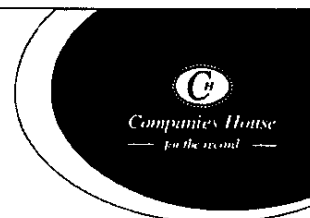


# SH02

## 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 share  
stock

TUESDAY



A34 \*ACIGUE6\* 24/05/2011 280  
COMPANIES HOUSE  
A45 \*AEHTOU7N\* 17/05/2011 138  
COMPANIES HOUSE

### 1 Company details

Company number 0 7 4 2 5 5 7 1  
Company name in full Downing Planned Exit VCT 2011 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 d1 d2 m0 m5 y2 y0 y1 y1

### 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
Redeemable Preference Shares	50,000	£1 00

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<b>6 Re-conversion</b>			
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

**Statment 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

<b>7 Statement of capital (Share capital in pound sterling (£))</b>				
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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
See continuation sheet				£
				£
				£
				£
<b>Totals</b>				£

<b>8 Statement of capital (Share capital in other currencies)</b>				
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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
<b>Totals</b>				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
<b>Totals</b>				

❶ Including both the nominal value and any share premium

❷ Number of shares issued multiplied by nominal value of each share

❸ 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	<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	65,610,662	
Total aggregate nominal value ①	£65,607 66	

### 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	<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	See Continuation Sheet	
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		


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Class of share		<p>❶ Prescribed particulars of rights attached to shares</p> <p>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 and any terms or conditions relating to redemption of these shares.</p> <p>A separate table must be used for each class of share</p> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars		
Class of share		
Prescribed particulars		

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## Signature

I am signing this form on behalf of the company		<p>❷ <b>Societas Europaea</b></p> <p>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</p> <p>❸ <b>Person authorised</b></p> <p>Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by Director ❶, Secretary, Person authorised ❷, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager</p>	

Please complete the table below to show each class of shares held in other currencies  
Please complete a separate table for each currency

- ① Including both the nominal value and any share premium
- ② Total number of issued shares in this class
- ③ E.g. Number of shares issued multiplied by nominal value of each share

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### Statement of capital (Prescribed particulars of rights attached to shares)<sup>①</sup>

Class of share	General A Shares	
Prescribed particulars	<p>General A Shareholders are entitled to receive notice of, to attend, speak and vote at any general meeting. Every General A Shareholder present in person or by proxy shall upon a show of hands have one vote for every General A Share held by him and every General A Shareholder present in person or by proxy shall upon a poll have one vote for every General A Share held by him.</p> <p>Where the resolution to be considered by a meeting of Shareholders is in respect of a variation to the rights of the General A Shareholders or where a Takeover Offer remains open for acceptance at the time of the relevant meeting, the voting rights of the General A Shareholders shall rank pari passu with those of the General Ordinary Shares, Structured Ordinary Shares, Low Carbon Ordinary Shares and Structured A Shares. At such meetings each General Ordinary Shareholder, Structured Ordinary Shareholder, Low Carbon Ordinary Shareholder, General A Shareholder and Structured A Shareholder present in person or by proxy shall upon a show of hands each have one vote for every share held by each of them and shall upon a poll each have one vote for every share held by each of them.</p> <p>General A Shareholders have full dividend, and capital distribution (including on winding up) rights.</p> <p>General A Shares are not redeemable.</p>	<p><b>① 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 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>

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### Statement of capital (Prescribed particulars of rights attached to shares)<sup>①</sup>

Class of share	General Ordinary Shares	
Prescribed particulars	<p>General Ordinary Shareholders are entitled to receive notice of, to attend, speak and vote at any general meeting. Every General Ordinary Shareholder present in person or by proxy shall upon a show of hands have 935 votes for every General Ordinary Share held by him and every General Ordinary Shareholder present in person or by proxy shall upon a poll have 935 votes for every General Ordinary Share held by him.</p> <p>General Ordinary Shareholders have full dividend, and capital distribution (including on winding up) rights.</p> <p>General Ordinary Shares are not redeemable.</p>	<p><b>① 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 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>

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

10	Statement of capital (Prescribed particulars of rights attached to shares) <sup>①</sup>	
Class of share	Low Carbon Ordinary Shares	<b>① 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
Prescribed particulars	<p>Low Carbon Ordinary Shareholders are entitled to receive notice of, to attend, speak and vote at any general meeting Every Low Carbon Ordinary Shareholder present in person or by proxy shall upon a show of hands have 935 votes for every Low Carbon Ordinary Share held by him and every Low Carbon Ordinary Shareholder present in person or by proxy shall upon a poll have 935 votes for every Low Carbon Ordinary Share held by him</p> <p>Low Carbon Ordinary Shareholders have full dividend, and capital distribution (including on winding up) rights</p> <p>Low Carbon Ordinary Shares are not redeemable</p>	



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### Statement of capital (Prescribed particulars of rights attached to shares)<sup>①</sup>

Class of share	Structured A Shares	
Prescribed particulars	<p>Structured A Shareholders are entitled to receive notice of, to attend, speak and vote at any general meeting. Every Structured A Shareholder present in person or by proxy shall upon a show of hands have one vote for every Structured A Share held by him and every Structured A Shareholder present in person or by proxy shall upon a poll have one vote for every Structured A Share held by him.</p> <p>Where the resolution to be considered by a meeting of Shareholders is in respect of a variation to the rights of the General A Shareholders or where a Takeover Offer remains open for acceptance at the time of the relevant meeting, the voting rights of the General A Shareholders shall rank pari passu with those of the General Ordinary Shares, Structured Ordinary Shares, Low Carbon Ordinary Shares and Structured A Shares. At such meetings each General Ordinary Shareholder, Structured Ordinary Shareholder, Low Carbon Ordinary Shareholder, General A Shareholder and Structured A Shareholder present in person or by proxy shall upon a show of hands each have one vote for every share held by each of them and shall upon a poll each have one vote for every share held by each of them.</p> <p>Structured A Shareholders have full dividend, and capital distribution (including on winding up) rights.</p> <p>Structured A Shares are not redeemable.</p>	<p><b>① 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 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>

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### Statement of capital (Prescribed particulars of rights attached to shares)<sup>①</sup>

Class of share	Structured Ordinary Shares	
Prescribed particulars	<p>Structured Ordinary Shareholders are entitled to receive notice of, to attend, speak and vote at any general meeting. Every Structured Ordinary Shareholder present in person or by proxy shall upon a show of hands have 935 votes for every Structured Ordinary Share held by him and every Structured Ordinary Shareholder present in person or by proxy shall upon a poll have 935 votes for every Structured Ordinary Share held by him.</p> <p>Structured Ordinary Shareholders have full dividend, and capital distribution (including on winding up) rights.</p> <p>Structured Ordinary Shares are not redeemable.</p>	<p><b>① 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 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>

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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 Downing Corporate Finance Ltd

Address 10 Lower Grosvenor Place

Post town London

County/Region

Postcode

S W 1 W 0 E N

Country

DX

Telephone

0207 416 7780



### 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)