In accordance with Section 619, 621 & 689 of the Companies Act 2006.

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 6 5 7 4 0 3

Company name in full: London and Capital 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: d3 d0 m0 m3 y2 y0 y2 y3

3 Consolidation

Please show the amendments to each class of share.

	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
C ordinary shares	925,590	£0.0001	9,256	£0.01
D1 ordinary shares	80,500	£0.0001	805	£0.01
D2 ordinary shares	65,500	£0.0001	655	£0.01

4 Sub-division

Please show the amendments to each class of share.

	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
A ordinary shares	553,795	£0.10	5,537,950	£0.01
B ordinary shares	324,044	£0.10	3,240,440	£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.

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
Currency table A				
£	A ordinary shares	5,537,950	£55,379.50	
£	B ordinary shares	3,240,440	£32,404.40	
£	C ordinary shares	9,256	£92.56	
	Totals	8,787,646	£87,876.46	Nil
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** ❶	**Total aggregate amount unpaid** ❶ ❷
Grand total	8,789,106	£87,891.06	Nil

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

❷ **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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8 Statement of capital (prescribed particulars of rights attached to shares) ❶

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	A ordinary shares
Prescribed particulars ❶	1. NO VOTING RIGHTS. 2 NO RIGHTS TO DIVIDENDS; 3 PROVIDED THE BUYBACK PAYMENT HAS ALREADY BEEN MADE TO THE A1 SHARES, FULL RIGHTS TO A DISTRIBUTION UP TO THE THRESHOLD AMOUNT BUT NONE M EXCESS OF THIS AMOUNT. SHALL RANK PARI PASSU WITH THE B SHARES AS THE SHARES WERE ALL OF A SINGLE CLASS AND SHALL PARTICIPATE RATEABLY (TO THE EXCIUSION OF ANY OTHER CLASS OF SHARES) IN THE AMOUNT SO RELUMED, AND 4 NON-REDEEMABLE
Class of share	B ordinary shares
Prescribed particulars ❶	1. NO VOTING RIGHTS. 2 NO RIGHTS TO DIVIDEND; 3. PROVIDED THE BUYBACK PAYMENT HAS ALREADY BEEN MADE TO THE A1 SHARES. FULL RIGHTS TO A DISTRIBUTION UP TO THE THRESHOLD AMOUNT BUT NONE IN EXCESS OF THIS AMOUNT SHALL RANK PARI PASSU WITH THE A SHARES AS IF THE SHARES WERE ALL OF A SINGLE CLASS AND SHALL PARTICIPATE RATEABLY (TO THE EXCLUSION OF ANY OTHER CLASS OF SHARES) IN THE AMOUNT SO RETURNED; AND 4. NON-REDEEMABLE
Class of share	C ordinary shares
Prescribed particulars ❶	1. FULL VOTING RIGHTS, ONE PER SHARE; 2. FULL RIGHTS TO DIVIDEND AT THE DISCRETION OF THE DIRECTORS; 3. FULL RIGHTS TO A DISTRIBUTION, BUT ONLY TO THE EXCESS EXCEEDING THE THRESHOLD AMOUNT. NO RIGHT TO A DISTRIBUTION BELOW THE THRESHOLD AMOUNT; AND 4. NON-REDEEMABLE

❶ 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.

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 DocuSigned by: Jasper Schippers 749A9245C5D2416... X

This form may be signed by:
Director ❷, Secretary, Person authorised❸, Administrator , Administrative Receiver, Receiver, Receiver manager, CIC manager.

❷ 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.

❸ 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	Jasper Schippers
Company name	Proskauer Rose (UK) LLP
Address	
	110 Bishopsgate
Post town	London
County/Region	
Postcode	E C 2 N 4 A Y
Country	United Kingdom
DX	
Telephone	+44 (0) 777 070 4729

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

In accordance with Section 619, 621 & 689 of the Companies Act 2006.

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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
£	D1 ordinary shares	805	£8.05	
£	D2 ordinary shares	655	£6.55	
	Totals	1,460	£14.60	Nil

In accordance with Section 619, 621 & 689 of the Companies Act 2006.

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

Class of share	D1 ordinary shares and D2 ordinary shares
Prescribed particulars	D1 ordinary shares: 1. FULL VOTING RIGHTS, ONE PER SHARE; 2. FULL RIGHTS TO DIVIDEND AT THE DISCRETION OF THE DIRECTORS; 3. FULL RIGHTS TO A DISTRIBUTION, BUT ONLY TO THE EXCESS EXCEEDING THE D THRESHOLD AMOUNT. NO RIGHT TO A DISTRIBUTION BELOW THE D THRESHOLD AMOUNT; AND 4. NON-REDEEMABLE D2 ordinary shares: 1. NO VOTING RIGHTS; 2. FULL RIGHTS TO DIVIDEND AT THE DISCRETION OF THE DIRECTORS; 3. FULL RIGHTS TO A DISTRIBUTION, BUT ONLY TO THE EXCESS EXCEEDING THE D THRESHOLD AMOUNT. NO RIGHT TO A DISTRIBUTION BELOW THE D THRESHOLD AMOUNT; AND 4. NON-REDEEMABLE

❶ **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.

A separate table must be used for each class of share.