

SH02

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



WEDNESDAY
SA

☒ **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



A07 *A1H9ZTZV* 12/09/2012 #196
COMPANIES HOUSE
A12 01/09/2012 #249
COMPANIES HOUSE

1 Company details

Company number 6 3 2 1 6 6 9

Company name in full SPL SERVICES 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 2 2 0 8 2 0 1 2

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
DEFERRED SHARES	8,345,400	0 0001	83,454	0 01

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

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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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY SHARES	0.01		277439	£ 2,774 39
A ORDINARY SHARES	0.0001		947071	£ 94 7071
B ORDINARY SHARES	0.0001		370020	£ 37 002
SEE CONTINUATION SHEET				£
Totals			1594530	£ 2906 0991

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 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

② Total number of issued shares in this class

③ Number of shares issued multiplied by nominal value of each share

Continuation pages

Please use a Statement of Capital continuation page if necessary

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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	402,133,302	
Total aggregate nominal value 1	£43,786 1709	
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	ORDINARY SHARES	
Prescribed particulars	SEE CONTINUATION SHEET	
Class of share	A ORDINARY SHARES	
Prescribed particulars	SEE CONTINUATION SHEET	
Class of share	B ORDINARY SHARES	
Prescribed particulars	SEE CONTINUATION SHEET	


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Class of share	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 Please use a Statement of capital continuation page if necessary
Prescribed particulars	SEE CONTINUATION SHEET	
Class of share	DEFERRED 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	SEE CONTINUATION SHEET	

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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 2 , Secretary, Person authorised 3 , Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager	

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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

Company name *

Address

Post town

County/Region

Postcode

Country

DX

Telephone



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



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



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquires@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

CHFP025 Laserform International 5/10

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

Class of share	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><u>DIVIDENDS</u> Any dividend paid to the A Ordinary Shares and Ordinary Shares shall rank pari passu (as if they were all shares of the same class) for dividend payments provided always that where such a dividend payment exceeds £1,000,000 per share the holders of the B Ordinary Shares and the C Ordinary Shares shall be entitled to their pro rata share of all further dividend declared or paid in that financial year as if the B Ordinary Shares and the C Ordinary Shares were A Ordinary Shares. All further dividends declared or paid in that financial year shall then be paid to the holders of the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the Ordinary Shares pari passu (as if they were all shares of the same class), subject always to Investor Majority consent</p> <p><u>RETURN OF CAPITAL</u> On a return of capital whether on liquidation or capital reduction or otherwise (other than a redemption or purchase of Shares made in accordance with these Articles) the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order</p> <p>(a) first, paying to the holders of the B Ordinary Shares the B Exit Price, paying to the holders of the C Ordinary Shares, the C Exit Price and paying to the holders of the A Ordinary Shares, Deferred Shares and the Ordinary Shares the Issue Price of each such Share (together with in respect of any Deferred Shares only any accrued but unpaid Deferred Dividends) and if there is a shortfall, the assets shall be distributed amongst the holder(s) of the B Ordinary Shares, C Ordinary Shares, A Ordinary Shares, Deferred Shares and Ordinary Shares in proportion to the amounts due on each such share held,</p> <p>(b) second, the balance of such assets shall be distributed amongst the holders of the A Ordinary Shares and Ordinary Shares pari passu (as if they were all shares of the same class and pro rata to the number of Shares held by them respectively) provided that once the holders of those shares have received £1,000,000 per share the holders of the B Ordinary Shares and the C Ordinary Shares shall be entitled to receive the sum of £1.00 in respect of each such Share after which the surplus (if any) shall be distributed among the holders of A Ordinary Shares and Ordinary Shares pari passu (as if they were all shares of the same class)</p> <p><u>VOTING</u> Each holder of Ordinary Shares is entitled to one vote per share held</p> <p><u>REDEMPTION</u> The Ordinary Shares are not redeemable</p>	

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

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Prescribed particulars	<p>DIVIDENDS</p> <p>Any dividend paid to the A Ordinary Shares and Ordinary Shares shall rank pari passu (as if they were all shares of the same class) for dividend payments provided always that where such a dividend payment exceeds £1,000,000 per share the holders of the B Ordinary Shares and the C Ordinary Shares shall be entitled to their pro rata share of all further dividend declared or paid in that financial year as if the B Ordinary Shares and the C Ordinary Shares were A Ordinary Shares. All further dividends declared or paid in that financial year shall then be paid to the holders of the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the Ordinary Shares pari passu (as if they were all shares of the same class), subject always to Investor Majority consent</p> <p>RETURN OF CAPITAL</p> <p>On a return of capital whether on liquidation or capital reduction or otherwise (other than a redemption or purchase of Shares made in accordance with these Articles) the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order</p> <p>(a) first, paying to the holders of the B Ordinary Shares the B Exit Price, paying to the holders of the C Ordinary Shares, the C Exit Price and paying to the holders of the A Ordinary Shares, Deferred Shares and the Ordinary Shares the Issue Price of each such Share (together with in respect of any Deferred Shares only any accrued but unpaid Deferred Dividends) and if there is a shortfall, the assets shall be distributed amongst the holder(s) of the B Ordinary Shares, C Ordinary Shares, A Ordinary Shares, Deferred Shares and Ordinary Shares in proportion to the amounts due on each such share held,</p> <p>(b) second, the balance of such assets shall be distributed amongst the holders of the A Ordinary Shares and Ordinary Shares pari passu (as if they were all shares of the same class and pro rata to the number of Shares held by them respectively) provided that once the holders of those shares have received £1,000,000 per share the holders of the B Ordinary Shares and the C Ordinary Shares shall be entitled to receive the sum of £1 00 in respect of each such Share after which the surplus (if any) shall be distributed among the holders of A Ordinary Shares and Ordinary Shares pari passu (as if they were all shares of the same class)</p> <p>VOTING</p> <p>Each holder of A Ordinary Shares is entitled to one vote per share held</p> <p>REDEMPTION</p> <p>The A Ordinary Shares are not redeemable</p>	

