

# 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**  
You cannot use this form  
notice of a conversion of  
stock.

FRIDAY



A38 13/12/2013 #378  
COMPANIES HOUSE

### 1 Company details

Company number 0 6 4 9 6 8 2 9

Company name in full Zinwave 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 2 9 0 7 2 0 1 3

### 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
Please see attached				

### 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

**SH02 - Consolidation**

Class of share	Number of Issued shares	Nominal Value for each share	Number of Shares (New Structure)	Nominal Value for each share
<b>£ share capital</b>				
Series A-1 Preferred	3,159,116,300	£0 00093055	315,921	£9.3055
Series A-1A Preferred	811,348,125	£0.000046862566	81,143	£0.46862566
Series A-1B Preferred	1,717,387,714	£0.00049	171,745	£4.900
Series A-1C Preferred	662,075,755	£0.000245	66,213	£2 450
A2 Ordinary	235,508,585	£0.001	23,570	£10.000
A2A Ordinary	437,822,165	£0.000086843148	43,786	£0.86843148
<b>Total £ shares</b>			<b>702,378</b>	

Class of share	Number of Issued shares	Nominal Value	Number of Shares (New Structure)	Nominal Value
<b>\$ share capital</b>				
A Ordinary	208,413,309	\$0.001	20,863	\$10.000
E Ordinary	217,640	\$0.001	24	\$10.000
<b>Total \$ shares</b>			<b>20,887</b>	

total # shares 723,265

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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
Please see attached				£
				£
				£
				£
Totals				£

## 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	USD			
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
Please see attached				
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 Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class.

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

## SH02 - statement of capital

Class of share	Number of Issued shares	Nominal Value	Aggregate nominal value	Number of Shares (New Structure)	Nominal Value	Aggregate nominal value
<b>£ share capital</b>						
Series A-1 Preferred	3,159,116,300	£0 00093055	£2,939,715 673	315,921	£9 3055	£2,939,802 866
Series A-1A Preferred	811,348,125	£0 000046862566	£38,021 855	81,143	£0 46862566	£38,025 692
Series A-1B Preferred	1,717,387,714	£0 00049	£841,519 980	171,745	£4 900	£841,550 500
Series A-1C Preferred	662,075,755	£0 000245	£162,208 560	66,213	£2 450	£162,221 050
A2 Ordinary	235,508,585	£0 001	£235,508 585	23,570	£10 000	£235,700 000
A2A Ordinary	437,822,165	£0 000086843148	£38,021 855	43,786	£0.86843148	£38,025 141
<b>Total £ shares</b>	<b>7,023,258,644</b>		<b>£4,284,996,808</b>	<b>702,378</b>		<b>£4,285,326,048</b>

Class of share	Number of shares (share capital)	Nominal Value	Aggregate nominal value	Number of shares (share capital)	Nominal Value	Aggregate nominal value
<b>\$ share capital</b>						
A Ordinary	208,413,309	\$0 001	\$208,413 309	20,863	\$10 000	\$208,630
E Ordinary	217,640	\$0.001	\$217 640	24	\$10 000	\$240
<b>Total \$ shares</b>	<b>208,630,949</b>		<b>\$208,630 949</b>	<b>20,887</b>		<b>\$208,870</b>

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<b>9</b>	<b>Statement of capital (Totals)</b>	
	Please give the total number of shares and total aggregate nominal value of issued share capital.	<b>1</b> Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	723,265	
Total aggregate nominal value <b>1</b>	£4,255,326.048 + \$208,870	
<b>10</b>	<b>Statement of capital (Prescribed particulars of rights attached to shares) <b>2</b></b>	
	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.	<b>2</b> 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	Please see attached	
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		


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Class of share		<p><b>1 Prescribed particulars of rights attached to shares</b>  The particulars are:</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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.</li> </ul> <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		
Class of share		
Prescribed particulars		

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### Signature

I am signing this form on behalf of the company.		<p><b>2 Societas Europaea</b>  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><b>3 Person authorised</b>  Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	<p>Signature</p> <p>X  X</p>	
<p>This form may be signed by:</p> <p>Director <b>2</b>, Secretary, Person authorised <b>3</b>, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.</p>		

