

SH02

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

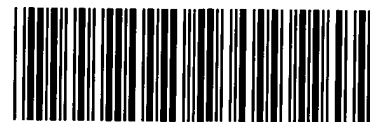


Companies House

☒ **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.

FRIDAY



A13 *A793M91L* 29/06/2018 #170
COMPANIES HOUSE

1 Company details

Company number 05587195

Company name in full Emblem 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 27/06/2017

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	45000	1.00

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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

7

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
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Currency table A

Ordinary	1.00	100	100	
Preference	1.00	306000	306,000.00	
Totals		306100	306,100.00	0.00

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
306100	306,100.00	0.00

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 7.

Class of share

Ordinary Shares

Prescribed particulars^①

All ordinary shares are voting shares and entitled the holder to share in any dividend declared after payment of the preference share dividends. Subject to the rights of the redeemable preference shares which take priority, the ordinary shares also entitle the holder on a return of assets or liquidation, reduction of capital or otherwise to be paid first an amount equal to the par value of the ordinary share and second a share of the balance of the Company's assets (such balance to be applied pro rata as between the ordinary shareholders).

Class of share

Redeemable Preference Shares

Prescribed particulars^①

Dividends - pay each holder 8% of the aggregate paid up nominal capital of the preference shares quarterly.

Holders of preference shares shall be entitled to receive notice of and attend all general meetings but shall not be entitled to vote at any general meeting unless the Company has not paid a Preference Dividend on its due date or the Company has failed to make a payment on a redemption of the Preference Shares. (see continuation page)

Class of share

Prescribed particulars^①

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Please use a Statement of capital continuation page if necessary.

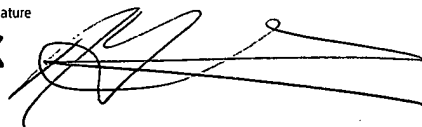
9 Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director^②, ~~Secretary~~, ~~Person authorised~~^③, ~~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	Megan Wright
Company name	Michelmores LLP - Exeter
Address	Woodwater House Pynes Hill
Post town	Exeter
County/Region	Devon
Postcode	E X 2 5 W R
Country	
DX	DX: 135608 Exeter 16
Telephone	+44 (0)1392 688688



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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Complete the table below to show the issued share capital. Complete a separate table for each currency.

06/16 Version 5.0

SH02 - continuation page

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8 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	Redeemable Preference Shares	Prescribed particulars of rights attached to shares
Prescribed particulars	<p>Entitle the holder to be paid an amount equal to the nominal value of the preference share plus any arrears of dividend due in priority to any return to other Shareholders on a return of assets on liquidation, reduction of capital or otherwise.</p> <p>The Company has the right to redeem the preference shares at any time and is obliged:</p> <p>(a) to redeem not less than 100,000 preference shares by no later than 31 October in each year commencing 31 October 2006; and</p> <p>(b) to redeem all the preference shares not previously redeemed immediately (i) in the event of an Exit (meaning the sale of all or a substantial part of the business and assets of the group or the sale of the majority of the issued share capital of the group or the becoming effective of a listing of any share capital of the group on a Stock Exchange or the granting of permission for any of the share capital of the group to be dealt with on a Stock Exchange) or (ii) on 31 October 2006.</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. <p>A separate table must be used for each class of share.</p>