

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
stock

THURSDAY



1 Company details

Company number 0 3 8 7 1 2 4 3

Company name in full Horndrift 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 d0 d5 m0 m5 y2 y0 y1 y0

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

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
A Ordinary	1	1 00	1000	0.001

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
A Ordinary	0.001	0 00	1000	£ 1 00
B Ordinary	1 00	0 00	99	£ 99 00
Cumulative Preference	1 00	0.00	200	£ 200 00
				£
Totals			1299	£ 300 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

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

Continuation pages

Please use a Statement of Capital continuation page if necessary

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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		
Total aggregate nominal value 1		

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	A Ordinary - see continuation sheet	
Prescribed particulars		
Class of share	B Ordinary - see continuation sheet	
Prescribed particulars		
Class of share	Cumulative Preference - see continuation sheet	
Prescribed particulars		
Class of share		
Prescribed particulars		

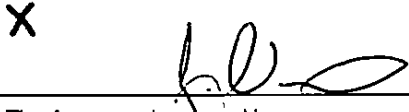
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Class of share		1 Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate 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		
Class of share		
Prescribed particulars		

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Signature

	I am signing this form on behalf of the company	
Signature	Signature 	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
	This form may be signed by Director 2 , Secretary, Person authorised 3 , Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager	

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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 Timothy Merchant

Company name Allen & Overy LLP

Address One Bishops Square

Post town London

County/Region

Postcode E 1 6 A D

Country United Kingdom

DX

Telephone 020 3088 0000



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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1



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



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

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10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	A Ordinary	<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>(a) The A ordinary shareholders shall each have one vote at a general meeting of the company</p> <p>(b) The A ordinary shares shall rank parri passu to all other shares but will constitute a separate class of shares</p> <p>(c) No dividend shall be declared or paid or other distribution made in relation to the A ordinary shares unless a dividend not exceeding 1% of the aggregate to be declared or paid in relation to all of the A ordinary shares is at the same time declared or paid in relation to the B ordinary shares. The A ordinary shares shall rank parri passu among themselves in respect of any dividend</p> <p>(d) On a return of assets on a liquidation, dissolution, winding up, reduction of capital or otherwise the surplus assets of the Company shall be applied first to paying the cumulative preference shareholders (pari passu) a sum equal to all arrears and/or accruals of cumulative preference dividends thereon, second in paying to the cumulative preference shareholders the amounts paid on the preference share nominal amount thereof, third in paying the B ordinary shareholders the nominal amount paid on each of their B ordinary shares, fourth in paying the A ordinary shareholders the nominal amount on the A shares and fifth the distribution of any surplus assets to the A ordinary shareholders in proportion to the amounts paid up on the nominal amount paid on each of their A ordinary shares</p> <p>(e) Any special rights attached to the A ordinary shares may be varied or abrogated in such a manner as may be provided for in those rights, with the consent in writing of not less than three quarters of in nominal value of the issued A ordinary shares or with the sanction of an extraordinary resolution passed at a general meeting of the holders of the shares of that class. Any special rights shall not be deemed to be varied by the creation or issue of further shares ranking equally as regard the profits or assets of the Company or by the purchase of the Company of any of its own shares</p>	

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10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	B 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
Prescribed particulars	<p>(a) The B ordinary shareholders do not have the right to vote at a general meeting of the company</p> <p>(b) The B ordinary shares shall rank parri passu to all other shares but will constitute a separate class of shares</p> <p>(c) No dividend shall be declared or paid or other distribution made in relation to the B ordinary shares unless a dividend is declared or paid in relation to all of the A ordinary shares in issue. The B ordinary shares shall rank parri passu among themselves in respect of any amount paid up on any B ordinary share</p> <p>(d) On a return of assets on a liquidation, dissolution, winding up, reduction of capital or otherwise the surplus assets of the Company shall be applied first to paying the cumulative preference shareholders (pari passu) a sum equal to all arrears and/or accruals of cumulative preference dividends thereon, second in paying to the cumulative preference shareholders the amounts paid on the preference share nominal amount thereof, third in paying the B ordinary shareholders the nominal amount paid on each of their B ordinary shares, fourth in paying the A ordinary shareholders the nominal amount on the A shares and fifth the distribution of any surplus assets to the A ordinary shareholders in proportion to the amounts paid up on the nominal amount paid on each of their A ordinary shares</p> <p>(e) Any special rights attached to the B ordinary shares may be varied or abrogated in such a manner as may be provided for in those rights, with the consent in writing of not less than three quarters of in nominal value of the issued B ordinary shares or with the sanction of an extraordinary resolution passed at a general meeting of the holders of the shares of that class. Any special rights shall not be deemed to be varied by the creation or issue of further shares ranking equally as regard the profits or assets of the Company or by the purchase of the Company of any of its own shares</p>	

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10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	Cumulative Preference	
Prescribed particulars	<p>(a) The cumulative preference shareholders do not have the right to vote at a general meeting of the company</p> <p>(b) The cumulative preference shares shall rank parri passu to all other shares but will constitute a separate class of shares</p> <p>(c) Any dividend which the Company may determine to distribute shall first be applied towards paying the cumulative preference shareholders, as a class, an aggregate cumulative dividend of 1% of the nominal value of each cumulative preference share in issue, in priority to the payment of any other dividend</p> <p>(d) On a return of assets on a liquidation, dissolution, winding up, reduction of capital or otherwise the surplus assets of the Company shall be applied first to paying the cumulative preference shareholders (pari passu) a sum equal to all arrears and/or accruals of cumulative preference dividends thereon, second in paying to the cumulative preference shareholders the amounts paid on the preference share nominal amount thereof, third in paying the B ordinary shareholders the nominal amount paid on each of their B ordinary shares, fourth in paying the A ordinary shareholders the nominal amount on the A shares and fifth the distribution of any surplus assets to the A ordinary shareholders in proportion to the amounts paid up on the nominal amount paid on each of their A ordinary shares</p> <p>(e) The Company shall have the right to, at any time, redeem all or such other number of cumulative preference shares as it may specify and any such notice shall also specify the date fixed for redemption. No preference share may be redeemed unless it is fully paid. Upon such a date whereby all or any of the cumulative preference shares become due for redemption the Company shall pay to the cumulative preference shareholders an amount of £1 per cumulative preference share together with a sum equal to all arrears and accruals of dividend on all cumulative preference shares</p> <p>(f) No cumulative preference shares shall carry any rights to convert into A ordinary shares or B ordinary shares</p> <p>(g) Any special rights attached to the cumulative preference shares may be varied or abrogated in such a manner as may be provided for in those rights, with the consent in writing of not less than three quarters of in nominal value of the issued cumulative preference shares or with the sanction of an extraordinary resolution passed at a general meeting of the holders of the shares of that class. Any special rights shall not be deemed to be varied by the creation or issue of further shares ranking equally as regard the profits or assets of the Company or by the purchase of the Company of any of its own shares</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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>