

DON'T
STAPLE

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.

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

1 Company details

Company number 0 3 2 3 2 7 5 9

Company name in full PIRTEK EUROPE 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 ^d2 ^d1 ^m0 ^m4 ^y2 ^y0 ^y2 ^y3

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
Preference	2,100,000	£0.01	21,000	£1

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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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

£	A Ordinary	3,861,486	£3,861,486.00	
£	B Ordinary	683,473	£683,473.00	
£	Preference	21,000	£21,000.00	
Totals		4,565,959	£4,565,959.00	£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	4,565,959	£4,565,959.00	£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.

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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

See continuation sheets.

Prescribed particulars
①

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.

Class of share

Prescribed particulars
①

Class of share

Prescribed particulars
①

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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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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 Richard Middleton-Androsov

Company name Gateley Legal

Address One Eleven

Edmund Street

Post town Birmingham

County/Region

Postcode B 3 2 H J

Country

DX

Telephone 0121 234 8037



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 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

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

Class of share	A Ordinary	
Prescribed particulars	<p>A ORDINARY, B ORDINARY AND C ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS. DIVIDENDS: SUBJECT TO BOARD RECOMMENDATION AND INVESTOR CONSENT, AVAILABLE PROFITS DETERMINED AS DISTRIBUTABLE IN RESPECT IN ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO HOLDERS OF PREFERENCE SHARES AND ORDINARY SHARES ACCORDING TO THE AMOUNT PAID UP/CREDITED ON EACH SUCH SHARE. REALISATION/RETURN ON CAPITAL: ON A RETURN OF CAPITAL ON LIQUIDATION OR AN OTHERWISE RELEVANT EVENT, EXCEPT ON REDEMPTION OF SHARES OF ANY CLASS OR PURCHASE BY THE COMPANY OF ITS OWN SHARES, SURPLUS ASSETS REMAINING AFTER THE PAYMENT OF LIABILITIES (INCL ANY AMOUNTS ARISING FROM NON-PAYMENT OF DECLARED DIVIDENDS) SHALL BE APPLIED AS FOLLOWS (A) FIRST TO HOLDER(S) OF PREFERENCE SHARES FOR EACH SHARE HELD, A SUM EQUAL TO ISSUE PRICE (B) THE BALANCE OF ANY SUCH ASSETS TO HOLDERS OF ORDINARY SHARES ACCORDING TO THE FORMULA DETAILED IN THE ARTICLES (C) FOR DISTRIBUTION OF THE BALANCE BETWEEN THE HOLDERS OF EACH CLASS OF ORDINARY SHARES, THE RELEVANT AMOUNT FOR EACH CLASS SHALL BE DISTRIBUTED PRO RATA BETWEEN EACH HOLDER OF THAT CLASS ACCORDING TO THE NUMBER OF SHARES OF THAT CLASS HELD MULTIPLIED BY THE AMOUNT PAID UP/CREDITED ON SUCH SHARES BEARS TO TOTAL NUMBER OF SHARES OF THAT CLASS IN ISSUE MULTIPLIED BY THE AMOUNT PAID UP THEREON. (D) IN THE EVENT OF A REALISATION, IMMEDIATELY PRIOR TO SUCH REALISATION, THE SELLING MEMBER(S) SHALL PROCURE THAT THE SALE PROCEEDS BE PAID INTO A DESIGNATED TRUSTEE ACCOUNT AND DISTRIBUTED TO SELLING MEMBERS BY ALLOCATING THE RELEVANT PROPORTION TO EACH CLASS OF ORDINARY SHARES ACCORDING TO FORMULA DETAILED IN THE ARTICLES (E) FOR THE PURPOSE OF DISTRIBUTING THE SALE PROCEEDS BETWEEN THE HOLDERS OF EACH CLASS OF ORDINARY SHARES, THE RELEVANT AMOUNT FOR EACH CLASS SHALL BE DISTRIBUTED PRO RATA BETWEEN HOLDER(S) OF THAT CLASS ACCORDING TO THE NUMBER OF SHARES OF THAT CLASS SOLD BY THE HOLDER PURSUANT TO REALISATION BEARS TO TOTAL NUMBER OF SHARES OF THAT CLASS WHICH HAS SOLD.</p> <p>(continued on next page)</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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Class of share	A Ordinary (cont.)	
Prescribed particulars	<p>VOTING: ON A SHOW OF HANDS, EVERY MEMBER BEING AN INDIVIDUAL HOLDING ONE OR MORE ORDINARY SHARES IS PRESENT IN PERSON/BY PROXY OR BEING A CORPORATION IS PRESENT BY AN AUTHORISED REPRESENTATIVE/PROXY, SHALL HAVE ONE VOTE ON A POLL, EVERY MEMBER BEING AN INDIVIDUAL HOLDING ONE OR MORE ORDINARY SHARES IS PRESENT IN PERSON/BY PROXY OR BEING A CORPORATION IS PRESENT BY AN AUTHORISED REPRESENTATIVE/ PROXY SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE HELD. HOLDER(S) OF PREFERENCE SHARES WILL BE ENTITLED RECEIVE NOTICE OF ALL GENERAL MEETINGS BUT WILL NOT BE ENTITLED TO ATTEND OR VOTE IN RESPECT OF SHARES HELD. LEAVERS: REFER TO THE ARTICLES.</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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'Statement of capital (prescribed particulars of rights attached to shares)' ①

