea</b> 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.</p> <p><b>③ Person authorised</b> Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	<p>Signature</p> <p>X  X</p>	
	<p>This form may be signed by: Director <sup>②</sup>, Secretary, Person authorised <sup>③</sup>, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.</p>	

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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	SHSP/CACI/136588.00005									
Company name	CMS CAMERON MCKENNA LLP									
Address	CANNON PLACE									
	78 CANNON STREET									
Post town	LONDON									
County/Region										
Postcode		E	C	4	N		6	A	F	
Country	UNITED KINGDOM									
DX										
Telephone	0207 367 3737									



### 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)'

Class of share	ORDINARY	
Prescribed particulars	<p>As regards income: Any profits which the Company may determine to distribute shall be applied amongst the holders of the Ordinary Shares in proportion to the numbers of such shares held by them and pari passu as if the same constituted one class of shares.</p> <p>As regards capital: On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied and be distributed amongst the holders of the Shares in the following order of priority: 1) first, in paying to the holders of the Ordinary Shares (pari passu as if the same constituted one class of share), an amount equal to the amount paid up on such shares; and 2) next and subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares (pari passu as if the same constituted one class of share) provided that after the distribution of the first £100 million of such balance, the holders of the IPO Deferred Shares and the Deferred Shares (if any) shall be entitled to receive (in priority to any further distribution) an amount per share equal to the nominal value of such IPO Deferred Share and the Deferred Share (as applicable) whereafter the balance shall be distributed amongst the holders of the Ordinary Shares (pari passu as aforesaid).</p> <p>As regards voting: Subject to the provisions of the Companies Act, the Ordinary Shares shall confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company on a poll or resolution to exercise one vote per share.</p>	<p><b>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>

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

Class of share	IPO DEFERRED	
Prescribed particulars	<p>As regards income: Subject to 2.2.1(b) of the Articles, the holders of the IPO Deferred Shares shall not (in that capacity) be entitled to any participation in the profits or the assets of the Company.</p> <p>As regards capital: On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied and be distributed amongst the holders of the Shares in the following order of priority:</p> <p>1) first, in paying to the holders of the Ordinary Shares (pari passu as if the same constituted one class of share), an amount equal to the amount paid up on such shares; and</p> <p>2) next and subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares (pari passu as if the same constituted one class of share) provided that after the distribution of the first £100 million of such balance, the holders of the IPO Deferred Shares and the Deferred Shares (if any) shall be entitled to receive (in priority to any further distribution) an amount per share equal to the nominal value of such IPO Deferred Share and the Deferred Share (as applicable) whereafter the balance shall be distributed amongst the holders of the Ordinary Shares (pari passu as aforesaid).</p> <p>As regards voting: Notwithstanding any other provision of these Articles, the IPO Deferred Shares shall not confer on any holder thereof (in that capacity) any right to receive notice of or to attend, speak or vote at any general meeting of the Company or to vote on any resolution of the Company (whether a resolution proposed</p>	<p><b>① 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>

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

Class of share	DEFERRED	
Prescribed particulars	<p>As regards income: Subject to 2.2.1(b) of the Articles, the holders of the Deferred Shares shall not (in that capacity) be entitled to any participation in the profits or the assets of the Company.</p> <p>As regards capital: On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied and be distributed amongst the holders of the Shares in the following order of priority:</p> <p>1) first, in paying to the holders of the Ordinary Shares (pari passu as if the same constituted one class of share), an amount equal to the amount paid up on such shares; and</p> <p>2) next and subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares (pari passu as if the same constituted one class of share) provided that after the distribution of the first £100 million of such balance, the holders of the IPO Deferred Shares and the Deferred Shares (if any) shall be entitled to receive (in priority to any further distribution) an amount per share equal to the nominal value of such IPO Deferred Share and the Deferred Share (as applicable) whereafter the balance shall be distributed amongst the holders of the Ordinary Shares (pari passu as aforesaid).</p> <p>As regards voting: Notwithstanding any other provision of the Articles, the Deferred Shares shall not confer on any holder thereof (in that capacity) any right to receive notice of or to attend, speak or vote at any general meeting of the Company or to vote on any resolution of the Company (whether a resolution proposed at a general meeting of the Company or a written resolution).</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>