

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 for**
You cannot
give notice of a
consolidation,
sub-division,
redemption of
shares or
re-conversion of
stock into shares

WEDNESDAY



, please
at
e gov uk

1 Company details

Company number 0 4 6 4 7 3 2 2
Company name in full IMAGE SOURCE 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 03 10 2012

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 |
| PREFERENCE SHARES | 5000 | 1 00 | 50000 | 0 10 |
| | | | | |
| | | | | |

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

| Value of stock | New share structure | | |
|----------------|---|-------------------------|-----------------------------|
| | 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 |
|---|--------------------------------|--|--------------------|---------------------------|
| PLEASE SEE ATTACHED | | | | £ |
| CONTINUATION SHEET | | | | £ |
| | | | | £ |
| | | | | £ |
| Totals | | | 0 | £ 0 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

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

② Total number of issued shares in this class

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Statement of capital

Please complete the table below to show each class of shares held in other currencies
Please complete a separate table for each currency

| Currency | SHARE CAPITAL IN POUND STERLING (£) | | | |
|---|-------------------------------------|--|--------------------|---------------------------|
| 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 SHARES | 0 10 | 0 00 | 1079431 | 107,943 10 |
| A ORDINARY SHARES | 0 38 | 0 00 | 396473 | 39,647 30 |
| B ORDINARY SHARES | 0 10 | 0 00 | 308226 | 30,822 60 |
| DEFERRED SHARES | 0 10 | 0 00 | 553521 | 55,352 10 |
| DEFERRED SHARES | 0 38 | 0 00 | 388544 | 38,854 40 |
| | | | | |
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| | | | | |
| Totals | | | 2726195 | 272,619 50 |

① Including both the nominal value and any share premium

③ E.g. Number of shares issued multiplied by nominal value of each share

2 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 | 2726195 | |
| Total aggregate nominal value 1 | £272,619 50 | |

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 SHARES | |
| Prescribed particulars | PLEASE SEE ATTACHED CONTINUATION SHEET | |
| Class of share | B ORDINARY SHARES | |
| Prescribed particulars | PLEASE SEE ATTACHED CONTINUATION SHEET | |
| Class of share | DEFERRED SHARES | |
| Prescribed particulars | PLEASE SEE ATTACHED CONTINUATION SHEET | |

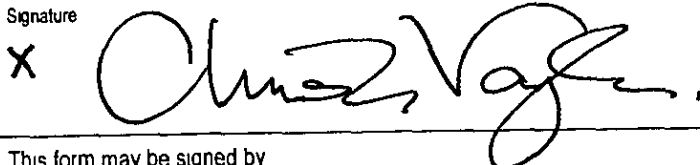
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| | | |
|------------------------|--|---|
| Class of share | | 1 Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of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

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 |
| | Signature |  | |
| | 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 LAURA TAYLOR

Company name OLSWANG LLP

Address 90 HIGH HOLBORN

Post town

County/Region

Postcode W C 1 V 6 X X

Country

DX 37972 Kingsway

Telephone 020 7067 3581

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

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

| Class of share | DEFINITIONS | ① Prescribed particulars of rights attached to shares |
|------------------------|--|---|
| Prescribed particulars | <p>"A Ordinary Share" means an A ordinary share of £0 10 in the capital of the Company from time to time in issue, having the rights set out below,</p> <p>"Articles" means the Articles of Association of the Company as amended from time to time,</p> <p>"B Ordinary Share" means a B ordinary share of £0 10 in the capital of the Company from time to time in issue, having the rights set out below,</p> <p>"Company" means Image Source Group Limited (Reg No 4647322),</p> <p>"Deferred Share" means a deferred share of £0 10 in the capital of the Company from time to time in issue, having the rights set out below,</p> <p>"I&G" means The Income & Growth VCT plc (Reg No 4069483),</p> <p>"I&G Loan" means the £1,449,558 loan advanced to the Company pursuant to a loan agreement dated 21 October 2011,</p> <p>"Initial Value" in respect of a member of the Company whose name is set out in the appendix to the Articles, means an amount equal to the amount subscribed by such member for shares in Cultura Creative Limited (company number 06256885) as confirmed in writing by the company secretary of the Company from time to time,</p> <p>"Ordinary Shares" means the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares, and</p> <p>"Shares" means shares in the capital of the Company of any class from time to time</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> |

