

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
notice of a conversion of
stock

TUESDAY



A38 *A1BVLASP* #238
26/06/2012
COMPANIES HOUSE

Company details

Company number 0 5 8 2 6 5 4 5

Company name in full Noble Foods Group Limited

► **Filling in this form**
Please complete in typescript or in bold
black capitals

All fields are mandatory unless
specified or indicated by *

Date of resolution

Date of resolution 3 1 0 5 2 0 1 2

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

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

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
non-voting redeemable preferred 'C' ordinary shares	946,410	£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

Statment 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

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)
See Continuation Sheet				£
				£
				£
				£
Totals				£

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

Continuation pages
Please use a Statement of Capital continuation page if necessary

2 Total number of issued shares in this class

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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)		

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	See attached continuation sheet	
Class of share	'B' ordinary shares	
Prescribed particulars	See attached continuation sheet	
Class of share	non-voting redeemable preferred 'C' ordinary shares	
Prescribed particulars	See attached continuation sheet	

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Class of share	'D' ordinary shares	<p>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</p> <p>A separate table must be used for each class of share</p> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars	See attached continuation sheet	
Class of share	'E' ordinary shares	
Prescribed particulars	See attached continuation sheet	

Signature

	I am signing this form on behalf of the company	<p>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</p> <p>3 Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X <i>SSHOWP</i> X</p> <p>This form may be signed by Director, Secretary, Person authorised, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager</p>	

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

Class of share		¹ Prescribed particulars of rights attached to shares
Prescribed particulars	<p>'A' ordinary shares</p> <p>VOTING RIGHTS - 1 vote per share (except on death or realisation)</p> <p>DIVIDEND RIGHTS - As a class, the right to participate in 49% of the amount available for distribution after paying dividends on the C Ordinary Shares</p> <p>CAPITAL RIGHTS- As a class, the right to participate in 49% of the amounts available for distribution after any preferential returns of capital have been made</p> <p>REDEMPTION - Non-redeemable</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>

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

Class of share	'B' ordinary shares	¹ Prescribed particulars of rights attached to shares
Prescribed particulars	<p>VOTING RIGHTS - 1 vote per share (except on death or realisation)</p> <p>DIVIDEND RIGHTS - As a class, the right to participate in 51% of the amount available for distribution after paying dividends on the C Ordinary Shares</p> <p>CAPITAL RIGHTS- As a class, the right to participate in 51% of the amounts available for distribution after any preferential returns of capital have been made</p> <p>REDEMPTION - Non-redeemable</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>

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

Class of share	non-voting redeemable preferred 'C'ordinary shares ("C 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
Prescribed particulars	<p>VOTING RIGHTS - Non-voting</p> <p>DIVIDEND RIGHTS - As a class, the right to participate in a dividend equal to such proportion of the total dividends declared as the proportion to which the nominal value of the C Ordinary Shares then in issue bears to the total nominal value of the C Ordinary Shares then in issue plus £40,000,000</p> <p>CAPITAL RIGHTS- As a class, the right to receive the amount paid up on the C Ordinary Shares plus any accrued but unpaid dividends in priority to any other distributions of capital</p> <p>REDEMPTION - Redeemable in tranches on set dates</p>	

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

Class of share	'D' ordinary shares	¹ Prescribed particulars of rights attached to shares
Prescribed particulars	<p>VOTING RIGHTS - Non-voting</p> <p>DIVIDEND RIGHTS - No set right to receive dividends Dividends are capable of being declared on the D Ordinary Shares but it is discretionary</p> <p>CAPITAL RIGHTS- Entitled to participate in capital up to a set level only calculated by reference to the value of the Company at the date of the return of capital and the number of D Ordinary Shares then in issue</p> <p>REDEMPTION - Non-redeemable</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>

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

Class of share	'E' ordinary shares	¹ Prescribed particulars of rights attached to shares
Prescribed particulars	<p>VOTING RIGHTS - Non-voting</p> <p>DIVIDEND RIGHTS - No set right to receive dividends Dividends are capable of being declared on the E Ordinary Shares but it is discretionary</p> <p>CAPITAL RIGHTS- Entitled to participate in capital up to a set level only calculated by reference to the value of the Company at the date of the return of capital and the number of E Ordinary Shares then in issue</p> <p>REDEMPTION - Non-redeemable</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>

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

Class of share	'F' ordinary shares	¹ Prescribed particulars of rights attached to shares
Prescribed particulars	<p>VOTING RIGHTS - Non-voting</p> <p>DIVIDEND RIGHTS - No set right to receive dividends Dividends are capable of being declared on the F Ordinary Shares but it is discretionary</p> <p>CAPITAL RIGHTS- Entitled to participate in capital up to a set level only calculated by reference to the value of the Company at the date of the return of capital and the number of F Ordinary Shares then in issue</p> <p>REDEMPTION - Non-redeemable</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>

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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

Janetta Barrett

Company name

Lyons Davidson Solicitors

Address

Victoria House

51 Victoria Street

Post town

Bristol

County/Region

Postcode

B S 1 6 A D

Country

DX

DX 7834 BRISTOL

Telephone

0117 904 7737



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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 NR 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