

# SH02

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



Companies House

SATURDAY



SCT \*S3DXWRXS\* 09/08/2014 #199  
COMPANIES HOUSE

SCT \*S34P6EQR\* 29/03/2014 #301  
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 for

You cannot use this form to  
give notice of a conversion of s  
stock.

### 1 Company details

Company number S C 3 0 3 9 4 9

Company name in full AVANTICELL SCIENCE 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 2 7 0 3 2 0 1 4

### 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
Preference	193,752	£0.25	48,438	£1.00

### 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

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<b>6 Re-conversion</b>			
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.

<b>7 Statement of capital (Share capital in pound sterling (£))</b>				
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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
A Ordinary	£2.50	Nil	84,500	£ 84,500
Ordinary	£1.23	Nil	109,000	£ 109,000
Preference	£4.00	Nil	48,438	£ 48,438
				£
<b>Totals</b>			241,938	£ 241,938

<b>8 Statement of capital (Share capital in other currencies)</b>				
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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
<b>Totals</b>				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
<b>Totals</b>				

❶ Including both the nominal value and any share premium.

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

❸ 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.		<b>① Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares		
Total aggregate nominal value ①		

10

**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 <b>Section 7</b> and <b>Section 8</b> .		<b>② Prescribed particulars of rights attached to shares</b> 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	A Ordinary	
Prescribed particulars	See Continuation Page	
Class of share	Ordinary	
Prescribed particulars	See Continuation Page	
Class of share	Preference	
Prescribed particulars	See Continuation Page	

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Class of share		<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 and any terms or conditions relating to redemption of these shares.</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>
Prescribed particulars		
Class of share		
Prescribed particulars		

**11****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 ②, Secretary, Person authorised ③, 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 **Nicholas A Howie**

Company name **Holmes Mackillop LLP**

Address **109 Douglas Street**

Post town **Glasgow**

County/Region

Postcode **G 2 4 H B**

Country **Scotland**

DX **GW50**

Telephone **0141 226 4942**



### 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](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**

## SH02 - continuation page

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10	Statement of capital (Prescribed particulars of rights attached to shares) <sup>①</sup>	
Class of share	A ORDINARY	
Prescribed particulars	<p>(A) These shares carry the right to vote at general meetings and shall confer one vote for each share held; (B) dividends shall be distributed to the holders of the shares (pari passu as if the same constituted one class of shares) pro rata according to the number of A Ordinary and Ordinary Shares held by them respectively; (C) these Shares shall rank behind Preference Shares and equally with Ordinary Shares (pari passu as if the same constituted one class) and subject to the foregoing qualification are entitled to a share of the surplus assets equal to the subscription price of the Shares pro rata according to the number of Shares held by them respectively and any remaining surplus assets shall be distributed amongst the holders of the Ordinary Shares and the A Ordinary Shares, as nearly as practicable, in proportion to the aggregate nominal amount of such Shares held by them, respectively; and (D) these Shares are not redeemable.</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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## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

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

Class of share	ORDINARY	<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 and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>(A) These shares carry the right to vote at general meetings and shall confer one vote for each share held; (B) dividends shall be distributed to the holders of the shares (pari passu as if the same constituted one class of shares) pro rata according to the number of A Ordinary and Ordinary Shares held by them respectively; (C) these Shares shall rank behind Preference Shares and equally with A Ordinary Shares (pari passu as if the same constituted one class) and subject to the foregoing qualification are entitled to a share of the surplus assets equal to the subscription price of the Shares pro rata according to the number of Shares held by them respectively and any remaining surplus assets shall be distributed amongst the holders of the Ordinary Shares and the A Ordinary Shares, as nearly as practicable, in proportion to the aggregate nominal amount of such Shares held by them, respectively; and (D) these Shares are not redeemable.</p>	

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

Class of share	PREFERENCE	
Prescribed particulars	<p>(A) These shares carry the right to vote at general meetings and shall confer one vote for every three Shares held; (B) the Shares confer no entitlement to a dividend other than as explained below; (C) on a return of assets these Shares take first priority and be entitled to a share of the surplus assets equal to the subscription price of the Shares plus £0.175 per Share, together with a sum equal to any arrears and/or accruals of the preferred dividends; and (D) these Shares may be redeemed on or before 31st March 2010 at a price of £1.15 and if they are not redeemed then they are entitled to a preferred dividend of 10% per annum on the aggregate subscription price of the unredeemed Preference Shares.</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 and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p>