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Prescribed particulars	<p>DIVIDENDS</p> <p>Any dividend paid to the A Ordinary Shares and Ordinary Shares shall rank pari passu (as if they were all shares of the same class) for dividend payments provided always that where such a dividend payment exceeds £1,000,000 per share the holders of the B Ordinary Shares and the C Ordinary Shares shall be entitled to their pro rata share of all further dividend declared or paid in that financial year as if the B Ordinary Shares and the C Ordinary Shares were A Ordinary Shares. All further dividends declared or paid in that financial year shall then be paid to the holders of the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the Ordinary Shares pari passu (as if they were all shares of the same class), subject always to Investor Majority consent</p> <p>RETURN OF CAPITAL</p> <p>On a return of capital whether on liquidation or capital reduction or otherwise (other than a redemption or purchase of Shares made in accordance with these Articles) the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order</p> <p>(a) first, paying to the holders of the B Ordinary Shares the B Exit Price, paying to the holders of the C Ordinary Shares, the C Exit Price and paying to the holders of the A Ordinary Shares, Deferred Shares and the Ordinary Shares the Issue Price of each such Share (together with in respect of any Deferred Shares only any accrued but unpaid Deferred Dividends) and if there is a shortfall, the assets shall be distributed amongst the holder(s) of the B Ordinary Shares, C Ordinary Shares, A Ordinary Shares, Deferred Shares and Ordinary Shares in proportion to the amounts due on each such share held,</p> <p>(b) second, the balance of such assets shall be distributed amongst the holders of the A Ordinary Shares and Ordinary Shares pari passu (as if they were all shares of the same class and pro rata to the number of Shares held by them respectively) provided that once the holders of those shares have received £1,000,000 per share the holders of the B Ordinary Shares and the C Ordinary Shares shall be entitled to receive the sum of £1.00 in respect of each such Share after which the surplus (if any) shall be distributed among the holders of A Ordinary Shares and Ordinary Shares pari passu (as if they were all shares of the same class)</p> <p>VOTING</p> <p>Each holder of C Ordinary Shares is not entitled to receive notice of or attend or speak at any general meeting of the Company and is not entitled to any vote</p> <p>REDEMPTION</p> <p>The C Ordinary Shares are not redeemable</p>	

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Prescribed particulars	<p>DIVIDENDS</p> <p>The holders of the Deferred Shares shall be entitled to receive, in respect of each financial year of the Company after the Adoption Date, a cumulative net cash dividend (the "Deferred Dividend") per share of a sum calculated on the basis of the nominal value of a Deferred Share multiplied by one per cent. Such Deferred Dividends shall be payable upon each anniversary of the Adoption Date (or, if not a Business Day, the next following Business Day), subject always to Investor Majority consent.</p> <p>RETURN OF CAPITAL</p> <p>On a return of capital whether on liquidation or capital reduction or otherwise (other than a redemption or purchase of Shares made in accordance with these Articles) the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order</p> <p>(a) first, paying to the holders of the B Ordinary Shares the B Exit Price, paying to the holders of the C Ordinary Shares, the C Exit Price and paying to the holders of the A Ordinary Shares, Deferred Shares and the Ordinary Shares the Issue Price of each such Share (together with in respect of any Deferred Shares only any accrued but unpaid Deferred Dividends) and if there is a shortfall, the assets shall be distributed amongst the holder(s) of the B Ordinary Shares, C Ordinary Shares, A Ordinary Shares, Deferred Shares and Ordinary Shares in proportion to the amounts due on each such share held,</p> <p>(b) second, the balance of such assets shall be distributed amongst the holders of the A Ordinary Shares and Ordinary Shares pari passu (as if they were all shares of the same class and pro rata to the number of Shares held by them respectively) provided that once the holders of those shares have received £1,000,000 per share the holders of the B Ordinary Shares and the C Ordinary Shares shall be entitled to receive the sum of £1.00 in respect of each such Share after which the surplus (if any) shall be distributed among the holders of A Ordinary Shares and Ordinary Shares pari passu (as if they were all shares of the same class)</p> <p>VOTING</p> <p>Each holder of Deferred Shares is not entitled to receive notice of or attend or speak at any general meeting of the Company and is not entitled to any vote</p> <p>REDEMPTION</p> <p>The Deferred Shares are not redeemable</p>	