

# 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  
into shares.

SATURDAY



A38

21/11/2009

49

COMPANIES HOUSE

### 1 Company details

Company number

Company name in full

→ **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

### 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

### 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
ORDINARY	33,299,973	EURO 1.00

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<b>6</b>	<b>Re-conversion</b>		
Please show the class number and nominal value of shares following re-conversion from stock.			
	<b>New share structure</b>		
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.

<b>7</b>	<b>Statement of capital (Share capital in pound sterling (£))</b>			
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
				£
				£
				£
				£
<b>Totals</b>				£

<b>8</b>	<b>Statement of capital (Share capital in other currencies)</b>			
Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.				
Currency	EURO			
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
ORDINARY	EURO 1.00	NIL	40,632,640	EURO 40,632,640
NON-VOTING	EURO 1.00	NIL	3	EURO 3.00
<b>Totals</b>			40,632,643	EURO 40,632,643

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
<b>Totals</b>				

❶ Including both the nominal value and any share premium.

❷ Number of shares issued multiplied by nominal value of each share.

❸ Total number of issued shares in this class.

#### Continuation pages

Please use a Statement of Capital continuation page if necessary.

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**Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital.	<b>① Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	40,632,643	
Total aggregate nominal value ①	EURO 40,632,643	

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**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 <b>Section 7</b> and <b>Section 8</b> .	<b>② Prescribed particulars of rights attached to shares</b> 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	ORDINARY	
Prescribed particulars	SEE CONTINUATION PAGE.	
Class of share	NON-VOTING	
Prescribed particulars	SEE CONTINUATION PAGE.	
Class of share		
Prescribed particulars		

# SH02 - continuation page

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## Statement of capital (Prescribed particulars of rights attached to shares)<sup>1</sup>

Class of share	ORDINARY	
Prescribed particulars	<p>THE ORDINARY SHARES CARRY VOTING AND DIVIDEND RIGHTS PRESCRIBED BY THE ARTICLES OF ASSOCIATION. SUBJECT TO CERTAIN EXCEPTIONS, EACH HOLDER OF AN ORDINARY SHARE SHALL HAVE ONE VOTE PER SHARE AT GENERAL MEETINGS AND SHALL HAVE THE RIGHT TO PARTICIPATE EQUALLY AND RATEABLY WITH OTHER HOLDERS OF ORDINARY SHARES IN DIVIDENDS DECLARED BY THE COMPANY. THE ORDINARY SHARES CARRY THE RIGHT TO PARTICIPATE ON A RETURN OF CAPITAL (INCLUDING ON A WINDING UP) IN ANY SURPLUS ASSETS OF THE COMPANY AFTER PAYMENT OF SUMS DUE TO HOLDERS OF NON-CUMULATIVE CALLABLE PREFERENCES SHARES (NONE OF WHICH ARE CURRENTLY IN ISSUE) AND NON-VOTING SHARES. THE ORDINARY SHARES ARE LIABLE TO BE REDEEMED AT THEIR INITIAL VALUE (AS DEFINED IN THE ARTICLES OF ASSOCIATION) AT THE OPTION OF THE COMPANY IF (A) NEITHER THE HOLDER NOR ANY OF ITS ASSOCIATES IS A PARTY TO A CLEARING AGREEMENT WITH THE COMPANY; OR (B) DETAILS OF THE HOLDER REASONABLY REQUESTED BY THE DIRECTORS OF THE COMPANY FROM THE TRANSFEROR OF SHARES TO THE HOLDER ARE FOUND TO HAVE BEEN MATERIALLY INCORRECT AS AT THE DATE THEY WERE PROVIDED.</p>	<p><b><sup>1</sup> Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>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.</li> </ul> <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)<sup>①</sup>

Class of share	NON-VOTING	
Prescribed particulars	<p>THE NON-VOTING SHARES HAVE ATTACHED TO THEM NEITHER VOTING NOR DIVIDEND RIGHTS. NON-VOTING SHARES CARRY THE RIGHT TO RECEIVE ON A RETURN OF CAPITAL (INCLUDING ON A WINDING UP) THE SUM OF EURO 2.00 PER SHARE AFTER PAYMENT OF SUMS DUE TO HOLDERS OF NON-CUMULATIVE CALLABLE PREFERENCES SHARES (NONE OF WHICH ARE CURRENTLY IN ISSUE), BUT IN PREFERENCE TO THE ORDINARY SHARES. THE NON-VOTING SHARES ARE NON-REDEEMABLE.</p>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>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.</li> </ul> <p>A separate table must be used for each class of share.</p>

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Class of share		<b>1 Prescribed particulars of rights attached to shares</b> 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**

I am signing this form on behalf of the company.

Signature

Signature

X

X

This form may be signed by:

Director <sup>2</sup>, Secretary, Person authorised <sup>3</sup>, 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 James Campbell

Company name Clifford Chance LLP

Address 10 Upper Bank Street, Canary Wharf

Post town London

County/Region

Postcode E 1 4 5 J J

Country London

DX 149120

Telephone 020 7006 2026



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



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)