

Don't
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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 shares into stock.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number 6 5 3 9 4 9 6

Company name in full THG 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 0 0 4 2 0 2 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

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
D2 Ordinary	71	£1.00	14,200	£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

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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.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

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
1,393,085,656	£6,983,081.57	£28,201,805.55

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)^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 .	<div>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.</div>
Class of share	D1 Ordinary	
Prescribed particulars ^①	The D1 and D2 shares (together being the "D Shares") have attached to them: (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.	
Class of share	D2 Ordinary	
Prescribed particulars ^①	The D1 and D2 shares (together being the "D Shares") have attached to them: (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.	
Class of share	Deferred 1	
Prescribed particulars ^①	The Deferred 1 and Deferred 2 shares (together being the "Deferred Shares") have attached to them: (A) no voting rights; (B) no right to receive dividends; (C) no right to participate in any return of capital (other than to receive the amount paid up or credited as paid up and only after the holders of all the other shares have received the sum of £100,000 per share pursuant to their entitlements under the articles); and (D) no specific rights of redemption.	

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Signature

	I am signing this form on behalf of the company.	
Signature	<div><div>Signature</div><div><div>X</div><div><div>DocuSigned by:</div><div>James Pochin</div><div>63CEBCFB97254E8...</div></div></div><div>X</div></div> <div>This form may be signed by: Director^②, Secretary, Person authorised^③, Administrator , Administrative Receiver, Receiver, Receiver manager, CIC manager.</div>	<div>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.</div>

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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 Limited

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

+44 (0)161 942 4733

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

This form has been provided free of charge by Companies House.

06/16 Version 5.0

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

06/16 Version 5.0

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

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8 'Statement of capital (prescribed particulars of rights attached to shares)' ^①		
Class of share	Deferred 2	<div><div>① Prescribed particulars of rights attached to shares</div><div>The particulars are:</div><div><div>a. particulars of any voting rights, including rights that arise only in certain circumstances;</div><div>b. particulars of any rights, as respects dividends, to participate in a distribution;</div><div>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</div><div>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</div></div><div>A separate table must be used for each class of share.</div></div>
Prescribed particulars	The Deferred 1 and Deferred 2 shares (together being the "Deferred Shares") have attached to them: (A) no voting rights; (B) no right to receive dividends; (C) no right to participate in any return of capital (other than to receive the amount paid up or credited as paid up and only after the holders of all the other shares have received the sum of £100,000 per share pursuant to their entitlements under the articles); and (D) no specific rights of redemption.	

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8 'Statement of capital (prescribed particulars of rights attached to shares)❶		
Class of share	E Ordinary	
Prescribed particulars	<p>The E Shares have attached to them: (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.</p>	<p>❶ 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); andd. 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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8 'Statement of capital (prescribed particulars of rights attached to shares)❶		
Class of share	F Ordinary	
Prescribed particulars	<p>The F Shares have attached to them: (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.</p>	<p>❶ 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); andd. 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	Special Share	
Prescribed particulars	<p>- The Special Share has attached to it: (A) no voting rights (except immediately upon a Change of Control); (B) no right to receive dividends; (C) no right to receive any other distribution whether out of profits or on a winding up of the Company; and (D) no specific rights of redemption.</p> <p>- Rights attached to the Special Share are not capable of being varied or abrogated without prior written consent of the holder of the Special Share.</p> <p>- The holder of the Special Share is entitled to: (i) receive notice of every general meeting of the Company, and of every separate meeting of the holders of the shares of any class in the Company's issued share capital; (ii) attend any such general meeting or separate class meeting; and (iii) speak at any such general meeting or separate class meeting (but shall not be entitled to vote except on a change of control – see bullet point below).</p> <p>- On a change of control: (i) the Special Share automatically carries such number of votes on any ordinary, special or other resolution as necessary to ensure the effective passing of such resolution or to ensure the defeat of such resolution; and (ii) the directors shall give written notice to the holder of the Special Share that a change of control has occurred.</p> <p>- Special Share will cease to carry any of its rights on the earlier of three (3) years after the date of issue of the Special Share or its transfer to any other person (save for a transfer to a Permitted Transferee upon the death of the holder of the Special Share).</p>	<p>① Prescribed particulars of rights attached to shares 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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8 'Statement of capital (prescribed particulars of rights attached to shares)❶		
Class of share	Ordinary	❶ 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.
Prescribed particulars	The ordinary shares have attached to them: (A) full voting rights; (B) 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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8 'Statement of capital (prescribed particulars of rights attached to shares)❶		
Class of share	G Ordinary	
Prescribed particulars	<p>The G Shares have attached to them: (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.</p>	<p>❶ 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); andd. 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>