

# SH02

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

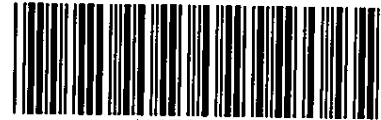


Companies House

✓ **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**  
You cannot use this form  
notice of a conversion of  
stock.

FRIDAY



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15/08/2014

#117

COMPANIES HOUSE

### 1 Company details

Company number 0 2 6 9 5 9 2 1

Company name in full De Vere Village Hotels 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 8 0 8 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
Ordinary C Shares	4,000	£0 01	40	£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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary A Shares	£1 00	N/A	7,500	£ 7,500
Ordinary B Shares	£1 00	N/A	2,000	£ 2,000
Ordinary C Shares	£1 00	N/A	40	£ 40
				£
<b>Totals</b>			9,540	£ 9,540

<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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value
<b>Totals</b>				

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
<b>Totals</b>				

① including both the nominal value and any share premium      ② Number of shares issued multiplied by nominal value of each share

③ 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

Total number of shares

Total aggregate nominal value <sup>①</sup>

**① Total aggregate nominal value**  
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc.

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### Statement of capital (Prescribed particulars of rights attached to shares) <sup>②</sup>

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**

Class of share

See continuation sheet

Prescribed particulars

**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

Prescribed particulars

Class of share

Prescribed particulars

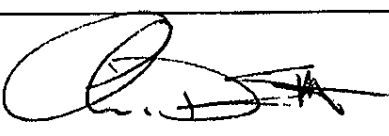
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Class of share		<p><b>1 Prescribed particulars of rights attached to shares</b> The particulars are:</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects 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 and any terms or conditions relating to redemption of these shares</p> <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		

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**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 <sup>2</sup>, Secretary, Person authorised <sup>3</sup>, 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 **Mark Brewer**

Company name **Freshfields Bruckhaus Deringer LLP**

Address **65 Fleet Street**

Post town **London**

County/Region

Postcode **E C 4 Y 1 H S**

Country **United Kingdom**

DX

Telephone **020 7785 2498**

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

Class of share	Ordinary A Shares	<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>On a vote by a show of hands or a poll every A Shareholder who is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every A share of which he is the holder</p> <p>The A shares shall confer on the A Shareholders an entitlement to any distribution of the Company No other class of shares shall confer any entitlement to any distribution of the Company (whether by way of distribution in specie, dividend, scrip dividend, issue of fully-paid bonus shares or otherwise), unless otherwise unanimously agreed with Investor Consent between the A Shareholders, the B Shareholders and the C Shareholders</p> <p>On a return of capital on a liquidation, winding-up, reduction of capital or otherwise, the assets of the Company available for distribution between the Shareholders shall be distributed in the following order of priority</p> <p>(a) firstly in paying the Threshold Amount (if any) to the A Shareholders only pro rata to their holdings of A Shares (less any consideration received by any Group Company, which is a Group Company immediately following completion of the sale, or the A Shareholders pursuant to the sale agreements effecting the sale or sales of shares or assets which together constitute an Exit which has been extracted from the Company, whether by way of</p> <p>(i) a Group Company complying with its pre-payment obligations under the SFA,</p> <p>(ii) a Group Company making other payments of such consideration to the lender(s) under the SFA and/or the Investor; or</p> <p>(iii) any intra-group lending of such consideration from the Company to another Group Company resulting in payment of the same amount to the lender(s) under the SFA and/or the Investor),</p> <p>(b) secondly, in payment of the B Shareholder Entitlement Amount (if any) and C Shareholder Entitlement Amount (if any) to the B Shareholders and C Shareholders pro rata to their holdings of B Shares and C Shares respectively, and</p> <p>(c) thereafter in payment of all other amounts to the A Shareholders pro rata to their holdings of A Shares</p> <p>(All defined terms used in these particulars have the meaning given to them in the articles of association of the Company adopted on 28 September 2012 )</p>	

