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

SH02

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

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A09 17/08/2012 #364
COMPANIES HOUSE

LD2 09/08/2012 #46
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 stock

1 Company details

Company number	3 8 7 7 1 2 5
Company name in full	TEP Exchange Group plc

→ **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 d3 m1 m1 y2 y0 y1 y1

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

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
Ordinary	399,999,999	0.01p	399,999,999	0 001p
Deferred	224,543,426	0 99p	225,897,991,731	0.001p

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

SH02

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

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary	0·00101746	399,999,999	X	£ 4,000
Deferred	0 00101746	225,897,991,731	X	£ 2,258,979·92
				£
				£
		Totals	X	£ 2,262,979.92

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

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

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

SH02

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

9 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital
Total number of shares	
Total aggregate nominal value ❶	

❶ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately For example £100 + €100 + $10 etc

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

	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.**
Class of share	Ordinary
Prescribed particulars	Each Ordinary Share carries one vote and ranks equally with the other Ordinary Shares in all respects including as to dividends and other distributions (including on a winding up) The Ordinary Shares are not redeemable or liable to be redeemed at the option of the Company or a Shareholder
Class of share	Deferred
Prescribed particulars	a None or N/A b. None or N/A c. In a winding up, the holders of the deferred shares shall only be entitled to receive the amount paid up on such shares after the holders of the ordinary shares have received the sum of £1m for each ordinary share held by them and shall have no other right to participate in the assets of the company d. None or N/A
Class of share	
Prescribed particulars	

❷ **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

SH02

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

Class of share	
Prescribed particulars	
Class of share	
Prescribed particulars	

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 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

11 Signature

I am signing this form on behalf of the company.

Signature

Signature

X X

This form may be signed by
Director ❷, Secretary, Person authorised ❸, 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

SH02

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

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 Luke Temple

Company name Nabarro LLP

Address Lacon House

84 Theobalds Road

Post town London

County/Region

Postcode W C 1 X 8 R W

Country

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
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