

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

FRIDAY



A50 *A8E67NHD* 23
17/09/2010
COMPANIES HOUSE

1 Company details

Company number 5 3 8 2 4 1 4

Company name in full VSG Holdings 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 1 0 8 9 2 0 1 0

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 | 4,600,000 | 1.00 | 460,000,000 | £0.01 |
| | | | | |
| | | | | |

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 |
|---|-----------------------------------|---|--------------------|---------------------------|
| Ordinary | £0 01 | | 10000 | £ 100 00 |
| Preference | £0 01 | | 460000000 | £ 4,600,000 00 |
| | | | | £ |
| | | | | £ 0 00 |
| Totals | | | 460010000 | £ 4,600,100 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 | 460,010,000 | |
| Total aggregate nominal value 1 | £4,600,100 00 | |

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 | Ordinary | |
| Prescribed particulars | See continuation sheet | |
| Class of share | Preference | |
| Prescribed particulars | See continuation sheet | |
| 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 | | |

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 | X <i>haldes</i> X | |
| | 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 Gemma Lawrence

Company name DLA Piper UK LLP

Address Victoria Square House

Victoria Square

Post town Birmingham

County/Region West Midlands

Postcode

| | | | | | | |
|---|---|--|---|---|---|--|
| B | 2 | | 4 | D | L | |
|---|---|--|---|---|---|--|

Country

DX DX 13022 BIRMINGHAM 1

Telephone 08700 111 111



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 | Ordinary | |
| Prescribed particulars | <p>Words and expressions defined in the articles of association of the Company shall, unless the context requires otherwise, have the same meaning in this statement of capital</p> <p>1. INCOME</p> <p>1 1 The profits of the Company available for distribution shall be applied in paying the holders of the ordinary shares a dividend the amount of which (if any) shall be at the sole discretion of the Directors.</p> <p>2. CAPITAL</p> <p>On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows:</p> <p>2.1 first in paying to the holders of the preference shares £1 00 per share together with a sum equal to any arrears or accruals of any dividend calculated down to the date of the return of capital; and</p> <p>2.2 the balance of such assets shall be distributed amongst the holders of the ordinary shares in proportion to the amounts paid up or credited as paid up on the ordinary shares held by them respectively</p> <p>3. VOTING RIGHTS</p> <p>3 1 On a show of hands every holder of ordinary shares who (being an individual) is present in person or (being a corporation) is present by a representative not being himself a member, shall have one vote, and on a poll every holder of ordinary shares who is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall (except as hereinafter provided) have one vote for every one pence in nominal amount of shares in the capital of the Company of which he is the holder</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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10

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

| Class of share | Preference | ① Prescribed particulars of rights attached to shares |
|------------------------|---|--|
| Prescribed particulars | <p>Words and expressions defined in the articles of association of the Company shall, unless the context requires otherwise, have the same meaning in this statement of capital.</p> <p>1. INCOME</p> <p>1 1 The holders of the preference shares shall not be entitled to a dividend unless all of the holders of the ordinary shares (from time to time) shall agree to the contrary and if such agreement is given (but not otherwise) the amount of the dividend shall be at the sole discretion of the Directors</p> <p>2. CAPITAL</p> <p>On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows</p> <p>2 1 first in paying to the holders of the preference shares £1 00 per share together with a sum equal to any arrears or accruals of any dividend calculated down to the date of the return of capital; and</p> <p>2.2 the balance of such assets shall be distributed amongst the holders of the ordinary shares in proportion to the amounts paid up or credited as paid up on the ordinary shares held by them respectively.</p> <p>3. REDEMPTION</p> <p>3 1 The preference shares shall have no rights for redemption</p> <p>4. VOTING RIGHTS</p> <p>4 1 The holders of the preference shares shall be entitled to receive notice of all general meetings but shall not by reason of such holding be entitled to attend or vote thereat</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> |