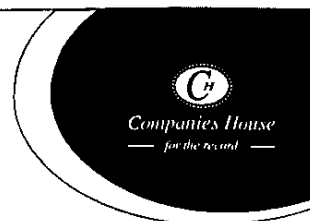


SH02

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
stock

SATURDAY



A03

18/06/2011

320

COMPANIES HOUSE

1

Company details

Company number 5 5 2 5 7 5 1

Company name in full DRL 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 0 1 0 6 2 0 1 1

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
Preference shares	914,100	£1 00

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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
'A' Ordinary	£0 01	£-	277936	£ 2,779 36
'B' Ordinary	£0 01	£-	310548	£ 3,105 48
'C' Ordinary	£0 01	£-	330390	£ 3,303 90
'D' Ordinary	£0 01	£-	370321	£ 3,703 21
Totals				£

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
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
Totals				

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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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	① Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares		
Total aggregate nominal value ①		

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	
Class of share	"B" Ordinary shares	
Prescribed particulars	Please see attached	
Class of share	"C" Ordinary shares	
Prescribed particulars	Please see attached	
Class of share		
Prescribed particulars		

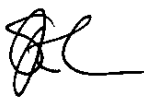


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of stock into shares

Class of share	"D" Ordinary shares	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	Please see attached	
Class of share	"E" Ordinary shares	
Prescribed particulars	Please see attached	

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 ④ Secretary ⑤ Person authorised ⑥ Administrator ⑦ Administrative Receiver ⑧ Receiver ⑨ Receiver manager ⑩ CIC manager			

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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 **Stephen Chadwick**

Company name **Atticus Legal LLP**

Address **Third Floor**

Castlefield House

Liverpool Road

Post town **Manchester**

County/Region

Postcode

M

3

4

S

B

Country

DX **14383 Manchester 1**

Telephone **0161 957 8888**



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

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

- ① Including both the nominal value and any share premium
- ② Total number of issued shares in this class
- ③ E.g. Number of shares issued multiplied by nominal value of each share

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

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

Class of share	"A" Ordinary shares	
Prescribed particulars	<p>Carry one vote per share and rights to participate in any dividend declared on the 'A' Ordinary Shares. On a winding up of the Company after payment of amounts due on the preference shares and after all shareholders have received back the amounts paid up or credited as paid up on their shares the 'A' Ordinary Shares receive the first £10,000,000 of value. The shares are not redeemable.</p>	<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>

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

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

Class of share	"B" Ordinary shares	
Prescribed particulars	<p>Carry no votes and have no rights to participate in any dividend On a winding up of the Company after payment of amounts due on the preference shares and after all shareholders have received back the amounts paid up or credited as paid up on their shares the 'B' Ordinary Shares receive the amount of any value between £10,000,000 and £20,000,000 The shares are not redeemable</p>	<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>

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

10	Statement of capital (Prescribed particulars of rights attached to shares) ^①	
Class of share	"C" 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>Carry no votes and have no rights to participate in any dividend On a winding up of the Company after payment of amounts due on the preference shares and after all shareholders have received back the amounts paid up or credited as paid up on their shares the 'C' Ordinary Shares receive the amount of any value between £20,000,000 and £30,000,000 The shares are not redeemable</p>	

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

10

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

Class of share	"D" Ordinary shares	<p>● 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>
Prescribed particulars	<p>Carry no votes and have no rights to participate in any dividend On a winding up of the Company after payment of amounts due on the preference shares and after all shareholders have received back the amounts paid up or credited as paid up on their shares the 'D' Ordinary Shares receive the amount of any value between £30,000,000 and £40,000,000 The shares are not redeemable</p>	

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

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

Class of share	"E" Ordinary shares	
Prescribed particulars	<p>Carry no votes and have no rights to participate in any dividend On a winding up of the Company after payment of amounts due on the preference shares and after all shareholders have received back the amounts paid up or credited as paid up on their shares the 'E' Ordinary Shares receive the amount of any value between £40,000,000 and £45,510,000 The shares are not redeemable</p>	<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>

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

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

Class of share	"F" 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>Carry no votes and have no rights to participate in any dividend On a winding up of the Company after payment of amounts due on the preference shares and after all shareholders have received back the amounts paid up or credited as paid up on their shares the 'F' Ordinary Shares receive the amount of any value of any balance over £45,510,000 The shares are not redeemable</p>	

SH02 - continuation page

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

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

Class of share	Preference shares	
Prescribed particulars	<p>Carry no votes and have no rights to participate in any dividend. On a winding up of the Company the Preference Shares receive the value of £2 per share in priority to the payments to any other shareholders. The preference shares are redeemable on an exit (i.e. an asset sale, a share sale, a listing or the acquisition of a controlling interest) and may in any event be redeemed by the Company at any time on giving not less than 14 or not more than 30 days notice.</p>	<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>