

Don't
staple this form

SH02

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

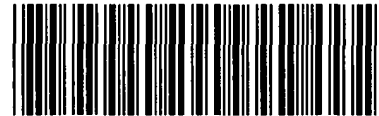


Companies House

☒ **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.

SATURDAY



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23/11/2019

#324

COMPANIES HOUSE

1 Company details

Company number 0 6 3 7 0 7 9 2

Company name in full NU-OIL AND GAS PLC

→ **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 0 4 1 1 2 0 1 9

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
Ordinary	1,498,726,550	£0.001	1,498,726,550	£0.000001
2019 Deferred	0	£0.000999	1,498,726,550	£0.000999

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

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

GBP	Ordinary	1,498,726,550	£1,498.73	
GBP	2019 Deferred	1,498,726,550	£1,497,227.82	
GBP	Deferred	189,792,348	£1,708,131.13	
Totals		3,187,245,448	£3,206,857.68	

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
3,187,245,448	£3,206,857.68	0

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

Prescribed particulars^①

Each Ordinary Share is entitled to one vote at a General Meeting on a poll. Each Ordinary Share is entitled to share proportionately in any dividend paid by the company or any other distribution or on a return of assets on a winding up subject in each case to the rights of any other class of share capital in issue. The Ordinary Shares are not liable to be redeemed.

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.

Class of share

2019 Deferred

Prescribed particulars^①

The 2019 Deferred Shares carry no entitlement to vote or to attend a General Meeting of the company. The 2019 Deferred Shares are not entitled to receive any dividends or any other distribution and are entitled only to a repayment of paid up capital on a return of assets on a winding up and only then after the return of capital paid up on each Ordinary Share and a further £10,000,000 on each Ordinary Share. The entire class of shares can be transferred by the company at any time and to such person as the company may determine without any repayment of capital to holders.

Class of share

Deferred

Prescribed particulars^①

The Deferred Shares carry no entitlement to vote or to attend a General Meeting of the company. The Deferred Shares are not entitled to receive any dividends or any other distribution and are entitled only to a repayment of paid up capital on a return of assets on a winding up and only then after the return of capital paid up on each Ordinary Share and a further £10,000,000 on each Ordinary Share. The entire class of shares can be transferred by the company at any time and to such person as the company may determine without any repayment of capital to holders.

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.