

# 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 shares  
into stock



\*A1C2WNXV\*  
A25 29/06/2012 #327

COMPANIES HOUSE  
A26 01/06/2012 #72  
COMPANIES HOUSE

### 1 Company details

Company number 0 5 2 3 0 0 9 0

Company name in full C-MAC UK Holding 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 d 1 d 0 m 0 m 4 y 2 y 0 y 1 y 2

### 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
Redeemable Preference Shares	3,000,000	£0 01

# SH02

## Return of allotment of shares

### Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

#### 4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

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 Shares	£0 10	nil	7,654,200	£ 76,542 00
Ordinary Shares	£0 01	nil	600	£ 600 00
Ordinary Shares	£0 2182	nil	880,475	£ 8,804 75
Convertible Preference Shares	£0 10	nil	25,471,501	£ 254,715 01
Totals			34,006,776	£ 340,661 76

#### 5 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				

#### 6 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 ❹	

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

❶ Including both the nominal value and any share premium

❷ E g 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		
Total aggregate nominal value ①		

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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 Section 7 and Section 8	<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 Shares	
Prescribed particulars	<b>(A) Voting</b> The holders of Ordinary Shares shall each be entitled to receive notice of, to attend and to vote at general meetings of the Company. Every holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote on a show of hands and on a poll every holder of Ordinary Shares so present (see continuation sheet 1)	
Class of share	Convertible Preference Shares	
Prescribed particulars	<b>(A) Voting</b> The holders of Convertible Preference Shares (whether or not such shares are fully paid up) shall be entitled to receive notice of, to attend and to vote at general meetings of the Company. Every holder of Convertible Preference Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote on a  (see continuation sheet 2)	
Class of share		
Prescribed particulars		


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Class of share		<p><b>1 Prescribed particulars of rights attached to shares</b> 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> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars		
Class of share		
Prescribed particulars		

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## Signature

Signature	I am signing this form on behalf of the company		<p><b>2 Societas Europaea</b> 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</p> <p><b>3 Person authorised</b> Under either section 270 or 274 of the Companies Act 2006</p>
	<p>Signature</p> <p>X </p>	X	
<p>This form may be signed by Director <sup>2</sup>, Secretary, Person authorised <sup>3</sup>, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager</p>			

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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 Daniel Oates

Company name Francisco Partners

Address 207 Sloane Street

2nd Floor

Post town London

County/Region

Postcode

S W 1 X

Country

DX

Telephone

0207 907 8616



### 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](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)

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

Class of share	Ordinary Shares (continuation sheet 1)	
Prescribed particulars	<p>shall have one vote for each Ordinary Share held by him as at the date of the meeting</p> <p>(B) Income Subject as set out in Articles the profits of the Company available for distribution and permitted by law to be distributed and which it may from time to time be determined to distribute by way of dividend in respect of any financial year of the Company shall be distributed by way of dividend amount the holders of Ordinary Shares, Redeemable Preference Shares and Convertible Preference Shares, such amount to be divided between the holders of Ordinary Shares Redeemable Preference Shares and Convertible Preference Shares and paid on a pro rata basis in accordance with the number of Ordinary shares, Redeemable Preference Shares or Deemed Ordinary shares held by them</p> <p>(C) Capital On a return of assets whether on a liquidation or capital reduction or otherwise (save for a purchase of own shares made in accordance with Chapter VII of the Act or a redemption of redeemable shares), the assets of the Company available to the holders of shares in the Company shall be applied as follows (iii) thirdly, in paying to the holders of the Ordinary Shares for each such share held by them respectively a sum equal to the amount paid up (including any premium) on each such share, and (iv) the balance of such assets shall be distributed amongst the holders of Ordinary Shares and Convertible Preference Shares (ranking pari passu for these purposes as if the same constituted one class of share) in proportion to the number of Ordinary shares and Deemed Ordinary Shares held by them respectively</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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10	Statement of capital (Prescribed particulars of rights attached to shares) <sup>①</sup>	
Class of share	Convertible Preference Shares (continuation sheet 2)	<b>① Prescribed particulars of rights attached to shares</b> The particulars are
Prescribed particulars	<p>show of hands on a poll every holder of Convertible Preference Shares so present shall have one vote for each Deemed Ordinary Share held by him as at the date of this meeting</p> <p>(B) Income Subject as set out in Articles the profits of the Company available for distribution and permitted by law to be distributed and which it may from time to time be determined to distribute by way of dividend in respect of any financial year of the Company shall be distributed by way of dividend amount the holders of Ordinary Shares, Redeemable Preference Shares and Convertible Preference Shares, such amount to be divided between the holders of Ordinary Shares Redeemable Preference Shares and Convertible Preference Shares and paid on a pro rata basis in accordance with the number of Ordinary shares, Redeemable Preference Shares or Deemed Ordinary shares held by them</p> <p>If and to the extent that any amount of the unsecured deep discount bonds 2009 issued by instrument dated on or about 18 October, 2004 of Dickens Microcircuits UK HG Limited (currently intending to change its name to C-MAC Microcircuits UK Holding Limited) (the "Instrument" and the "Bonds") have been redeemed in accordance with the terms of the Instrument prior to the redemption date (being 31 December 2009, the "Bond Redemption Date"), then the holders of Convertible Preference Shares shall, in addition their entitlement to receive dividends in accordance with Article 3 3(B)(i) above, be entitled to receive a non-cumulative preferential dividend payable at a rate calculated as set out below in priority to any other dividend payable on either the Ordinary Shares or the Convertible Preference Shares (the "Preference Dividend") but for the avoidance of doubt, and not withstanding any further provisions in these Articles, not in priority to the Redeemable Preference Shares Such entitlement shall arise regardless of any determination of the Directors or members by virtue of the rights set out in these Articles</p> <p>(ii) The entitlement to the Preference Dividend shall accrue on the paid up value of the Convertible Preference Shares (including any premium) from time to time during the period from the first date on which any amount of the Bonds is redeemed prior to the Bond Redemption Date until the Bond Redemption Date The Preference Dividend shall accrue on a daily basis and the rate of accrual of the Preference Dividend shall be the following percentage "r" per annum</p> <p>(see continuation page 3)</p>	

