

DON'T
STAPLE

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 shares
into stock.

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 1 3 1 4 8 0 3 4

Company name in full Graham & Brown Holdings 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 0 2 0 3 2 0 2 2

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
A Preference	52,254	£1
B Preference	42,162	£1

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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.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.**Continuation page**
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
Currency table A				
£	Ordinary	4,369,680	4,369,680	
£	A Ordinary	2,513,840	2,513,840	
£	A Preference	1,410,858	1,410,858	
Totals		8,294,378	8,294,378	

Currency table B				
Totals				

Currency table C				
Totals				

Total issued share capital table				
Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ① ②
Grand total		9,432,752	9,432,752	0

① Show different currencies separately. For example: £100 + €100 + \$10

② **Total aggregate amount unpaid**

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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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

Prescribed particulars
^①

Rights to Income – The Company may declare and pay dividends on ordinary shares as long as the aggregate does not exceed the amount recommended by the directors
Right to Capital – assets of company after paying all liabilities, costs / charges of liquidation will be a. arrears preference dividend payable to the date of the relevant event b. issue price of each preference share issued to preference shareholders c. issue price of each A Ordinary share issued to A Ordinary shareholders d. balance of assets distributed to ordinary holders
Right to Vote – one vote per Ordinary share held

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.

Class of share

A Ordinary

Prescribed particulars
^①

Rights to Income – No rights to dividends
Right to Capital – the assets of the company after paying all liabilities and costs / charges of liquidation (or sale proceeds) will be a. arrears of preference dividend payable to the date of the relevant event b. issue price of each preference share issued to preference shareholders c. issue price of each A Ordinary share issued to A Ordinary shareholders d. balance of assets distributed to ordinary shareholders
Right to Voting – A Ordinary shareholders not have the right to vote unless a resolution is proposed for abrogating or adversely varying their rights

Class of share

A Preference

Prescribed particulars
^①

Rights to Income – cash paid annually in arrears on the anniversary date of the issue of shares being a fixed dividend of 0.01p per share
Right to Capital – the assets of the company after paying all liabilities and costs
Right to Voting – Preference shareholders have the right to receive notice of Annual General Meetings but shall not be invited to attend and vote unless a preference share has not been redeemed on the relevant redemption date or the business at the meeting includes reducing the company's share capital, winding up the company or abrogating or adversely varying the rights or privileges of the holders of preference share capital.

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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 Lisa Mitchell
Company name Graham & Brown Holdings Limited

Address Design Centre,

Stanley Street

Post town Blackburn

County/Region Lancashire

Postcode B B 1 3 B W

Country UK

DX

Telephone 07583172170



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

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.

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SH02 - continuation page

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

Class of share	B Preference	<p>● Prescribed particulars of rights attached to shares</p> <p>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>
Prescribed particulars	<p>Rights to Income - cash paid annually in arrears on the anniversary date of the issue of shares being a fixed dividend of 0.01p per share</p> <p>Right to Capital - the assets of the company after paying all liabilities and costs / charges of liquidation (or sale proceeds) will be</p> <ul style="list-style-type: none"> a. arrears of preference dividend payable to the date of the relevant event b. issue price of each preference share issued to preference shareholders c. issue price of each A Ordinary share issued to A Ordinary shareholders d. balance of assets distributed to ordinary shareholders <p>Right of Redemption - Preference shares are redeemable on demand but no earlier than dates and amounts set out in the Articles of Association clause 12.3</p> <p>Right to Voting - Preference shareholders have the right to receive notice of Annual General Meetings but shall not be invited to attend and vote unless a preference share has not been redeemed on the relevant redemption date or the business at the meeting includes reducing the company's share capital, winding up the company or abrogating or adversely varying the rights or privileges of the holders of preference share capital.</p>	