

SH02

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 shares
into stock.

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

1 Company details

Company number

Company name in full

→ **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

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
Preference B	15,000	£1.00

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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

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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	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
Complete a separate table for each currency				

Currency table A

GBP	See attached schedule			
Totals				

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
3,937,469	£3,935,002.469	£0.00

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

Statement of capital

Complete a separate table for each currency.

CHFP010
06/16 Version 5.0

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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 A

Prescribed particulars
①

See attached schedule

Class of share

Ordinary B

Prescribed particulars
①

See attached schedule

Class of share

Preference A

Prescribed particulars
①

See attached schedule

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.

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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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Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Ordinary A	
Prescribed particulars	<p>The Ordinary A Shares are non-redeemable. The holders of Ordinary A Shares shall have the right to vote and attend any general meeting of the Company. The Ordinary A Shares shall carry the right to receive dividends and other distributions of profit available to shareholders only in respect of amounts other than those that relate to or are attributable to the shares, trades and assets of Search 4 Space Ltd (company number 04022643). In accordance with article 4.4 of the Company's Articles of Association (Articles), subject to article 4.4.2 of the Articles, on a return of assets on winding-up, the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in the following order of priority: (a) first, in paying to the holders of the Ordinary A Shares and Ordinary B Shares pari passu an amount equal to 51% of the Company's assets; and (b) second, in paying to the holders of the Preference B Shares (as defined in the Articles) in respect of each Preference B Share held the Issue Price of that Preference B Share, provided that if there is a shortfall of assets remaining to satisfy such payment in full, the proceeds shall be distributed to the holders of the Preference B Shares pro rata to the aggregate amounts due under this article to each such Preference B Share held; (c) third, in paying to the holders of the Preference A Shares (as defined in the Articles) in respect of each Preference A Share held the Issue Price of that Preference A Share, provided that if there is a shortfall of assets remaining to satisfy such payment in full, the proceeds shall be distributed to the holders of the Preference A Shares pro rata to the aggregate amounts due under this article to each such Preference A Share held; and (d) thereafter, in distributing the balance among the holders of Ordinary Shares (as defined in the Articles) pro rata to the number of Ordinary Shares held.</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>

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Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Ordinary B	
Prescribed particulars	<p>The Ordinary B Shares are non-redeemable. The holders of Ordinary B Shares shall have the right to vote and attend any general meeting of the Company. The Ordinary B Shares shall carry the right to receive dividends and other distributions of profit available to shareholders only in respect of amounts that relate to or are attributable to the shares, trades and assets of Search 4 Space Ltd (company number 04022643). In accordance with article 4.4 of the Company's Articles of Association (Articles), subject to article 4.4.2 of the Articles, on a return of assets on winding-up, the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in the following order of priority: (a) first, in paying to the holders of the Ordinary A Shares and Ordinary B Shares pari passu an amount equal to 51% of the Company's assets; and (b) second, in paying to the holders of the Preference B Shares (as defined in the Articles) in respect of each Preference B Share held the Issue Price of that Preference B Share, provided that if there is a shortfall of assets remaining to satisfy such payment in full, the proceeds shall be distributed to the holders of the Preference B Shares pro rata to the aggregate amounts due under this article to each such Preference B Share held; (c) third, in paying to the holders of the Preference A Shares (as defined in the Articles) in respect of each Preference A Share held the Issue Price of that Preference A Share, provided that if there is a shortfall of assets remaining to satisfy such payment in full, the proceeds shall be distributed to the holders of the Preference A Shares pro rata to the aggregate amounts due under this article to each such Preference A Share held; and (d) thereafter, in distributing the balance among the holders of Ordinary Shares (as defined in the Articles) pro rata to the number of Ordinary Shares held.</p>	<p>① 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>

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Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Preference A	
Prescribed particulars	<p>The Preference A Shares are redeemable. The holders of Preference A Shares shall not have the right to vote and attend any general meeting of the Company. The Preference A Shares shall have a 0% coupon rate and therefore will not carry the right to receive dividends and other distributions of profit available to shareholders. In accordance with article 4.4 Company's Articles of Association (Articles), subject to article 4.4.2 of the Articles, on a return of assets on winding up, the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in the following order of priority: (a) first, in paying to the holders of the Ordinary A Shares and Ordinary B Shares <i>pari passu</i> an amount equal to 51% of the Company's assets; and (b) second, in paying to the holders of the Preference B Shares (as defined in the Articles) in respect of each Preference B Share held the Issue Price of that Preference B Share, provided that if there is a shortfall of assets remaining to satisfy such payment in full, the proceeds shall be distributed to the holders of the Preference B Shares <i>pro rata</i> to the aggregate amounts due under this article to each such Preference B Share held; (c) third, in paying to the holders of the Preference A Shares (as defined in the Articles) in respect of each Preference A Share held the Issue Price of that Preference A Share, provided that if there is a shortfall of assets remaining to satisfy such payment in full, the proceeds shall be distributed to the holders of the Preference A Shares <i>pro rata</i> to the aggregate amounts due under this article to each such Preference A Share held; and (d) thereafter, in distributing the balance among the holders of Ordinary Shares (as defined in the Articles) <i>pro rata</i> to the number of Ordinary Shares held.</p>	<p>① 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>

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Class of share	Preference B	
Prescribed particulars	<p>The Preference B Shares are redeemable. The holders of Preference B Shares shall not have the right to vote and attend any general meeting of the Company. The Preference B Shares shall have a 0% coupon rate and therefore will not carry the right to receive dividends and other distributions of profit available to shareholders. In accordance with article 4.4 of the Company's Articles of Association (Articles), subject to article 4.4.2 of the Articles, on a return of assets on winding-up, the assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully able to do so) in the following order of priority: (a) first, in paying to the holders of the Ordinary A Shares and Ordinary B Shares pari passu an amount equal to 51% of the Company's assets; and (b) second, in paying to the holders of the Preference B Shares (as defined in the Articles) in respect of each Preference B Share held the Issue Price of that Preference B Share, provided that if there is a shortfall of assets remaining to satisfy such payment in full, the proceeds shall be distributed to the holders of the Preference B Shares pro rata to the aggregate amounts due under this article to each such Preference B Share held; (c) third, in paying to the holders of the Preference A Shares (as defined in the Articles) in respect of each Preference A Share held the Issue Price of that Preference A Share, provided that if there is a shortfall of assets remaining to satisfy such payment in full, the proceeds shall be distributed to the holders of the Preference A Shares pro rata to the aggregate amounts due under this article to each such Preference A Share held; and (d) thereafter, in distributing the balance among the holders of Ordinary Shares (as defined in the Articles) pro rata to the number of Ordinary Shares held.</p>	<p>① Prescribed particulars of rights attached to shares 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>

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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 Moore Kingston Smith LLP

Address 6th Floor

9 Appold Street

Post town LONDON

County/Region

Postcode E C 2 A 2 A P

Country United Kingdom

DX

Telephone



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