

SH02

ledingham | chalmers LLP

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

☒ **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.

WEDNESDAY



S2MID4Y3
SCT 04/12/2013 #306
COMPANIES HOUSE

1 Company details

Company number **S C 2 3 9 5 1 1**
Company name in full **Aberdeen Tile Distributors 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 5** **0 3** **2 0** **1 3**

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
Redeemable Preference	12,850	£1.00

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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

Statement of capital

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form.

7 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each share classes held in pound sterling.

If all your issued capital is in sterling, only complete Section 7 and then go to Section 10.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
'A'	1.00	0.00	500	£ 500.00
'B'	1.00	0.00	500	£ 500.00
Redeemable Preference	1.00	0.00	212,150	£ 212,150.00
				£
Totals			213,150	£ 213,150.00

8 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value
Totals				

① Including both the nominal value and any share premium.

② Number of shares issued multiplied by nominal value of each share.

③ Total number of issued shares in this class.

Continuation pages

Please use a Statement of Capital continuation page if necessary.

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Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital.	1 Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares		
Total aggregate nominal value 1		

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Statement of capital (Prescribed particulars of rights attached to shares) **2**

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 7 and Section 8 .	2 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 and any terms or conditions relating to redemption of these shares. A separate table must be used for each class of share. Please use a Statement of capital continuation page if necessary.
Class of share	£1.00 'A'	
Prescribed particulars	See attached schedule	
Class of share	£1.00 'B'	
Prescribed particulars	See attached schedule	
Class of share	£1.00 Redeemable Preference	
Prescribed particulars	See attached schedule	

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Class of share		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 and any terms or conditions relating to redemption of these shares. A separate table must be used for each class of share. Please use a Statement of capital continuation page if necessary.
Prescribed particulars		
Class of share		
Prescribed particulars		

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X

For LEDINGHAM CHALMERS LLP

PARTNER

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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10 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	£1.00 'A'
Prescribed particulars	<p>Subject to the rights of the B shareholders, one vote per share but on a poll each A Shareholder who is also a Preference Shareholder is entitled to two votes for every A share held. Full dividend rights subject to all dividends due in respect of the Preference Shares having been paid and all Preference Shares due for redemption having been redeemed. Full capital distribution rights (including on winding up) subject to the Preference Shareholders receiving £1 per share plus all arrears or accruals of dividend. No redemption rights.</p>

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 and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

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10 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	£1.00 'B'	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>One vote per share but the following matters require the consent of the B shareholders:</p> <p>(a) increase, reduce or otherwise alter, sub-divide or consolidate the authorised or issued share capital of the Company or any Subsidiary or vary the rights attaching to any class of shares in any such company;</p> <p>(b) grant any option or other right to subscribe for shares in the Company or any Subsidiary or issue any securities or instruments convertible into shares in any such company;</p> <p>(c) amend the Memorandum and Articles of Association of the Company;</p> <p>(d) commence any proceedings for a members' voluntary winding up of the Company or any Subsidiary;</p> <p>(e) admit any person, company or corporate entity, whether by subscription or transfer as a shareholder of the Company or any Subsidiary;</p> <p>(f) appoint any person as a director of the Company other than the persons appointed in accordance with these Articles or any agreement between all the Members for the time being in force;</p> <p>(g) create any mortgage, charge, pledge, lien encumbrance or other security interest over the assets of the Company or any Subsidiary (excluding an interest arising by operation of law in the ordinary course of business);</p> <p>(h) make any material change (including cessation) in the nature of the Business of the Company or any Subsidiary;</p> <p>(i) dispose of any Subsidiary or the undertaking of the Company any Subsidiary or a substantial part thereof;</p> <p>(j) enter into any transaction or dealing of a long term nature (i.e. in excess of 18 months) which is not in the ordinary course of business;</p> <p>(k) amalgamate or merge with, or acquire any other company, business or firm.</p> <p>Full dividend rights subject to all dividends due in respect of the Preference Shares having been paid and all Preference Shares due for redemption having been redeemed.</p> <p>Full capital distribution rights (including on winding up) subject to the Preference Shareholders receiving £1 per share plus all arrears or accruals of dividend. No redemption rights.</p>	<p>The particulars are:</p> <ol style="list-style-type: none"> 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 and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p>

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10 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	£1.00 Redeemable Preference	1 Prescribed particulars of rights attached to shares
Prescribed particulars	<p>No voting rights.</p> <p>Right to preferential dividend of 5.75 pence per share.</p> <p>Right on a distribution of capital including winding up to £1 per share plus arrears or accruals of dividend.</p> <p>Right of redemption at £1 per share on 1 April 2016 or on an earlier sale of 90% of the ordinary 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 and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</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

Company name Ledingham Chalmers LLP

Address Johnstone House

52-54 Rose Street

Post town Aberdeen

County/Region

Postcode A B 1 0 1 H A

Country United Kingdom

DX 15 ABERDEEN

Telephone 01224 408571



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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk