

Don't
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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 of shares into stock.

MONDAY



A92DMNEZ

A04

06/04/2020

#226

COMPANIES HOUSE

1 Company details

Company number 0 2 1 8 3 0 8 8

Company name in full CCLA INVESTMENT MANAGEMENT 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 1 0 4 2 0 2 0

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	216,137	£1	21,613,700	£0.01
Ordinary Non-Voting Shares	26,000	£1	2,600,000	£0.01
P Ordinary	0	£1	0	£0.01

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

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.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

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
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Currency table A

GBP (£)	Ordinary	21,613,700	£216,137	
	Non-Voting	2,600,000	£26,000	
	P Ordinary	0	£0	
Totals		24,213,700	£242,137	0.00

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
		24,213,700	£242,137	0.00

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

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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SH02 - continuation page

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

Class of share	P Ordinary	<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>
Prescribed particulars	<p>other Share a dividend.</p> <p>If any such dividend is declared, the annual rate of such dividend shall be a maximum of 3% of the nominal value per P Ordinary Share (not of any associated tax credit). Any such dividend shall be paid no later than six months following the end of the relevant financial year of the Company to the person registered as holder of such P Ordinary Share at that date (pro rata according to the amounts paid up thereon).</p> <p>In certain circumstances, set out in the Articles, the Company must not pay dividends (even if such dividends have been declared) to the holders of P Ordinary Shares. In those circumstances the P Ordinary Shares shall not have any further right to or in respect of such dividend.</p> <p>The rights are not cumulative and accordingly if in respect of any financial year of the Company, no dividend is declared in respect of the P Ordinary Shares, the P Ordinary Shares shall not have any further entitlement to sure dividend whether in that year or in any subsequent financial year of the Company. Save as set out in Article 13.3.3, the P Ordinary Shares shall not have the right to receive any income, dividend or other profits of the Company.</p> <p>Subject to the Conversion Mechanism set out in Article 13.3.5, the P Ordinary Shares shall not carry a right for the holder to participate in any meeting of the Company or vote in respect of any matter to be put to the members of the Company in a general meeting or in writing.</p> <p>In certain circumstances set out in the Articles, the Directors may by notice in writing to the relevant holders of P Ordinary Shares convert some or all of the P Ordinary Shares into Non-Voting Shares (the Conversion Mechanism).</p> <p>Should the Directors convert any or all of the P Ordinary Shares into Non-Voting Shares, the maximum number of the Non-Voting Shares which may be issued to the holders of P Ordinary Shares, or converted as a result of conversion is capped so that the aggregate market value of such Non-Voting Shares does not exceed 150% of the par value of the issued P Ordinary Shares.</p> <p>The maximum number of Non-Voting that the holders of P Ordinary would receive as a result of conversion is fixed at the date of the issue of P ordinary Shares taking into consideration the market value of the Non-Voting Shares at that date and the maximum number of Non-Voting the holders of P Ordinary would receive will not increase if the share price of the Non-Voting decreases following the date of issue.</p>	

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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
Prescribed particulars ^①	Subject only to the rights of the P Ordinary Shares on a return of assets on a liquidation, capital reduction, winding up or otherwise, such assets shall be distributed amongst the holders of Ordinary Shares and the Non-Voting Shares as if the same constituted one class of Share. The Ordinary Shares and the Non-Voting Shares shall be entitled to receive all of the income, dividends and profits of the Company as if the same constituted one class of Share. The Ordinary Shares shall entitle the holders thereof to receive notice of and to attend and vote at any general meeting of the Company and on any matter to be put to the members in writing.
Class of share	Non-Voting
Prescribed particulars ^①	Subject only to the rights of the P Ordinary Shares on a return of assets on a liquidation, capital reduction, winding up or otherwise, such assets shall be distributed amongst the holders of Non-Voting Shares and the Ordinary Shares as if the same constituted one class of Share. The Non-Voting Shares shall be entitled to receive income dividends or profits of the Company pari passu with the Ordinary Shares as if the same constituted one class of Share. The Non-Voting Shares shall not carry a right for the holder to participate in any meeting of the Company or vote in respect of any matter to be put to the members of the Company in general meeting or in writing.
Class of share	P Ordinary
Prescribed particulars ^①	P Ordinary Shares will only be issued by the Company as fully paid-up shares. They shall entitle the holders thereof preference to any other Shares on a liquidation or winding up involving a return of assets or capital to an amount equal to the nominal capital on each P Ordinary Share only. Apart from this, P Ordinary Shares shall not have the right to receive any such assets or capital. The Directors may, in their sole discretion and without imposing any obligation on the Directors, before application of any profits to reserve or for any other purpose, pay in each financial year of the Company in respect of each P Ordinary Share and in preference to the

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.

9 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

This form may be signed by:
Director^②, Secretary, Person authorised^③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.

SECRETARY

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

Company name

Farrer & Co LLP

Address

66 Lincoln's Inn Fields

Post town

London

County/Region

Postcode

W C 2 A 3 L H

Country

UK

DX

DX 32 Chancery Lane

Telephone

+44 (0) 20 3375 7000



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