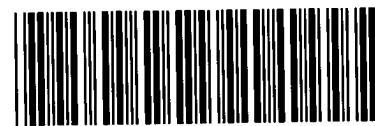


SH02

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

TUESDAY



S4G01668

SCT 15/09/2015 #137
COMPANIES HOUSE

S4FQ184J

SCT 11/09/2015 #29
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 share
stock.

1 Company details

Company number S C 3 1 6 7 7 4

Company name in full FREEAGENT CENTRAL 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 20 08 2015

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	21798	0.01	1307880	0.0001666666
SERIES A PREFERENCE	11775	0.01	706500	0.0001666666
SERIES B PREFERENCE	14452	0.01	867120	0.0001666666

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

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
SEE CONTINUATION SHEET				£
				£
				£
				£
Totals				£

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 ③
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 ③
Totals				

① Including both the nominal value and any share premium.

③ Number of shares issued multiplied by nominal value of each share.

② Total number of issued shares in this class.

Continuation pages

Please use a Statement of Capital continuation page if necessary.

SH02 - continuation page

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Statement of capital

Please complete the table below to show each class of shares held in other currencies.
Please complete a separate table for each currency.

Currency	Sterling			
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
Ordinary	1.66	0	1200360	200.06
Ordinary	4.50	0	71700	11.95
Ordinary	0.000166666666	0	35820	5.96
Series A Preference	0.69	0	72000	12.00
Series A Preference	0.70	0	12000	2.00
Series A Preference	0.83	0	156000	26.00
Series A Preference	1.66	0	28800	4.80
Series A Preference	1.88	0	437700	72.95
Series B Preference	3.66	0	604680	100.78
Series B Preference	4.50	0	262440	43.74
Totals			2881500	480.24

① Including both the nominal value and any
share premium.

③ E.g. Number of shares issued multiplied by
nominal value of each share.

② Total number of issued shares in
this class.

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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		

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 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	Ordinary	
Prescribed particulars	Holders of ordinary shares may attend, speak and vote at all general meetings and each ordinary share shall carry one vote per share. No right to dividend is provided. Preference shareholders are paid before ordinary shareholders in the event of the company being wound up. Ordinary shareholders may transfer their shares as provided by the articles of association. There is no right of redemption.	
Class of share	Series A Preference	
Prescribed particulars	Holders of Preference Series A shares may attend, speak and vote at all general meetings and each Preference Series A share shall carry one vote per share. No right to dividend is provided. Preference shareholders are paid before ordinary shareholders in the event of the company being wound up. Preference Series A shareholders may convert their shares to ordinary shares as provided by the articles of association. There is no right of redemption.	
Class of share	Series B Preference	
Prescribed particulars	Holders of Preference Series B shares may attend, speak and vote at all general meetings and each Preference Series B share shall carry one vote per share. No right to dividend is provided. Preference Series B shareholders are paid before Preference Series A shareholders and Ordinary shareholders in the event of the company being wound up. Preference Series A shareholders may convert their shares to Ordinary shares as provided by the articles of association. There is no right of redemption.	

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Class of share	
Prescribed particulars	
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 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.

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Signature

Signature	I am signing this form on behalf of the company.	
	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 FRE/103/11

Company name
Maclay Murray & Spens LLP

Address Quatermile One

15 Lauriston Place

Post town Edinburgh

County/Region

Postcode

E	H	3		9	E	P
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Country United Kingdom

DX ED137

Telephone 0330 222 0050



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