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

| | | |
|------------------------|---|--|
| Class of share | A ORDINARY SHARES | <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>Income</p> <p>The rights of the B Ordinary Shares and the holders thereof (economically or otherwise) shall be determined, calculated or regarded as if there were no C Ordinary Shares in issue</p> <p>The rights of the A Ordinary Shares and/or C Ordinary Shares and the holders thereof (economically or otherwise) shall be determined, calculated or regarded based on the aggregate issued A Ordinary Shares, B Ordinary Shares and C Ordinary Shares at that particular time</p> <p>Subject to the above, any distributions or dividends shall be paid to the holders of A Ordinary Shares, B Ordinary Shares and the C Ordinary Shares (together, the "Ordinary Shares") pari passu as if the same constituted one class of share</p> <p>Capital</p> <p>On a return of capital on liquidation or otherwise the surplus assets of the Company remaining after payment of its liabilities (including the redemption of the I&G Loan and all interest and other amounts due on the same) shall be applied as follows</p> <p>Firstly, in paying to the holders of the Ordinary Shares</p> <p>the amount paid up or credited as paid up thereon including any premium (which shall, in the case of a member of the Company whose name is set out in the appendix to the Articles, be deemed to be the Initial Value of that holder's Ordinary Shares), and then</p> <p>a sum equal to any arrears deficiency or accruals of any dividend thereon, (such arrears deficiency or accruals to be calculated down to the date of the return of capital),</p> <p>Secondly, the balance (if any) of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares to be distributed amongst such holders pro rata to the number of the Ordinary Shares held by them respectively provided that once the holders of the Ordinary Shares have received the sum of £100,000 per Share, the holders of the Deferred Shares shall be entitled to a payment of £0 10 per Deferred Share of which they are a holder,</p> <p>Thirdly, the balance (if any) of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares to be distributed amongst such holders pro rata to the number of the Ordinary Shares held by them respectively</p> <p>Voting</p> <p>A resolution put to the vote of a meeting shall be decided on a poll and every holder of A Ordinary Shares and/or C Ordinary Shares who is present in person or by a proxy or (being a corporation) is present by a representative shall have one vote for every fully paid A Ordinary Share and/or C Ordinary Shares of which he is the holder</p> <p>Redemption</p> <p>The A Ordinary Shares are not liable to be redeemed</p> | |

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

| Class of share | B ORDINARY SHARES | |
|------------------------|---|---|
| Prescribed particulars | <p>Income</p> <p>The rights of the B Ordinary Shares and the holders thereof (economically or otherwise) shall be determined, calculated or regarded as if there were no C Ordinary Shares in issue</p> <p>The rights of the A Ordinary Shares and/or C Ordinary Shares and the holders thereof (economically or otherwise) shall be determined, calculated or regarded based on the aggregate issued A Ordinary Shares, B Ordinary Shares and C Ordinary Shares at that particular time</p> <p>Subject to the above, any distributions or dividends shall be paid to the holders of A Ordinary Shares, B Ordinary Shares and the C Ordinary Shares (together, the "Ordinary Shares") pari passu as if the same constituted one class of share</p> <p>Capital</p> <p>On a return of capital on liquidation or otherwise the surplus assets of the Company remaining after payment of its liabilities (including the redemption of the I&G Loan and all interest and other amounts due on the same) shall be applied as follows</p> <p>Firstly, in paying to the holders of the Ordinary Shares</p> <p>the amount paid up or credited as paid up thereon including any premium (which shall, in the case of a member of the Company whose name is set out in the appendix to the Articles, be deemed to be the Initial Value of that holder's Ordinary Shares), and then</p> <p>a sum equal to any arrears deficiency or accruals of any dividend thereon, (such arrears deficiency or accruals to be calculated down to the date of the return of capital),</p> <p>Secondly, the balance (if any) of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares to be distributed amongst such holders pro rata to the number of the Ordinary Shares held by them respectively provided that once the holders of the Ordinary Shares have received the sum of £100,000 per Share, the holders of the Deferred Shares shall be entitled to a payment of £0 10 per Deferred Share of which they are a holder,</p> <p>Thirdly, the balance (if any) of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares to be distributed amongst such holders pro rata to the number of the Ordinary Shares held by them respectively</p> <p>Voting</p> <p>The holders of B Ordinary Shares shall not be entitled to attend or vote at any general meetings of the Company other than meetings of the members of the B Ordinary Shares as a separate class</p> <p>Redemption</p> <p>The B Ordinary Shares are not liable to be redeemed</p> | <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> |

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

| Class of share | DEFERRED SHARES | ① Prescribed particulars of rights attached to shares |
|------------------------|--|--|
| Prescribed particulars | <p>Income</p> <p>The Deferred Shares shall not carry any right to participate in any distribution or dividend which may be declared or paid by the Company</p> <p>Capital</p> <p>On a return of capital on liquidation or otherwise the surplus assets of the Company remaining after payment of its liabilities (including the redemption of the I&G Loan and all interest and other amounts due on the same) shall be applied as follows</p> <p>Firstly, in paying to the holders of the Ordinary Shares</p> <p>the amount paid up or credited as paid up thereon including any premium (which shall, in the case of a member of the Company whose name is set out in the appendix to the Articles, be deemed to be the Initial Value of that holder's Ordinary Shares), and then</p> <p>a sum equal to any arrears deficiency or accruals of any dividend thereon, (such arrears deficiency or accruals to be calculated down to the date of the return of capital),</p> <p>Secondly, the balance (if any) of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares to be distributed amongst such holders pro rata to the number of the Ordinary Shares held by them respectively provided that once the holders of the Ordinary Shares have received the sum of £100,000 per Share, the holders of the Deferred Shares shall be entitled to a payment of £0 10 per Deferred Share of which they are a holder,</p> <p>Thirdly, the balance (if any) of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares to be distributed amongst such holders pro rata to the number of the Ordinary Shares held by them respectively</p> <p>Voting</p> <p>The holders of Deferred Shares shall not be entitled to attend or vote at any General Meetings of the Company other than meetings of the members of the Deferred Shares as a separate class</p> <p>Redemption</p> <p>In any of the following events, namely</p> <p>a resolution being proposed or an order being made for the winding up of the Company or of any of its subsidiaries,</p> <p>a Listing, or</p> <p>a Sale,</p> <p>each holder of Deferred Shares shall be entitled to receive £1 for or in respect of all of the Deferred Shares held by it</p> | <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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> <p>A separate table must be used for each class of share</p> |