

Don't
stop this form

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.

TUESDAY



A95WAZSJ

A12

26/05/2020

#127

COMPANIES HOUSE

1 Company details

Company number 1 0 7 7 3 7 7 0

Company name in full WINDWARD GLOBAL 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 1 8 1 0 2 0 1 9

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

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
PREFERENCE	200,000	1.00

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

6

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
---	--	------------------	---	---

Currency table A

£	PREFERENCE	8,640,000	8,640,000	
£	ORDINARY	10,000	10,000	
Totals		8,650,000	8,650,000	0.00

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
8,650,000	£8,650,000	0.00

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

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

PREFERENCE

Prescribed particulars
①

(see continuation page)

Class of share

ORDINARY

Prescribed particulars
①

(A) On a show of hands each member holding ordinary shares has one vote and on a poll each member holding ordinary shares has one vote for each ordinary share held.

(B) Subject to the prior rights of the preference shares, the ordinary shares have the right, as respects dividends, to participate in a distribution.

(C) Subject to the prior rights of the preference shares, the ordinary shares have the right, as respects capital, to participate in a distribution (including on a winding up).

Class of share

ORDINARY (contd)

Prescribed particulars
①

(D) The ordinary shares are not to be redeemed or liable to be redeemed at the option of the Company or the shareholders.

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.

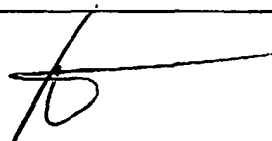
9 Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director^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.

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion
of stock into shares



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	Lawson Steele
Company name	Windward Global Limited
Address	90A George Street
Post town	EDINBURGH
County/Region	
Postcode	E H 2 3 D F
Country	
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

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

8	Statement of capital (prescribed particulars of rights attached to shares) ①	
Class of share	PREFERENCE	
Prescribed particulars	<p>(A) The preference shares shall not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the company by virtue of their holding of any such preference shares.</p> <p>(B) Any profits which the directors may lawfully determine to distribute in respect of any financial year shall be distributed first, to the extent only that the directors determine to distribute any amount in respect of a sum equal to 5% per annum on the outstanding capital amount in respect of each preference share from time to time, being the sum of £1.00 less all sums paid to the holder of that preference share from time to time by the company in respect of the payment of such amount at any time following the date of issue of such preference share until 12 September 2018 (the "Preference Capital Amount"), accruing daily from and including the date of issue of such preference share and compounding annually on each anniversary of the date of issue of such preference share, less all sums paid to the holder of that preference share from time to time by the company in respect of the payment of such amount at any time following the date of issue of such preference share (the "Preference Coupon"), to the holders of the preference shares (pro rata to the number of preference shares held by each such holder) in one instalment annually in arrears on 31 March in each year in respect of the financial year ending on that date, until such holders have received an amount equal to the Preference Coupon in respect of each preference share held by them. Thereafter, the ordinary shares are entitled to anything above the Preference Coupon.</p> <p>(C) The capital and assets of the company on a winding-up or other return of capital available for distribution to the members of the company shall be distributed/shared amongst the holders of the shares as follows: (i) first, to the holders of the preference shares (pro rata to the number of preference shares held by such holder) until such holders have received an amount equal to the Preference Coupon in respect of each preference share held by them; and (ii) second, to the holders of the preference shares (pro rata to the number of preference shares held by such holder) until such holders have received an amount equal to the Preference Capital Amount in respect of each preference share held by them. Thereafter, the ordinary shares are entitled to anything above the Preference Capital Amount.</p> <p>(D) The company may at any time redeem or purchase all or any of the preference shares for an amount equal to the aggregate amount of the Preference Capital Amount and the Preference Coupon (the "Preference Return") in respect of each such share. Any redemption or purchase of some but not all of the preference shares shall be made amongst the holders of the preference shares pro rata according to the number of such shares held by them.</p>	

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.