- 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

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10	Statement of capital (Prescribed particulars of rights attached to shares) <sup>1</sup>	
Class of share	Convertible Preference Shares (continuation sheet 3) 	
Prescribed particulars	<p>10% x A = rB</p> <p>Where</p> <p>A = the Subscription Price of all Bonds redeemed as at the start of the relevant date</p> <p>B = the Subscription Price of all Bonds issued under the Instrument</p> <p>R = the Preference Dividend rate</p> <p>The Preference Dividend shall be paid or satisfied on 18th April and 18th October in each year or part year in respect of which it is payable No preference Dividend shall be payable on any Convertible Preference Shares converted prior to a Dividend Date by reference to the period from the proceeding Dividend Date to the Conversion Time (as defined below)</p> <p>If such Preference Dividend cannot be paid out of profits available for distribution or is otherwise restricted or prohibited on the relevant date for the payment of the Preference Dividend, the obligations shall be satisfied in kind by virtue of the authority of shareholders granted upon adoption of these Articles, by the capitalisation under the powers of Article 25 of sufficient of the reserves of the Company and application of such sum to paying up in full and nominal amount of such number of new Convertible Preference Shares as are equal to the amount of Preference Dividend payable on all the Convertible Preference Shares then in issue divided by £10 (being the issued price of the Convertible Preference Shares at or about the date of adoption of these Articles) which new Convertible Preference Shares shall be allotted to the holders of existing Convertible Preference Shares pro rata to their existing holdings (provide that fractions of new Convertible Preference Shares shall not be paid up or allotted)</p> <p>(C) Capital</p> <p>On a return of assets whether on a liquidation or capital reduction or otherwise (save for a purpose of own shares made in accordance with Chapter VII of the Act or a redemption of redeemable Shares), the assets of the Company available to the holders of shares in the Company shall be applied as follows</p> <p>(ii) secondly, in paying to the holders of the Convertible Preference Shares an amount equal to the sum then paid up (including any premium) on each Convertible Preference Shares, together with an amount equal to any accrued by unpaid Preference Dividend thereon, held by them respectively, and</p> <p>(iv) the balance of such assets shall be distributed amongst the holders of Ordinary Shares and Convertible Preference Shares (ranking pari passu for these purposes as if the same constituted one class of share) in proportion to the number of Ordinary Shares and Deeded Ordinary Shares held by them respectively</p> <p>(see continuation sheet 4)</p>	<p><b><sup>1</sup> Prescribed particulars of rights attached to shares</b></p> <p>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	Convertible Preference Shares (continuation sheet 4)	
Prescribed particulars	<p>(D) Conversion of Convertible Preference Shares</p> <p>(i) Each holder of Convertible Preference Shares may at any time and from time to time, by delivery to the office of a written notice (a "Conversion Notice"), convert into Ordinary Shares the number of Convertible Preference Shares stated in the Conversion Notice, in which case the "Converting Shares" means the number of Convertible Preference Shares required to be converted pursuant to that Conversion Notice and the "Conversion Time" means the time at which the Conversion Notice is delivered to the Company (provided that a Conversion Notice shall only be valid if the number of Converting Shares stated therein represents all the Convertible Preference Shares held by that holder at the Conversion Time</p> <p>(ii) Forthwith after the Conversion Time the holder(s) of the Ordinary Shares resulting from the conversion shall send to the Company the certificates in respect of their holdings of the Converting Shares and the Company shall issue to such holders respectively certificates for the Ordinary Shares resulting from the conversion and in respect of the balance of Convertible Preference Shares (if any) held by them with remain unconverted</p> <p>(iii) The Ordinary Shares resulting from the conversion shall rank from the date of conversion pari passu in all respects with the other Ordinary Shares in issue at the date of such conversion</p> <p>(iv) Any