

Don't
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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 into shares.

FRIDAY



A13 *A82RKB63* #26
05/04/2019
COMPANIES HOUSE

1 Company details

Company number 0 5 6 7 3 8 8 8

Company name in full METASPHERE 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 ^d2 ^d6 ^m0 ^m3 ^y2 ^y0 ^y1 ^y9

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	1,000,000	1.00	10,000,000	0.10

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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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

POUND	PREFERENCE	10000000	1,000,000.00	
POUND	ORDINARY	6007976	600,797.60	
POUND	B ORDINARY	8993564	899,356.40	
Totals		25001540	2,500,154.00	0

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)	25001540	2,500,154.00	0

^① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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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

PREFERENCE

Prescribed particulars ①

(PLEASE SEE CONTINUATION SHEET 1)

Class of share

ORDINARY

Prescribed particulars ①

EACH ORDINARY SHARE:
A) CARRIES ONE VOTE;
B) RANKS EQUALLY WITH ANY OTHER ORDINARY SHARES AS TO RIGHTS TO PARTICIPATE IN DISTRIBUTIONS AS TO DIVIDENDS AND CAPITAL (INCLUDING ON A WINDING UP) AND IN ALL OTHER RESPECTS; AND
C) IS NOT REDEEMABLE.

Class of share

B ORDINARY

Prescribed particulars ①

EACH B ORDINARY SHARE:
A) CARRIES ONE VOTE;
B) RANKS EQUALLY WITH ANY OTHER B ORDINARY SHARES AS TO RIGHTS TO PARTICIPATE IN DISTRIBUTIONS AS TO DIVIDENDS AND CAPITAL (INCLUDING ON A WINDING UP) AND IN ALL OTHER RESPECTS; AND
C) IS NOT REDEEMABLE.

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.

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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 BCS.ME.1156.0002

Company name Stevens & Bolton LLP

Address Wey House

Farnham Road

Post town Guildford

County/Region Surrey

Postcode

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Country

DX DX 2423 Guildford 1

Telephone 01483 302264



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

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

Class of share	PREFERENCE	
Prescribed particulars	<p>(CONTINUATION SHEET 1)</p> <p>VOTING:</p> <p>PREFERENCE SHARES ARE NON-VOTING SHARES SAVE THAT DURING A DEFAULT PERIOD (AS DEFINED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY) EACH SUCH SHARE SHALL ENTITLE THE HOLDER TO ONE VOTE.</p> <p>CAPITAL:</p> <p>ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS DEBTS AND LIABILITIES AND AVAILABLE FOR DISTRIBUTION TO HOLDERS OF SHARES IN THE CAPITAL OF THE COMPANY SHALL BE DISTRIBUTED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY:</p> <p>(A) FIRST, IN PAYING TO EACH HOLDER OF PREFERENCE SHARES IN RESPECT OF EACH PREFERENCE SHARE OF WHICH IT IS THE HOLDER, AN AMOUNT EQUAL TO THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR UNPAID AMOUNTS OF PREFERENCE DIVIDEND (AS DEFINED BELOW) ON SUCH SHARE (TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND TO BE PAYABLE IRRESPECTIVE OF WHETHER SUCH DIVIDEND WOULD BE UNLAWFUL BY REASON OF THERE BEING INSUFFICIENT DISTRIBUTABLE RESERVES);</p> <p>(B) SECOND, TO THE HOLDERS OF THE PREFERENCE SHARES AS A CLASS PRO RATA TO THE NUMBER OF PREFERENCE SHARES RESPECTIVELY HELD BY THEM UNTIL SUCH TIME AS SUCH HOLDERS HAVE RECEIVED A DISTRIBUTION OF, IN TOTAL, THE AGGREGATE AMOUNT PAID (INCLUDING PREMIUM) ON ALL SUCH PREFERENCE SHARES;</p> <p>(C) THIRD, THE BALANCE (IF ANY) SHALL BE DISTRIBUTED BETWEEN THE HOLDERS OF THE ORDINARY SHARES OF £0.10 EACH AND THE B ORDINARY SHARES OF £0.10 EACH IN THE CAPITAL OF THE COMPANY (TOGETHER, "EQUITY SHARES") (AS IF ONE AND THE SAME CLASS) PRO RATA TO THE NUMBER OF EQUITY SHARES RESPECTIVELY HELD BY THEM.</p> <p>(PLEASE SEE CONTINUATION SHEET 2)</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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Class of share	PREFERENCE	
Prescribed particulars	<p>(CONTINUATION SHEET 2)</p> <p>DIVIDENDS:</p> <p>(A) THE PREFERENCE SHARES CONFER ON THE HOLDERS THE RIGHT TO RECEIVE A FIXED CUMULATIVE PREFERENTIAL DIVIDEND ON EACH SUCH SHARE AT THE RATE OF 0.1% PER ANNUM (EXCLUSIVE OF ANY ASSOCIATED TAX CREDIT AVAILABLE TO THE HOLDERS) ON THE AMOUNT PAID OR CREDITED AS PAID UP ON THAT SHARE, INCLUDING PREMIUM ("SUBSCRIPTION PRICE") FOR SUCH SHARES CALCULATED AND PAID AS FOLLOWS ("PREFERENCE DIVIDEND").</p> <p>(B) THE PREFERENCE DIVIDEND SHALL ACCRUE ON A DAILY BASIS ON EACH PREFERENCE SHARE FROM AND AFTER THE DATE OF ISSUE OF SUCH SHARE TO THE PAYMENT DATE ASSUMING A 365 DAY YEAR AND SHALL BE PAYABLE IN FULL IN PRIORITY TO ANY PAYMENT BY WAY OF DIVIDEND TO THE HOLDERS OF ANY EQUITY SHARES OR ANY OTHER SHARES IN THE CAPITAL OF THE COMPANY. SUBJECT TO THE PROVISIONS OF THE ARTICLES OF ASSOCIATION, PREFERENCE DIVIDENDS SHALL BE PAID IN CASH ANNUALLY ON 31 OCTOBER TO ANY HOLDER OF A PREFERENCE SHARE ON THAT DATE. THE FIRST PAYMENT SHALL BE MADE ON 31 OCTOBER 2016 FOR THE PERIOD FROM AND INCLUDING THE DATE OF ISSUE OF SUCH PREFERENCE SHARE TO SUCH DATE.</p> <p>(C) EACH PREFERENCE DIVIDEND SHALL BE DEEMED TO ACCRUE FROM DAY TO DAY AS WELL AS BEFORE THE COMMENCEMENT OF A WINDING-UP AND SHALL THEREFORE BE PAYABLE BY A LIQUIDATOR IN RESPECT OF ANY PERIOD AFTER SUCH COMMENCEMENT IN PRIORITY TO OTHER CLAIMS OR RIGHTS OF SHAREHOLDERS IN RESPECT OF SHARE CAPITAL.</p> <p>(D) EACH PREFERENCE DIVIDEND SHALL, PROVIDED THE COMPANY HAS SUFFICIENT DISTRIBUTABLE RESERVES OUT OF WHICH TO PAY THE SAME AND NOTWITHSTANDING THAT SUCH DIVIDEND IS EXPRESSED TO BE CUMULATIVE, AUTOMATICALLY BECOME A DEBT DUE FROM AND IMMEDIATELY PAYABLE BY THE COMPANY ON THE RELEVANT PAYMENT DATE SPECIFIED IN (B) ABOVE.</p> <p>(PLEASE SEE CONTINUATION SHEET 3)</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. <p>A separate table must be used for each class of share.</p>