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10	Statement of capital (Prescribed particulars of rights attached to shares) <sup>①</sup>	
Class of share	Ordinary B Shares	
Prescribed particulars	<p>On a vote by a show of hands or a poll every B Shareholder who is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every B share of which he is the holder</p> <p>The B Shares shall not confer any entitlement on the holders thereof to any distribution of the Company (whether by way of a distribution in specie, dividend, scrip dividend, issue of fully paid bonus shares or otherwise), unless otherwise unanimously agreed with Investor Consent between the A Shareholders, the B Shareholders and the C Shareholders</p> <p>On a return of capital on a liquidation, winding-up, reduction of capital or otherwise, the assets of the Company available for distribution between the Shareholders shall be distributed in the following order of priority</p> <p>(a) firstly in paying the Threshold Amount (if any) to the A Shareholders only pro rata to their holdings in A Shares (less any consideration received by any Group Company, which is a Group Company immediately following completion of the sale, or the A Shareholders pursuant to the sale agreements effecting the sale or sales of shares or assets which together constitute an Exit which has been extracted from the Company, whether by way of</p> <p>(i) a Group Company complying with its pre-payment obligations under the SFA,</p> <p>(ii) a Group Company making other payments of such consideration to the lender(s) under the SFA and/or the Investor; or</p> <p>(iii) any intra-group lending of such consideration from the Company to another Group Company resulting in payment of the same amount to the lender(s) under the SFA and/or the Investor),</p> <p>(b) secondly, in payment of the B Shareholder Entitlement Amount (if any) and C Shareholder Entitlement Amount (if any) to the B Shareholders and C Shareholders pro rata to their holdings of B Shares and C Shares respectively, and</p> <p>(c) thereafter in payment of all other amounts to the A Shareholders pro rata to their holdings of A Shares</p> <p>(All defined terms used in these particulars have the meaning given to them in the articles of association of the Company adopted on 28 September 2012 )</p>	

**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

## SH02 - continuation page

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

Class of share	Ordinary C Shares	<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>The C Shares shall not confer on the holders thereof any entitlement to receive notice of, or to attend, speak or vote at any general meeting of the Company</p> <p>The C Shares shall not confer any entitlement on the holders thereof to any distribution of the Company (whether by way of a distribution in specie, dividend, scrip dividend, issue of fully paid bonus shares or otherwise), unless otherwise unanimously agreed with Investor Consent between the A Shareholders, the B Shareholders and the C Shareholders</p> <p>On a return of capital on a liquidation, winding-up, reduction of capital or otherwise, the assets of the Company available for distribution between the Shareholders shall be distributed in the following order of priority</p> <ul style="list-style-type: none"> <li>(a) firstly in paying the Threshold Amount (if any) to the A Shareholders only pro rata to their holdings in A Shares (less any consideration received by any Group Company, which is a Group Company immediately following completion of the sale, or the A Shareholders pursuant to the sale agreements effecting the sale or sales of shares or assets which together constitute an Exit which has been extracted from the Company, whether by way of <ul style="list-style-type: none"> <li>(i) a Group Company complying with its pre-payment obligations under the SFA,</li> <li>(ii) a Group Company making other payments of such consideration to the lender(s) under the SFA and/or the Investor; or</li> <li>(iii) any intra-group lending of such consideration from the Company to another Group Company resulting in payment of the same amount to the lender(s) under the SFA and/or the Investor),</li> </ul> </li> <li>(b) secondly, in payment of the B Shareholder Entitlement Amount (if any) and C Shareholder Entitlement Amount (if any) to the B Shareholders and C Shareholders pro rata to their holdings of B Shares and C Shares respectively, and</li> <li>(c) thereafter in payment of all other amounts to the A Shareholders pro rata to their holdings of A Shares</li> </ul> <p>(All defined terms used in these particulars have the meaning given to them in the articles of association of the Company adopted on 28 September 2012 )</p>	