

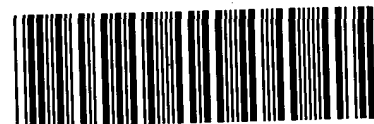
# SH02

## 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 give  
notice of a conversion of shares  
into stock.

WEDNESDAY



\*L49Q6F6Q\*

LD4

17/06/2015

#21

COMPANIES HOUSE

### 1 Company details

Company number 0 7 0 6 9 7 5 8

Company name in full DARWIN STRATEGIC 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>2 <sup>m</sup>0 <sup>m</sup>4 <sup>y</sup>2 <sup>y</sup>0 <sup>y</sup>1 <sup>y</sup>5

### 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
A2 ordinary shares	8,263,342	1.00	7,627,332	1.08338577440186

### 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

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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
A1 ordinary shares	0.000001	0.00	2164156	£ 21.64156
A2 ordinary shares	1.08338577440186	0.00	7627332	£ 8263342.98544009
				£
				£
<b>Totals</b>			9791488	£ 8263364.62700009

## 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
<b>Totals</b>				

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
<b>Totals</b>				

① Including both the nominal value and any share premium.

③ Number of shares issued multiplied by nominal value of each share.

② Total number of issued shares in this class.

### Continuation pages

Please use a Statement of Capital continuation page if necessary.

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## Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital.	<b>1 Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	9,791,488	
Total aggregate nominal value <b>1</b>	8,263,364.62700009	

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## 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 <b>Section 7</b> and <b>Section 8</b> .	<b>2 Prescribed particulars of rights attached to shares</b> 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	A1 ordinary shares	
Prescribed particulars	<p><b>Voting Rights:</b></p> <p>A1 ordinary shares are voting shares. On a show of hands every Shareholder holding Shares carrying the right to vote on the matter in question who is present in person or by proxy shall have one vote and on a poll every Shareholder shall have one vote for every Share of which he is the holder.</p> <p><b>Dividends:</b></p> <p>All dividends shall be declared and paid to the holders of Shares of a particular Class in proportion to the Net Asset Value of the Shares of such Class held by them respectively at the date that the dividend is declared.</p>	
Class of share	A2 ordinary shares	
Prescribed particulars	<p><b>Voting Rights:</b></p> <p>A2 ordinary shares are voting shares. On a show of hands every Shareholder holding Shares carrying the right to vote on the matter in question who is present in person or by proxy shall have one vote and on a poll every Shareholder shall have one vote for every Share of which he is the holder.</p> <p><b>Dividends:</b></p> <p>All dividends shall be declared and paid to the holders of Shares of a particular Class in proportion to the Net Asset Value of the Shares of such Class held by them respectively at the date that the dividend is declared.</p>	
Class of share		
Prescribed particulars		

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Class of share	
Prescribed particulars	
Class of share	
Prescribed particulars	

- ⑫ **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.

**Signature**

Signature	I am signing this form on behalf of the company.	
	Signature	
	This form may be signed by: Director ⑫, Secretary, Person authorised ⑬, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.	

- ⑫ **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.

- ⑬ **Person authorised**  
Under either section 270 or 274 of the Companies Act 2006.

## SH02 - continuation page

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

Class of share	A1 ordinary shares	<b>① Prescribed particulars of rights attached to shares</b> The particulars are: <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>
Prescribed particulars	<p>Rights to capital:</p> <p>Capital is to be distributed amongst the holders of Shares who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up amounts for the time being unpaid on any Shares held by such Shareholder respectively or paying up in full unissued Shares of the Company to be allotted and distributed credited as fully paid to and amongst such Shareholders in the proportion aforesaid, or partly in the one way and partly in the other.</p> <p>Redemption rights:</p> <p>Shares of any Class are redeemable at the option of the Company in accordance with Article 10 of the Company's articles of association.</p> <p>Shares are not redeemable at the option of the Shareholders.</p> <p>The Company may purchase its own Shares (including any redeemable Shares) provided that the Shareholders approve the manner of purchase by Ordinary Resolution Plus.</p> <p>The Company may make a payment in respect of the redemption or purchase of its own Shares in any manner permitted by the Act, including out of capital.</p>	

## SH02 - continuation page

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

Class of share	A2 ordinary shares	<b>① Prescribed particulars of rights attached to shares</b> The particulars are: <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>
Prescribed particulars	<p>Rights to capital:</p> <p>Capital is to be distributed amongst the holders of Shares who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up amounts for the time being unpaid on any Shares held by such Shareholder respectively or paying up in full unissued Shares of the Company to be allotted and distributed credited as fully paid to and amongst such Shareholders in the proportion aforesaid, or partly in the one way and partly in the other.</p> <p>Redemption rights:</p> <p>Shares of any Class are redeemable at the option of the Company in accordance with Article 10 of the Company's articles of association.</p> <p>Shares are not redeemable at the option of the Shareholders.</p> <p>The Company may purchase its own Shares (including any redeemable Shares) provided that the Shareholders approve the manner of purchase by Ordinary Resolution Plus.</p> <p>The Company may make a payment in respect of the redemption or purchase of its own Shares in any manner permitted by the Act, including out of capital.</p>	

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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 FAP/636256

Company name Macfarlanes LLP

Address 20 Cursitor Street

Post town

County/Region London

Postcode E C 4 A 1 L T

Country UK

DX DX No: 138 Chancery Lane

Telephone +44 (0)20 7831 9222

**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)**