

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
notice of a conversion of stock
into shares.

MONDAY



L150E413

LD3

19/03/2012

#82

COMPANIES HOUSE

1 Company details

Company number 06433072

Company name in full Nolava Holdings 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 05/03/2012

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

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
Ordinary Deferred	25,000	0.01

SH02

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

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
A shares	0.01	0.00	945200	£ 9,452.00
B shares	0.01	0.00	45000	£ 450.00
				£
				£
Totals			990200	£ 9,902.00

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

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

SH02

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

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	990200	
Total aggregate nominal value 1	£9,902	

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	A shares	
Prescribed particulars	The A shares have the following voting rights The holders of the A shares are to be entitled to receive notice of and to attend and vote at general meetings of the Company. See continuation sheet	
Class of share	B shares	
Prescribed particulars	The B shares have the following voting rights: The holders of all B shares are not entitled to receive notice of, nor to attend or vote at general meetings of the Company. See continuation sheet	
Class of share		
Prescribed particulars		

SH02 - continuation page

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

10

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

Class of share	A 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>Every holder of A shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote on a show of hands and on a poll every holder of A shares so present shall have one vote each for each A share held by him.</p> <p>The A shares have the following dividend rights:</p> <p>The A shares and the B shares shall be treated as separate classes of shares for the purposes of all distributions and accordingly the Company or the Board (as the case may be, as required pursuant to the Companies Act) shall not be under any obligation to make any distribution to one class of shares if it makes a distribution to another class of shares, nor shall the Company or the Board be under any obligation to pay the same amount by way of dividend on each class of shares and any distribution shall be treated as separate classes of shares.</p> <p>The A shares have the following capital rights:</p> <p>On a return of assets on a liquidation or a winding-up, reduction of capital, or otherwise the assets of the Company remaining after payment of such of its liabilities as it is necessary to discharge to effect the distribution ("Net Proceeds") shall be distributed as follows (a) to the holders of the A shares, in respect of their A shares then held, the full amount of the Net Proceeds up to £7,215,200 and (b) thereafter, the balance of the Net Proceeds, if any, shall be distributed to each of the holders of the A shares and the B shares in proportion to the number of A shares or B shares held by them respectively up to the amount of £15,180,000.</p> <p>The A shares are not redeemable shares.</p>	

SH02 - continuation page

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

10	Statement of capital (Prescribed particulars of rights attached to shares) ①	
Class of share	B 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>The B shares have the following dividend rights:</p> <p>The A shares and the B shares shall be treated as separate classes of shares for the purposes of all distributions and accordingly the Company or the Board (as the case may be, as required pursuant to the Companies Act) shall not be under any obligation to make any distribution to one class of shares if it makes a distribution to another class of shares, nor shall the Company or the Board be under any obligation to pay the same amount by way of dividend on each class of shares and any distribution shall be treated as separate classes of shares.</p> <p>The B shares have the following capital rights:</p> <p>On return of assets on a liquidation or winding up, reduction of capital, or otherwise the assets of the Company remaining after payment of such of its liabilities as it is necessary to discharge to effect the distribution ("Net Proceeds") shall be distributed as follows (a) to the holders of the A shares, in respect of their A shares then held, the full amount of the Net Proceeds up to £7,215,000 and (b) thereafter, the balance of the Net Proceeds, if any, shall be distributed to each of the holders of the A shares and the B shares in proportion to the number of A shares or B shares held by them respectively.</p> <p>The B shares are not redeemable shares.</p>	

SH02

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


Class of share	
Prescribed particulars	
Class of share	
Prescribed particulars	

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

11**Signature**

I am signing this form on behalf of the company	
Signature	Signature
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

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



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 BN/SGM/N1021/3

Company name Nabarro LLP

Address Lacon House

84 Theobalds Road

Post town London

County/Region

Postcode

W

C

1

X

8

R

W

Country

DX

Telephone



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.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