conversion of Convertible Preference Shares into Ordinary Shares shall be made at the rate of one Ordinary Share for each Convertible Preference Share, subject to adjustment in accordance with the other paragraphs of this Article 3 3(D) (such rate, as adjusted from time to time as provided in this Article 3 3(D) being the "Conversion Rate")</p> <p>(v) Conversion of the Converting Shares at any Conversion Time shall be effected in such manner as the directors may determine and as the law may allow Any fractions of Ordinary Shares arising on conversion shall not be allotted to the holders of the Converting Shares otherwise entitled thereto</p> <p>(vi) While any Convertible Preference Shares remain capable of being converted into Ordinary Shares, any issue of Ordinary Shares paid up in whole or in part out of any of the Company's reserves (including out of distributable profits, share premium account or any other reserve and whether issued as a bonus or capitalisation issue or otherwise) the holders of Ordinary Shares by the Company shall only be made in accordance with the provisions of these Articles and</p>	<p><b><sup>1</sup> Prescribed particulars of rights attached to shares</b></p> <p>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	Convertible Preference Shares (continuation sheet 5)	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>in the form of fully paid Ordinary Shares and in such a case, the relevant Conversion Rate shall be adjusted by increasing the number of Ordinary Shares to result from any subsequent conversion of Convertible Preference Shares pro rata and if any doubt shall arise as to the adjustment of the relevant Conversion Rate the certificate of the Company's auditors (acting as experts and not arbitrators) as to the adjustment that it is appropriate shall be conclusive as binding on all concerned No adjustment shall be made in the event of an issue or Ordinary Shares by way of capitalisation of profits or reserves in lieu of cash dividends If at any conversion Time any Preference Dividend has accrued but has not been paid or settled in the manner contemplated by these Articles, the Conversion Rate shall be adjusted to take account of any new Convertible Preference Shares to which the holder of Converting Shares would be entitled had these accrued but unpaid and unsettled Preference Dividends been settled in kind at the Conversion Time</p> <p>(vii) If, while any Convertible Preference Shares remain capable of being converted into Ordinary Shares, the Ordinary Shares shall be consolidated or subdivided, then the relevant Conversion Rate shall be adjusted by increasing or reducing (as appropriate) the number of Ordinary Shares to result from any subsequent conversion of the Convertible Preference Shares pro rata accordingly and any such reduction or increase shall become effective immediately after the relevant consolidation or subdivision takes place If any doubt shall arise as to the number thereof the certificate of the Company's auditors (acting as experts and not as arbitrators) as to the adjustment it is appropriate shall be conclusive and binding on all concerned</p> <p>(viii) If, while any Convertible Preference Shares remain capable of being converted into ordinary Shares, the Company shall make any capital distribution to the holder of Ordinary Shares then the relevant Conversion Rate shall be adjusted by increasing the number of Ordinary Shares to result from any subsequent conversion of Convertible Preference Shares by such amount determined to be appropriate by the Company's auditors (acting as experts and not as arbitrators) whose certificate shall be conclusive and binding on all concerned For the purposes of this Article 3 3(D)(viii) "capital distribution" means a repayment of capital on, or purchase of, Ordinary Shares</p> <p>(ix) Within 10 Business Days after the happening of any of the events mentioned in Article 3 3(D)(vi)-(viii) above, the Company shall notify the holders of the Convertible Preference Shares then in issue, setting out brief particulars of the event or events giving rise to such adjustment, the adjusted Conversion Rate and the effective date thereof and shall make available for their inspection (at such place as shall be specified in such notice) a copy of any report of the Company's auditors In the absence of manifest error, the adjustment to the applicable Conversion Rate as specified in such notice shall be conclusive and binding on all concerned</p>	<p>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>