

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

THURSDAY



A20 \*A6A3KXHK\* #2  
06/07/2017  
COMPANIES HOUSE

### 1 Company details

Company number 0 6 9 7 7 3 7 0  
Company name in full BIGGINS WOOD HOMES 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 <sup>d</sup>2 <sup>d</sup>1 <sup>m</sup>1 <sup>m</sup>2 <sup>y</sup>2 <sup>y</sup>0 <sup>y</sup>1 <sup>y</sup>6

### 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
PREFERENCE SHARES	40,000	31

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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.

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

£	A ORDINARY SHARES	84	£84	
£	B ORDINARY SHARES	16	£16	
Totals		100	£100	

## 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
100	£100	0

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)<sup>①</sup>

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 7.

#### 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

A ORDINARY SHARES

Prescribed particulars  
①

SEE CONTINUATION SHEET

Class of share

B ORDINARY SHARES

Prescribed particulars  
①

SEE CONTINUATION SHEET

Class of share

Prescribed particulars  
①

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### Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:  
Director <sup>②</sup>, Secretary, Person authorised <sup>③</sup>, 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	BRITTA BURNS					
Company name	PALMERSTON LIMITED					
Address	814 BRIGHTON ROAD					
Post town	PURLEY					
County/Region	SURREY					
Postcode	C	R	8	2	B	R
Country						
DX						
Telephone	02086558500					

**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](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

# SH02 - continuation page

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### 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	A ORDINARY SHARES	<p><b>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.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p><b>Voting Rights</b></p> <p>On a show of hands, each member has one vote and on a poll each member has one vote per share held.</p> <p><b>Dividends</b></p> <p>No dividend will accrue or be capable of being declared (other than in respect of article 3.2) until the Preference Shares have been redeemed in full together with any accrued Preference Dividends and the Loan has been repaid in full both as to capital and as to interest and thereafter any dividend declared shall require the written consent of a majority of the holders of the A Ordinary Shares but (subject to such consent being obtained) shall be distributed as to 84% to the holders of the A Ordinary Shares (and as between them, in proportion to the number of B Ordinary Shares held by each holder) and as to 16% to the holders of the B Ordinary Shares (and as between them, in proportion to the number of B Ordinary Shares held by each holder). For these purposes Loan means the secured Sterling £947,400 loan from Ravensbourne Holding S.a.r.l., a Luxembourg private limited liability company (societe a responsabilite limitee), having its registered office at 46 A, Avenue J.F. Kennedy, L-1855 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 141854 and having a share capital of EUR 12,500 to the Company entered into on 17 September 2009 as amended, varied, supplemented, restated, varied or novated from time to time and any indebtedness incurred by the Company either (i) for the purposes of directly or indirectly repaying either the original loan or (ii) for the purpose of redeeming the Preference Shares and paying any Preference Dividend and / or in each case any such subsequent indebtedness.</p>	

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### 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	B ORDINARY SHARES	
Prescribed particulars	<p><b>Voting Rights</b></p> <p>1.1 The holders of the B Ordinary Shares shall not be entitled to receive notice of a general meeting of the Company or to attend, speak or vote at it.</p> <p>1.2 The holders of the B Ordinary Shares shall not be entitled their holders to receive, or to exercise voting rights in respect of, any written resolution of the Company.</p> <p><b>Dividends</b></p> <p>No dividend will accrue or be capable of being declared (other than in respect of article 3.2) until the Preference Shares have been redeemed in full together with any accrued Preference Dividends and the Loan has been repaid in full both as to capital and as to interest and thereafter any dividend declared shall require the written consent of a majority of the holders of the A Ordinary Shares but (subject to such consent being obtained) shall be distributed as to 84% to the holders of the A Ordinary Shares (and as between them, in proportion to the number of A Ordinary Shares held by each holder) and as to 16% to the holders of the B Ordinary Shares (and as between them, in proportion to the number of B Ordinary Shares held by each holder). For these purposes Loan means the secures Sterling £947,000 loan from Ravensbourne Holding S.a.r.l., a Luxembourg private limited liability company (societe a responsabilite limitee), having its registered office at 46 A, Avenue J.F. Kennedy, L-1855 Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 141854 and having a share capital of EUR 12,500 to the Company entered into on 17 September 2009 as amended, varied, supplemented, restated, varied or novated from time to time and any indebtedness incurred by the Company either (i) for the purposes of directly or indirectly repaying either the original loan or (ii) for the purpose of redeeming the Preference Shares and paying any Preference Dividend and / or in each case any such subsequent indebtedness.</p>	<p><b>Prescribed particulars of rights attached to shares</b></p> <p>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.</li> </ul> <p>A separate table must be used for each class of share.</p>