

Don't staple this form

SH02

 **laserform**

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 notice of a conversion of shares into stock.

THURSDAY



A9JL367F

A08

10/12/2020

#22

COMPANIES HOUSE

1

Company details

Company number 0 5 6 1 1 3 3 7

Company name in full Rouge 1 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 ^d1 ^d8 ^m1 ^m1 ^y2 ^y0 ^y2 ^y0

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

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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
Ordinary Shares	10,690	0.01	106,900	0.001

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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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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

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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.

Please use a Statement of Capital continuation page if necessary.

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

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

GBP	Ordinary Shares	106900	106.90	
Totals		106900	106.90	0.00

Currency table B

Totals				

Currency table C

Totals				

	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)	106900	106.90	0.00

① 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

(A) Voting Shares: On a show of hands every holder of Ordinary Shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) shall have one vote and on a poll every member holding Ordinary Shares shall have one vote for every such Ordinary Share of which he is the holder.

Please see continuation sheet.

Class of share

Prescribed particulars

①

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

MICHAEL JOYLE

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.

SH02 - continuation page

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

Class of share	Ordinary Shares	
Prescribed particulars	<p>(B) <u>Income</u>: Any profits which the directors determine (acting in accordance with the Companies Act 2006) to distribute in respect of any financial year shall, other than any such profits determined to be distributed amongst the holders of the G Ordinary Shares be distributed amongst the holders of the Ordinary Shares pro rata in relation to the number of Ordinary Shares held by each such holder.</p> <p>(C) <u>Capital/Exit</u>: The capital and assets of the Company on a sale, asset sale, listing, winding-up or other return of capital available for distribution to the members of the Company (an "Exit Event") shall be distributed in the following order of priority:</p> <p>(i) first, an amount equal to £17,500,000 plus an amount equal to any amounts subscribed for Shares allotted after the date of adoption of the articles of association of the Company adopted on or around the date hereof(the "Articles") (other than the allotment of up to 18,000 G Shares (or such other number as is determined by the remuneration committee (with Investor Director Consent (as defined in the Articles)))) (the "Hurdle") shall be paid to the holders of the Ordinary Shares pro rata in relation to the number of Ordinary Shares held by each such holder;</p> <p>(ii) second: (a) 21.34% (or such other percentage as is determined by the remuneration committee (with Investor Director Consent)) of such Proceeds (if any) in excess of the Hurdle shall be paid to the holders of the G1 Ordinary Shares pro rata in relation to the number of G1 Ordinary Shares held by each such holder (subject always to any contractual restrictions agreed in writing between the holders of G1 Ordinary Shares and the Company outside of the Articles); and (b) the 2% (or such other percentage as is determined by the remuneration committee (with Investor Director Consent)) of: such Proceeds (if any) in excess of the Hurdle shall be paid to the holders of the G2 Ordinary Shares pro rata in relation to the number of G2 Ordinary Shares held by each such holder (subject always to any contractual restrictions agreed in writing between the holders of G2 Ordinary Shares and the Company outside of the Articles); and</p> <p>(iii) third, the remaining Proceeds (if any) after the making of any payments pursuant to paragraphs (i) and (ii) above shall be paid to the holders of the Ordinary Shares pro rata in relation to the number of Ordinary Shares held by each such holder.</p> <p>(D) <u>Redemption</u>: The Ordinary Shares are not to be redeemed or liable to be redeemed at the option of the Company or the Shareholders.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</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 Lisa McKeown

Company name Dickson Minto W.S

Address 16 Charlotte Square

Edinburgh

Post town

County/Region

Postcode E H 2 4 D F

Country

DX 199

Telephone +44 (0) 131 225 4455



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