**Statement of Capital - Voting Rights**

<b>Class of Share</b>	<b>A2£ Ordinary</b>
<b>Voting Rights</b>	A. The right to attend and vote at general meetings. B. A pro rata share of any dividend pari passu with all share classes eligible to receive dividend payments. C. Following payment to E Ordinary shareholders and Preferred shareholders a right to a pro rata share of the remaining balance of net proceeds pari passu with all other classes of ordinary shares. D. Non-redeemable.
<b>Class of Share</b>	<b>A2A£ Ordinary</b>
<b>Voting Rights</b>	A The right to attend and vote at general meetings. B. A pro rata share of any dividend pari passu with all share classes eligible to receive dividend payments. C. Following payment to E Ordinary shareholders and Preferred shareholders a right to a pro rata share of the remaining balance of net proceeds pari passu with all other classes of ordinary shares D. Non-redeemable.
<b>Class of Share</b>	<b>A1 Preferred</b>
<b>Voting Rights</b>	A. The right to attend and vote at general meetings. B. A pro rata share of any dividend pari passu with all share classes eligible to receive dividend payments. C. Following payment to E Ordinary shareholders a right, pari passu with all classes of Preferred Shares, to payment of an amount equal to 1 times the A1 Preferred Subscription Price together with sum equal to any arrears and dividends accrued in respect of each Preferred share held. D. Non-redeemable.
<b>Class of Share</b>	<b>A1A Preferred</b>
<b>Voting Rights</b>	A. The right to attend and vote at general meetings. B. A pro rata share of any dividend pari passu with all share classes eligible to receive dividend payments. C Following payment to E Ordinary shareholders a right, pari passu with all classes of Preferred Shares, to payment of an amount equal to 1 times the A1 Preferred Subscription Price together with sum equal to any arrears and dividends accrued in respect of each Preferred share held. D. Non-redeemable.

<b>Class of Share</b>	<b>A1B Preferred</b>
<b>Voting Rights</b>	A. The right to attend and vote at general meetings. B. A pro rata share of any dividend pari passu with all share classes eligible to receive dividend payments. C. Following payment to E Ordinary shareholders a right, pari passu with all classes of Preferred Shares, to payment of an amount equal to 1 times the A1 Preferred Subscription Price together with sum equal to any arrears and dividends accrued in respect of each Preferred share held. D. Non-redeemable.
<b>Class of Share</b>	<b>A1C Preferred</b>
<b>Voting Rights</b>	A. The right to attend and vote at general meetings. B. A pro rata share of any dividend pari passu with all share classes eligible to receive dividend payments. C. Following payment to E Ordinary shareholders a right, pari passu with all classes of Preferred Shares, to payment of an amount equal to 1 times the A1 Preferred Subscription Price together with sum equal to any arrears and dividends accrued in respect of each Preferred share held. D. Non-redeemable.
<b>Class of Share</b>	<b>A\$ Ordinary</b>
<b>Voting Rights</b>	A. The right to attend and vote at general meetings. B. A pro rata share of any dividend pari passu with all share classes eligible to receive dividend payments. C. Following payment to E Ordinary shareholders and Preferred shareholders a right to a pro rata share of the remaining balance of net proceeds pari passu with all other classes of ordinary shares. D. Non-redeemable.
<b>Class of Share</b>	<b>E Ordinary</b>
<b>Voting Rights</b>	A. No voting rights are conferred by these shares. B. No right to receive dividend payments. C. In priority to any other class of shares, the right to payment per share of an amount equal to the number of E Ordinary Shares in issue divided by the total number of shares in issue on a fully diluted basis. D. Non-redeemable.



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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 **Mark Satterly**

Company name **Eversheds LLP**

Address **Kett House, Station Road**

Post town **Cambridge**

County/Region

Postcode 

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Country

OX **DX 5807 Cambridge**

Telephone **0845 497 9797**



### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)