

In accordance with
Section 619, 621 & 689
of the Companies Act
2006.

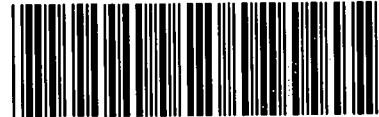
SH02

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
into stock.

WEDNESDAY



A9WK3VHL

A13

20/01/2021

#62

COMPANIES HOUSE

1 Company details

Company number 6 5 3 9 4 9 6

Company name in full THG Holdings 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 2 1 0 9 2 0 2 0

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
D1 ordinary	320,340	£1.00	64,068,000	£0.005
E ordinary	270,506	£1.00	54,101,200	£0.005
F ordinary	164,323	£1.00	32,864,600	£0.005

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

	See continuation page			
Totals				

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
	156,058,406	£5,779,775.00	£61,691,826.18

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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Statement of capital (prescribed particulars of rights attached to shares)^①Please 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

See continuation page

Prescribed particulars

①

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.

A separate table must be used for each class of share.

Please use a Statement of capital continuation page if necessary.

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

James Poelvin

63CEBCFB97254E8...

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.

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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	Emma Howarth
Company name	Oakwood Corporate Services
Address	3rd Floor, 1 Ashley Road
Post town	Altrincham
County/Region	Cheshire
Postcode	W A 1 4 2 D T
Country	United Kingdom
DX	
Telephone	0161 942 4700

**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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

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Complete the table below to show the issued share capital. Complete a separate table for each currency.

CHFP010 (FF)
06/16 Version 5.0

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8 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	B Ordinary	
Prescribed particulars	<p>The B ordinary shares have attached to them:</p> <p>(A) full voting rights;</p> <p>(B) full dividend rights;</p> <p>(C) on a return of capital (including on winding up), the right to share in the balance of the Net Proceeds (as defined in the articles of association) on a pari passu basis with the holders of the D ordinary shares, E ordinary shares, F Ordinary shares, G ordinary shares and H ordinary shares;</p> <p>(D) no specific rights of redemption.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> 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. <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	D1 Ordinary	<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. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>The D1 and D2 shares (together being the "D Shares") have attached to them:</p> <ul style="list-style-type: none"> (A) no voting rights; (B) no right to receive dividends; (C) right to convert and re-designate some or all of such shares into ordinary shares subject to paying any outstanding subscription price in respect of such shares; (D) right to receive distributions whether out of profits or on a winding up of the Company; and (E) no specific rights of redemption. 	

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Class of share	D2 Ordinary	
Prescribed particulars	<p>The D1 and D2 shares (together being the "D Shares") have attached to them:</p> <p>(A) no voting rights;</p> <p>(B) no right to receive dividends;</p> <p>(C) right to convert and re-designate some or all of such shares into ordinary shares subject to paying any outstanding subscription price in respect of such shares;</p> <p>(D) right to receive distributions whether out of profits or on a winding up of the Company; and</p> <p>(E) no specific rights of redemption.</p>	<p>● Prescribed particulars of rights attached to shares</p> <p>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. <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	Deferred	
Prescribed particulars	<p>The Deferred shares have attached to them:</p> <p>(A) no voting rights;</p> <p>(B) no right to receive dividends;</p> <p>(C) no right to participate in a return of capital (including on winding up) other than to receive the amount credited as paid up per share and only after the holders of all other shares have received the sum of £100,000 per share;</p> <p>(D) no specific rights of redemption.</p>	<p>① Prescribed particulars of rights attached to shares 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.</p> <p>A separate table must be used for each class of share.</p>

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Class of share	E Ordinary	
Prescribed particulars	<p>The E Shares have attached to them:</p> <p>(A) no voting rights;</p> <p>(B) no right to receive dividends;</p> <p>(C) right to convert and re-designate some or all of such shares into ordinary shares subject to paying any outstanding subscription price in respect of such shares;</p> <p>(D) right to receive distributions whether out of profits or on a winding up of the Company; and</p> <p>(E) no specific rights of redemption.</p>	<p>¹ Prescribed particulars of rights attached to shares</p> <p>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. <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	<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. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>The F Shares have attached to them:</p> <ul style="list-style-type: none"> (A) no voting rights; (B) no right to receive dividends; (C) right to receive distributions whether out of profits or on a winding up of the Company; and (D) no specific rights of redemption. 	

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

Class of share	G Ordinary	
Prescribed particulars	<p>The B ordinary shares have attached to them:</p> <p>The G Shares have attached to them:</p> <p>(A) no voting rights;</p> <p>(B) no right to receive dividends;</p> <p>(C) right to receive distributions whether out of profits or on a winding up of the Company; and</p> <p>(D) no specific rights of redemption.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>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. <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	H Ordinary	① Prescribed particulars of rights attached to shares The particulars are: <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. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	The H Shares have attached to them: <ul style="list-style-type: none"> (A) no voting rights; (B) no right to receive dividends; (C) right to receive distributions whether out of profits or on a winding up of the Company; and (D) no specific rights of redemption. 	