

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
into stock.

THURSDAY



LD2 16/03/2017 #87
COMPANIES HOUSE

1 Company details

Company number 01935353
Company name in full ESNT INTERNATIONAL 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 06/03/2017

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
US Dollar Preference Shares	1	£57,695,000	57,695,000	£1

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

SH02

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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'.

Please 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

Pound Sterling (£)	US Dollar Preference Shares	57,695,000	57,695,000	
Totals		57,695,000	57,695,000	0

Currency table B

Pound Sterling (£)	Ordinary Shares	1,000	1,000	
Totals		1,000	1,000	0

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
57,696,000	£57,696,000	0

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

SH02

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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

Ordinary Shares

Prescribed particulars
①

The shares have attached to them full voting, dividend and capital distribution (including winding up) rights. The shares do not confer any rights of redemption.

Class of share

US Dollar Preference Shares

Prescribed particulars
①

See continuation page

Class of share

Prescribed particulars
①

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.

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

JON GREEN
COMPANY SECRETARY

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.

SH02

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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	Laura Lim
Company name	Slaughter and May
Address	One Bunhill Row
Post town	London
County/Region	
Postcode	E C 1 Y 8 Y Y
Country	United Kingdom
DX	
Telephone	+442070903959



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

SH02 - continuation page

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8	Statement of capital (prescribed particulars of rights attached to shares) ^①	
Class of share	US Dollar Preference Shares	
Prescribed particulars	<p>38A.1 Notwithstanding anything to the contrary in any other provision in these Articles, each US Dollar Preference Share shall entitle the holder thereof to receive out of the profits of the Company available for distribution, without any need for any declaration thereof either by the directors or by the holders of any class of share in general meeting or otherwise, in priority to any payment of a dividend on any other class of shares, a fixed cumulative preferential dividend at a rate of 4.79% per annum on the nominal amount of the US Dollar Share (the "US Dollar Preference Dividend").</p> <p>38A.2 (a) The US Dollar Preference Dividend accruing on each US Dollar Preference Share shall be compounded on each anniversary of its dividend reference date to the extent not previously paid.</p> <p>(b) The dividend reference date of a US Dollar Preference Share shall be 31 December.</p> <p>(c) The Company shall ensure that the dividend reference date of each US Dollar Preference Share is clearly recorded in its register of members and on any certificate relating thereto.</p> <p>(d) The US Dollar Preference Dividend accruing on each US Dollar Preference Share shall be due and payable on each anniversary of its dividend reference date.</p> <p>(e) The US Dollar Preference Dividend accruing on each US Dollar Preference Share shall be payable to the holder of the US Dollar Preference Share registered in the register of members on the date of actual payment.</p> <p>(f) The US Dollar Preference Dividend accruing on each US Dollar Preference Share shall be paid in US Dollar.</p> <p>38A.3 On a winding up or other return of capital, the assets of the Company available for distribution amongst the members shall be applied in priority to payment in respect of any other class of shares of the Company in paying to the holders of the US Dollar Preference Shares a sum per share equal to the nominal amount for the time being paid up thereon plus the amount of the US Dollar Preference Dividend that has accrued (including accruals that have been compounded) but not been paid in relation to each US Dollar Preference Share, such application to be made, if there are not sufficient assets available to pay the entire nominal amount plus accrued unpaid US Dollar Preference Dividend to all the holders of the US Dollar Preference Shares, pro rata to the amounts that would be payable to each holder of the US Dollar Preference Shares if there were sufficient assets.</p> <p>38A.4 Notwithstanding anything to the contrary in any other provision in these Articles, the US Dollar Preference Shares shall not confer the right to any further or other participation in the profits or assets of the Company.</p> <p>38A.5 The holders of the US Dollar Preference Shares shall not be entitled to receive notice of or to attend or vote at any general meeting of the Company unless:</p> <p>(a) the US Dollar Preference Dividend or part thereof shall, at the date on which the notice convening the general meeting is sent out, be six months in arrears; or</p> <p>(b) a resolution is to be proposed altering or abrogating the rights or privileges of the US Dollar Preference Shares.</p> <p>Subject as aforesaid, each holder of US Dollar Preference Shares</p>	<p>^① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</p> <p>A separate table must be used for each class of share.</p>

SH02 - continuation page

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Class of share	US Dollar Preference Shares	
Prescribed particulars	<p>shall have one vote on a show of hands and upon a poll one vote for every \$1.00 nominal amount of US Dollar Preference Share capital held by him.</p> <p>38A.6 Without separate consent or sanction of the holders of the US Dollar Preference Shares, signified by either:</p> <p>(a) the consent in writing of the holders of at least three-fourths of the nominal amount of the issued US Dollar Preference Shares; or</p> <p>(b) the sanction of an extraordinary resolution passed at a separate meeting of the holders of the issued US Dollar Preference Shares, no alteration or abrogation of the rights or privileges of the holders of the US Dollar Preference Shares may take place.</p> <p>38A.7 (a) Subject to the provisions of the Companies Acts, each US Dollar Preference Share may be redeemed at the option of the holder of that US Dollar Preference Share by such holder giving the Company five working days' notice in writing requesting that the Company redeem its US Dollar Preference Share(s).</p> <p>(b) The amount payable by the Company for each US Dollar Preference Share on redemption shall be a sum per share equal to the nominal amount for the time being paid up thereon plus the amount of the US Dollar Preference Dividend that has accrued (including accruals that have been compounded) but not been paid in relation to that US Dollar Preference Share.</p> <p>(c) Any redemption effected pursuant to Articles 8B.7(a) and 8B.7 (b) above, shall be effected out of the profits of the Company which may be lawfully applied for that purpose or out of a fresh issue of shares or as may be otherwise permitted by law.</p> <p>(d) the holder of the US Dollar Preference Share(s) shall deliver to the Company promptly after the payment of the amount in respect of the US Dollar Preference Share(s) in accordance with Article 8B.7(b) the certificates for such US Dollar Preference Share(s), in order that the same may be cancelled.</p>	<p>¹ Prescribed particulars of rights attached to shares</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. <p>A separate table must be used for each class of share.</p>