

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 share
stock

WEDNESDAY



L312QYWB

LD5

02/11/2011

8

COMPANIES HOUSE

1 Company details

Company number 0 3 1 4 1 6 7 2

Company name in full Hay Hall Group 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 d1 d7 m1 m0 y2 y0 y1 y1

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
Cumulative Preference	21361500	0 01	213615	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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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

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

7 Statement of capital (Share capital in pound sterling (£))

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
Cumulative preference	1.00	0 00	213615	£ 213,615.00
'B' preference	1.00		4363656	£ 4,363,656.00
'C' preference	1.00		1532840	£ 1,532,840.00
Ordinary	1.00		2500000	£ 2,500,000.00
Totals			8610111	£ 8,610,111.00

8 Statement of capital (Share capital in other currencies)

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 ③
Totals				

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 ③
Totals				

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

Continuation pages
Please use a Statement of Capital continuation page if necessary

③ Total number of issued shares in this class

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9**Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital	1 Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	8610111	
Total aggregate nominal value 1	£8610111 00	

10**Statement of capital (Prescribed particulars of rights attached to shares) **2****

	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	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	Cumulative preference	
Prescribed particulars	Voting rights. the holders of the cumulative redeemable preference shares (the CRP Shares) are entitled to receive notice of, and attend, all general or other meetings of the Company but are not allowed to vote at such meetings unless: (a) the CRP Shares have remained unredeemed for a period exceeding 28 days from the due date for redemption, or (b) the business of the meeting includes a resolution for reducing the Company's share capital or a resolution varying any rights or restrictions attaching to the CRP Shares..	
Class of share	'B' preference	
Prescribed particulars	Voting rights the holders of the 'B' preference shares (the B Prefs) are entitled to receive notice of, and attend, all general or other meetings of the Company but are not allowed to vote at such meetings unless the business of the meeting includes a resolution for reducing the Company's share capital or a resolution varying any rights or restrictions attaching to the B Prefs in which case the holders of the B Prefs shall be entitled to vote only on such resolutions and shall have one vote per B Pref held	
Class of share	'C' preference	
Prescribed particulars	Voting rights the holders of the 'C' preference shares (the C Prefs) are entitled to receive notice of, and attend, all general or other meetings of the Company but are not allowed to vote at such meetings unless the business of the meeting includes a resolution for reducing the Company's share capital or a resolution varying any rights or restrictions attaching to the C Prefs in which case the holders of the C Prefs shall be entitled to vote only on such resolutions and shall have one vote per C Pref held ..	

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10	Statement of capital (Prescribed particulars of rights attached to shares) ①	
Class of share	Cumulative Preference	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
Prescribed particulars	<p>in which case the holders of the CRP Shares shall be entitled to vote only on such resolutions and shall have one vote per CRP Share held</p> <p>Distributions. the CRP Shares have: (i) no right to distributions of income, and (ii) third priority in repayment of capital on a return of assets on liquidation, reduction of capital or otherwise (after the discharge by the Company of its liabilities)</p> <p>Redemption the CRP Shares are redeemable by the Company as soon as the Company is able to do so following 31 December 2009</p>	

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10	Statement of capital (Prescribed particulars of rights attached to shares) ①	
Class of share	'B' Preference	<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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>
Prescribed particulars	<p>Distributions: the B Prefs have: (i) no right to distributions of income, and (ii) second priority in repayment of capital on a return of assets on liquidation, reduction of capital or otherwise (after the discharge by the Company of its liabilities)</p>	

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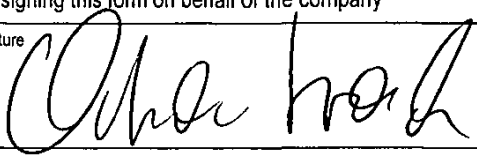
10	Statement of capital (Prescribed particulars of rights attached to shares) ①	
Class of share	'C' Preference	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only 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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>
Prescribed particulars	<p>Distributions the C Prefs have (1) no right to distributions of income, and (11) priority over all other classes of share in repayment of capital on a return of assets on liquidation, reduction of capital or otherwise (after the discharge by the Company of its liabilities)</p>	

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Class of share	Ordinary	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 Please use a Statement of capital continuation page if necessary
Prescribed particulars	<p>Voting rights the holders of the Ordinary Shares are entitled to one vote per Ordinary Share held at all general or other meetings of the Company.</p> <p>Distributions the Ordinary Shares have (1) the right to 100% of any distributions of income declared by the directors of the Company, and (11) fourth priority in repayment of capital on a return of assets on liquidation, reduction of capital or otherwise (after the discharge by the Company of its liabilities)</p>	
Class of share		
Prescribed particulars		

11**Signature**

Signature	I am signing this form on behalf of the company	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
	<p>Signature</p> <p>X  X</p> <p>This form may be signed by Director 2, Secretary, Person authorised 3, 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

Company name

Norton Rose LLP

Address

3 More London Riverside

Post town

County/Region

London

Postcode

S E 1 2 A Q

Country

DX

Telephone

+44 (0)20 7444 3142



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 or email 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