Class of share	B Ordinary	
Prescribed particulars	<p>A ORDINARY, B ORDINARY AND C ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS. DIVIDENDS: SUBJECT TO BOARD RECOMMENDATION AND INVESTOR CONSENT, AVAILABLE PROFITS DETERMINED AS DISTRIBUTABLE IN RESPECT IN ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO HOLDERS OF PREFERENCE SHARES AND ORDINARY SHARES ACCORDING TO THE AMOUNT PAID UP/CREDITED ON EACH SUCH SHARE. REALISATION/RETURN ON CAPITAL: ON A RETURN OF CAPITAL ON LIQUIDATION OR AN OTHERWISE RELEVANT EVENT, EXCEPT ON REDEMPTION OF SHARES OF ANY CLASS OR PURCHASE BY THE COMPANY OF ITS OWN SHARES, SURPLUS ASSETS REMAINING AFTER THE PAYMENT OF LIABILITIES (INCL ANY AMOUNTS ARISING FROM NON-PAYMENT OF DECLARED DIVIDENDS) SHALL BE APPLIED AS FOLLOWS (A) FIRST TO HOLDER(S) OF PREFERENCE SHARES FOR EACH SHARE HELD, A SUM EQUAL TO ISSUE PRICE (B) THE BALANCE OF ANY SUCH ASSETS TO HOLDERS OF ORDINARY SHARES ACCORDING TO THE FORMULA DETAILED IN THE ARTICLES (C) FOR DISTRIBUTION OF THE BALANCE BETWEEN THE HOLDERS OF EACH CLASS OF ORDINARY SHARES, THE RELEVANT AMOUNT FOR EACH CLASS SHALL BE DISTRIBUTED PRO RATA BETWEEN EACH HOLDER OF THAT CLASS ACCORDING TO THE NUMBER OF SHARES OF THAT CLASS HELD MULTIPLIED BY THE AMOUNT PAID UP/CREDITED ON SUCH SHARES BEARS TO TOTAL NUMBER OF SHARES OF THAT CLASS IN ISSUE MULTIPLIED BY THE AMOUNT PAID UP THEREON. (D) IN THE EVENT OF A REALISATION, IMMEDIATELY PRIOR TO SUCH REALISATION, THE SELLING MEMBER(S) SHALL PROCURE THAT THE SALE PROCEEDS BE PAID INTO A DESIGNATED TRUSTEE ACCOUNT AND DISTRIBUTED TO SELLING MEMBERS BY ALLOCATING THE RELEVANT PROPORTION TO EACH CLASS OF ORDINARY SHARES ACCORDING TO FORMULA DETAILED IN THE ARTICLES (E) FOR THE PURPOSE OF DISTRIBUTING THE SALE PROCEEDS BETWEEN THE HOLDERS OF EACH CLASS OF ORDINARY SHARES, THE RELEVANT AMOUNT FOR EACH CLASS SHALL BE DISTRIBUTED PRO RATA BETWEEN HOLDER(S) OF THAT CLASS ACCORDING TO THE NUMBER OF SHARES OF THAT CLASS SOLD BY THE HOLDER PURSUANT TO REALISATION BEARS TO TOTAL NUMBER OF SHARES OF THAT CLASS WHICH HAS SOLD.</p> <p>(continued on next page)</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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'Statement of capital (prescribed particulars of rights attached to shares)'^①

Class of share	B Ordinary (cont.)	
Prescribed particulars	<p>VOTING: ON A SHOW OF HANDS, EVERY MEMBER BEING AN INDIVIDUAL HOLDING ONE OR MORE ORDINARY SHARES IS PRESENT IN PERSON/BY PROXY OR BEING A CORPORATION IS PRESENT BY AN AUTHORISED REPRESENTATIVE/PROXY, SHALL HAVE ONE VOTE ON A POLL, EVERY MEMBER BEING AN INDIVIDUAL HOLDING ONE OR MORE ORDINARY SHARES IS PRESENT IN PERSON/BY PROXY OR BEING A CORPORATION IS PRESENT BY AN AUTHORISED REPRESENTATIVE/ PROXY SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE HELD. HOLDER(S) OF PREFERENCE SHARES WILL BE ENTITLED RECEIVE NOTICE OF ALL GENERAL MEETINGS BUT WILL NOT BE ENTITLED TO ATTEND OR VOTE IN RESPECT OF SHARES HELD. LEAVERS: REFER TO THE ARTICLES.</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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'Statement of capital (prescribed particulars of rights attached to shares)'^①

Class of share	Preference	
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Class of share	Preference (cont.)	
Prescribed particulars	<p>VOTING: ON A SHOW OF HANDS, EVERY MEMBER BEING AN INDIVIDUAL HOLDING ONE OR MORE ORDINARY SHARES IS PRESENT IN PERSON/BY PROXY OR BEING A CORPORATION IS PRESENT BY AN AUTHORISED REPRESENTATIVE/PROXY, SHALL HAVE ONE VOTE ON A POLL, EVERY MEMBER BEING AN INDIVIDUAL HOLDING ONE OR MORE ORDINARY SHARES IS PRESENT IN PERSON/BY PROXY OR BEING A CORPORATION IS PRESENT BY AN AUTHORISED REPRESENTATIVE/ PROXY SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE HELD. HOLDER(S) OF PREFERENCE SHARES WILL BE ENTITLED RECEIVE NOTICE OF ALL GENERAL MEETINGS BUT WILL NOT BE ENTITLED TO ATTEND OR VOTE IN RESPECT OF SHARES HELD. LEAVERS: REFER TO THE ARTICLES.</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>