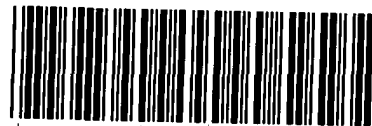


DON'T  
STAPLE

SH02

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

Companies House

THU  
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\*AC5R5HG0\*

A05 15/06/2023 #35

COMPANIES HOUSE

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A06 25/05/2023 #78

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  
into stock.

**1 Company details**

Company number 0 2 9 3 7 3 9 8

Company name in full Howden Group Holdings 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 2 6 0 4 2 0 2 3

**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
D Ordinary	53,513,750	£0.00001	52,485,083	£0.00001
Deferred	252,632,996	£0.00001	1,529,663	£0.00001
A Ordinary	151,487,860	£0.01	151,739,992	£0.01

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

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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	

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'.

Continuation page  
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
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## Currency table A

GBP	See attached continuation page			
Totals		245,554,399	£1,518,338.07	£0.00

## Currency table B

Totals				

## Currency table C

Totals				

## Total issued share capital table

Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ① ②
Grand total	245,554,399	£1,518,338.07	£0.00

① Show different currencies separately. For example: £100 + €100 + \$10

② Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

# SH02 - continuation page

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

8	'Statement of capital (prescribed particulars of rights attached to shares)'	
Class of share	Deferred	<p>Prescribed particulars of rights attached to shares</p> <p>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.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>Deferred shares do not carry any voting rights. No dividend shall be paid in respect of any deferred shares. Deferred shares are entitled to a return of assets on liquidation or capital reduction or otherwise, subject to a prescribed calculation in respect of order of payment. Deferred shares are not redeemable.</p>	

# SH02 - continuation page

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

8		'Statement of capital (prescribed particulars of rights attached to shares)'
Class of share	F Ordinary	<p><b>Prescribed particulars of rights attached to shares</b></p> <p>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.</li></ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>F Ordinary shares shall carry one vote per share in all respects, subject to exceptional circumstances and any special rights or restrictions as to voting attached to any shares by or in accordance with the articles of association. Exceptional circumstances are considered to be: (i) on any resolution to remove a "major shareholder" director the shares held by the "major shareholder" shall carry votes equal to 51% of all votes cast, and (ii) where there is an "emergency share issue", the shares held by the "major shareholders" participating in such issue shall confer on such participating "major shareholder" the right to exercise, in aggregate, no fewer than 75% of the total number of votes of all the holders of shares.</p> <p>In respect of dividends, (i) no dividend shall be paid in respect of any f Ordinary share unless the aggregate of the dividends paid on each A Ordinary share then in issue during the period in which the f Ordinary share has been in issue exceeds £0.20 per A Ordinary share then in issue; and (ii) the amount of dividends payable to the f Ordinary shares shall be a fraction of any dividend payable to the a Ordinary shares based on the relative value (as determined at the board's sole discretion) of such f Ordinary shares as compared to the a Ordinary shares on the date of declaration of the applicable dividend. F Ordinary shares are entitled to a return of assets on liquidation or capital reduction or otherwise, subject to a prescribed calculation in respect of order of payment. F Ordinary shares are not redeemable.</p>	

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

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

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

D Ordinary

Prescribed particulars  
①

D Ordinary shares do not carry any voting rights. D Ordinary shares do not carry rights to dividends and other distributions. D Ordinary shares are entitled to a return of assets on liquidation or capital reduction or otherwise, subject to a prescribed calculation in respect of order of payment. D Ordinary shares are not redeemable.

Class of share

E Ordinary

Prescribed particulars  
①

E Ordinary shares do not carry any voting rights. E Ordinary shares do not carry rights to dividends and other distributions. E Ordinary shares are entitled to a return of assets on liquidation or capital reduction or otherwise, subject to a prescribed calculation in respect of order of payment. E Ordinary shares are not redeemable.

Class of share

G Ordinary

Prescribed particulars  
①

G Ordinary shares do not carry any voting rights. G ordinary shares do not carry rights to dividends and other distributions. G Ordinary shares are entitled to a return of assets on liquidation or capital reduction or otherwise, subject to a prescribed calculation in respect of order of payment. G Ordinary shares are not redeemable.

### 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



X

This form may be signed by:

Director<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, 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	Company Secretariat
Company name	Howden Group Holdings Limited
Address	One Creechurch Place
Post town	London
County/Region	
Postcode	E C 3 A 5 A F
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

**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](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

# SH02 - continuation page

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

7

## Statement of capital

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

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
GBP	A Ordinary	151,739,992	£1,517,399.92	
GBP	D Ordinary	52,485,083	£524.85	
GBP	E Ordinary	12,047,791	£120.48	
GBP	F Ordinary	6,225,000	£62.25	
GBP	G Ordinary	21,526,870	£215.27	
GBP	Deferred	1,529,663	£15.30	
Totals		245,554,399	£1,518,338.07	£0.00

## SH02 - continuation page

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

8	Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>	
Class of share	A Ordinary	<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.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>A Ordinary shares shall carry one vote per share in all respects, subject to exceptional circumstances and any special rights or restrictions as to voting attached to any shares by or in accordance with the articles of association. Exceptional circumstances are considered to be: (i) on any resolution to remove a "major shareholder" director the shares held by the "major shareholder" shall carry votes equal to 51% of all votes cast, and (ii) where there is an "emergency share issue", the shares held by the "major shareholders" participating in such issue shall confer on such participating "major shareholder" the right to exercise, in aggregate, no fewer than 75% of the total number of votes of all the holders of shares. A Ordinary shares have a right to dividends and other distributions and to a return of assets on liquidation or capital reduction or otherwise, subject to a prescribed calculation in respect of order of payment. A Ordinary shares are not redeemable.</p>	