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Class of share	PREFERENCE	
Prescribed particulars	<p>(CONTINUATION SHEET 3)</p> <p>IF AND TO THE EXTENT THAT THE DEBT SO CONSTITUTED IS NOT PAID IN FULL ON THE PAYMENT DATE CONCERNED, THE UNPAID AMOUNT SHALL CARRY INTEREST AT THE RATE OF 2% PER ANNUM OVER THE HSBC BASE RATE FROM TIME TO TIME ("INTEREST RATE") IN RESPECT OF THE PERIOD FROM AND INCLUDING THE PAYMENT DATE CONCERNED TO AND INCLUDING THE DATE OF ACTUAL PAYMENT.</p> <p>(E) IF THE COMPANY IS UNABLE TO PAY ANY PREFERENCE DIVIDEND IN FULL ON THE DUE DATE BY REASON OF HAVING INSUFFICIENT DISTRIBUTABLE RESERVES THEN IT SHALL ON SUCH DATE PAY THE SAME TO THE EXTENT THAT IT IS LAWFULLY ABLE TO DO SO AND THE UNPAID AMOUNT SHALL CARRY INTEREST AT THE INTEREST RATE IN RESPECT OF THE PERIOD FROM AND INCLUDING THE PAYMENT DATE CONCERNED DOWN TO AND INCLUDING THE DATE OF ACTUAL PAYMENT. SUCH INTEREST SHALL ACCUMULATE AND FORM PART OF THE PREFERENCE DIVIDEND TO WHICH IT RELATES. IT SHALL NOT THEREFORE BECOME PAYABLE UNTIL THE COMPANY HAS SUFFICIENT DISTRIBUTABLE RESERVES WITH WHICH TO PAY THE RELEVANT PREFERENCE DIVIDEND.</p> <p>(F) WHERE BY REASON OF THE COMPANY HAVING HAD INSUFFICIENT DISTRIBUTABLE RESERVES IT IS IN ARREARS WITH THE PAYMENT OF PREFERENCE DIVIDENDS, THE FIRST AVAILABLE DISTRIBUTABLE RESERVES ARISING THEREAFTER SHALL BE APPLIED FIRST IN OR TOWARDS PAYING OFF ALL ACCRUALS AND/OR UNPAID AMOUNTS OF PREFERENCE DIVIDEND.</p> <p>(G) THE PREFERENCE SHARES SHALL NOT CONFER ON THE HOLDERS OF SUCH SHARES ANY ENTITLEMENT TO ANY PARTICIPATION IN THE PROFITS OF THE COMPANY SAVE FOR THE PREFERENCE DIVIDEND.</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. <p>A separate table must be used for each class of share.</p>