

**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.

MONDAY



L88SSØLS
LD2 01/07/2019 #59
COMPANIES HOUSE

1 Company details

Company number 1 1 4 6 2 2 1 5

Company name in full AIRTEL AFRICA PLC

→ **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 2 7 0 6 2 0 1 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
Ordinary shares	3081744577	US\$1.00	3081744577	US\$0.50
Deferred shares			3081744577	US\$0.50

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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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
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Currency table A

£	Redeemable Deferred Shares of £1 each	50000	50000	
Totals		50000	50000	0

Currency table B

US\$	Ordinary shares of US\$0.50 each	3081744577	1540872288.50	
US\$	Deferred shares of US\$0.50 each	3081744577	1540872288.50	
Totals		6163489154	3081744577	0

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
6163539154	£50000+US\$3081744577	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)^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	Redeemable Deferred shares of £1 each
Prescribed particulars ^①	Voting rights: the shares have no voting rights. Dividend rights and rights to capital: no right to receive any dividend or other distribution whether of capital or income. Distribution rights on a winding up: the right to receive the nominal amount of each Redeemable Deferred Share but only after the holder of any Other share have received the amount paid up or credited as paid up on each such Other share. Redeemable shares: The shares are redeemable.
Class of share	Ordinary shares of US\$0.50 each
Prescribed particulars ^①	Voting rights: all shares rank equally for voting purposes. On a show of hands each member has one vote and on a poll each member has one vote per share held. Dividend rights: each share ranks equally for any dividend declared. Rights to capital: each share ranks equally for any distribution made. On a winding up, rights of redemption of the shares are not redeemable.
Class of share	Deferred shares of US\$0.50 each
Prescribed particulars ^①	Voting rights: the shares have no voting rights. Dividend rights and rights to capital: no right to receive any dividend or other distribution whether of capital or income. Distribution rights on a winding up: the right to receive the nominal amount of each Redeemable Deferred Share but only after the holder of any Other share have received the amount paid up or credited as paid up on each such Other share and the payment in cash or in specie of £100,000 on each such Other share.

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.

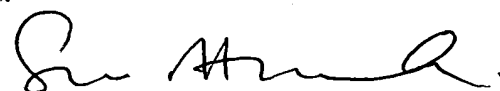
Please use a Statement of capital continuation page if necessary.

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.

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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

Katie Stenstrom

Company name

Freshfields Bruckhaus Deringer LLP

Address

65 Fleet Street

Post town

London

County/Region

Postcode

E C 4 Y 1 H S

Country

United Kingdom

DX

Telephone

020 7427 3354



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.

Totals

SH02 - continuation page

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

Class of share		
Prescribed particulars		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.