

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



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A14 03/04/2010 550
COMPANIES HOUSE

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SATURDAY

☒ **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

1 Company details

Company number 0 7 1 5 3 1 8 2

Company name in full Pimco 2851 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 d2 d6 m0 m3 y2 y0 y1 y0

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
Ordinary	1	£1 00	10	£0 10

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

Value of stock	New share structure		
	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
Ordinary	£0.116		1285714	£ 128,571.40
A Ordinary	£0.116		642860	£ 64,286.00
B Ordinary	£0.116		214286	£ 21,428.60
				£
Totals			2142860	£ 214,286.00

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
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

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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9 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital
Total number of shares	2,142,860
Total aggregate nominal value ^①	£214,286.00

① Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc

10 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 Section 7 and Section 8 .
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Class of share	Ordinary
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Prescribed particulars	The profits of the Company available for distribution shall be paid first in paying to the holders of the A Ordinary Shares, B Ordinary Shares and Ordinary Shares as though one class, in respect of each financial year of the Company, a cumulative net cash dividend the ("Participating Dividend") Second (with Investor consent) in respect of any financial year of the Company in which the Participating Dividend (if any) has been paid in full in respect of that financial year and in respect of all previous financial (continued on attached sheet)
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Class of share	A Ordinary
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Prescribed particulars	The profits of the Company available for distribution shall be paid first in paying to the holders of the A Ordinary Shares, B Ordinary Shares and Ordinary Shares as though one class, in respect of each financial year of the Company, a cumulative net cash dividend the ("Participating Dividend") Second (with Investor consent) in respect of any financial year of the Company in which the Participating Dividend (if any) has been paid in full in respect of that financial year and in respect of all previous financial (continued on attached sheet)
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Class of share	B Ordinary
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Prescribed particulars	The profits of the Company available for distribution shall be paid first in paying to the holders of the A Ordinary Shares, B Ordinary Shares and Ordinary Shares as though one class, in respect of each financial year of the Company, a cumulative net cash dividend the ("Participating Dividend") Second (with Investor consent) in respect of any financial year of the Company in which the Participating Dividend (if any) has been paid in full in respect of that financial year and in respect of all previous financial (continued on attached sheet)
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② 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

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Class of share		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 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
Prescribed particulars		
Class of share		
Prescribed particulars		

11

Signature

Signature	I am signing this form on behalf of the company	
	Signature	
	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

Company name

Pinsent Masons LLP

Address

Post town

County/Region

Postcode

L S 1 5 A B

Country

DX 26440 Leeds 28

Telephone 0113 244 5000 (Doc: 23141694.1)



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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email 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

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

Class of share	Ordinary Shares of £0.10	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 and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share
Prescribed particulars	<p>years of the Company (including any interest accrued thereon) in paying such balance of such profits as shall be agreed by the board amongst the holders of the holders of the Ordinary Shares, the holders of the A Ordinary Shares and the holders of the B Ordinary Shares in proportion to the number of shares held by them</p> <p>Capital On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows -</p> <p>1 first in paying to the holders of the A Ordinary Shares, the B Ordinary Shares and the Ordinary Shares (as though one class) a sum equal to any arrears or accruals of relevant dividend on such shares calculated down to the date of the return of capital (and if such assets are insufficient to discharge the sums in full pro rata amongst the holders of such shares by reference to the sums due),</p> <p>2 then in paying to the holders of the A Ordinary Shares, the B Ordinary Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), the issue price of each such Share,</p> <p>3 the balance of such assets shall be distributed amongst the holders of the Ordinary Shares, the holders of the A Ordinary Shares and the holders of the B Ordinary Shares in proportion to the number of shares held by them provided that the amount payable to the holders of the A Ordinary Shares shall not exceed 50 per cent of the assets of the Company available for distribution amongst the participators</p> <p>Voting On a show of hands every shareholder holding Ordinary Shares who is present in person shall have one vote, and on a poll every shareholder who is present in person shall have one vote for every Ordinary Share of which he is the holder</p>	

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

Class of share	A Ordinary Shares of £0 10	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 and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share
Prescribed particulars	<p>years of the Company (including any interest accrued thereon) in paying such balance of such profits as shall be agreed by the board amongst the holders of the Ordinary Shares, the holders of the A Ordinary Shares and the holders of the B Ordinary Shares in proportion to the number of shares held by them</p> <p>Capital On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows - 1 first in paying to the holders of the A Ordinary Shares, the B Ordinary Shares and the Ordinary Shares (as though one class) a sum equal to any arrears or accruals of relevant dividend on such shares calculated down to the date of the return of capital (and if such assets are insufficient to discharge the sums in full pro rata amongst the holders of such shares by reference to the sums due), 2 then in paying to the holders of the A Ordinary Shares, the B Ordinary Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), the issue price of each such Share, 3 the balance of such assets shall be distributed amongst the holders of the Ordinary Shares, the holders of the A Ordinary Shares and the holders of the B Ordinary Shares in proportion to the number of shares held by them provided that the amount payable to the holders of the A Ordinary Shares shall not exceed 50 per cent of the assets of the Company available for distribution amongst the participators</p> <p>Voting On a show of hands every shareholder holding A Ordinary shares who is present in person shall have one vote, and on a poll every shareholder who is present in person shall (except as hereinafter provided) have one vote for every A Ordinary share of which he is the holder, provided that at any time if the holders of the A Ordinary Shares hold a majority in number of the shares in issue the votes capable of being cast by the holders of the majority of the A Ordinary Shares shall not in aggregate in any circumstances exceed more than 50% of the votes capable of being cast at general meetings of the Company On the occurrence of a number of specified events and the investor majority delivers a notice to the Company that a specified event has occurred, then the voting rights attaching to the A Ordinary Shares shall be amended with effect from the date of a voting adjustment notice to the effect that on a poll each holder of A Ordinary Shares present in person or by proxy shall have one hundred thousand votes for every A Ordinary Share in the capital of the Company of which he is the holder until the earlier of - 1 the date that the specified event has been rectified, or 2 the date that the Investor majority give notice in writing to the Company cancelling the voting adjustment notice</p>	

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

Class of share	B Ordinary Shares of £0 10	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 and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share
Prescribed particulars	<p>years of the Company (including any interest accrued thereon) in paying such balance of such profits as shall be agreed by the board amongst the holders of the Ordinary Shares, the holders of the A Ordinary Shares and the holders of the B Ordinary Shares in proportion to the number of shares held by them</p> <p>Capital On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows -</p> <p>1 first in paying to the holders of the A Ordinary Shares, the B Ordinary Shares and the Ordinary Shares (as though one class) a sum equal to any arrears or accruals of relevant dividend on such shares calculated down to the date of the return of capital (and if such assets are insufficient to discharge the sums in full pro rata amongst the holders of such shares by reference to the sums due),</p> <p>2 then in paying to the holders of the A Ordinary Shares, the B Ordinary Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), the issue price of each such Share,</p> <p>3 the balance of such assets shall be distributed amongst the holders of the Ordinary Shares, the holders of the A Ordinary Shares and the holders of the B Ordinary Shares in proportion to the number of shares held by them provided that the amount payable to the holders of the A Ordinary Shares shall not exceed 50 per cent of the assets of the Company available for distribution amongst the participators</p> <p>Voting The B Ordinary Shares shall not entitle the holders (in that capacity) to receive notice of or to attend or vote at any general meeting of the Company</p>	