

# 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.

WEDNESDAY



A18 \*A7AYØZØS\* #282  
25/07/2018  
COMPANIES HOUSE

### 1 Company details

Company number 07436264  
Company name in full ROXHILL DEVELOPMENTS GROUP 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 d1 d4 m0 m7 y2 y0 y1 y8

### 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	6,500,752	0.01

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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

GBP	Deferred	10000	100.00	
GBP	A Ordinary	24000	240.00	
GBP	B Ordinary	8000	80.00	
Totals		42000	420.00	0.00

## 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
7,025,190	70,093.39	0.00

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>⑧</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.

Class of share

Deferred

Prescribed particulars

⑩

Please see continuation sheet.

#### ⑧ 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

Prescribed particulars

⑩

Please see continuation sheet.

Class of share

B ordinary

Prescribed particulars

⑩

Please see continuation sheet.

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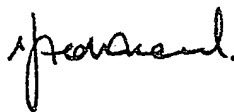
### Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director <sup>⑨</sup>, Secretary, Person authorised <sup>⑨</sup>, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.

#### ⑨ 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.

#### ⑨ 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	Sophie Curran									
Company name	CMS Cameron McKenna Nabarro									
	Olswang LLP									
Address	Cannon Place, 78 Cannon Street									
Post town	London									
County/Region										
Postcode	E	C	4	N		6	A	F		
Country	England									
DX										
Telephone	02075246720									



### 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)

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

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### Statement of capital

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

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
GBP	C ordinary	8000	80	
GBP	D ordinary	32727	327.27	
GBP	E ordinary	17612	17.61	
GBP	Redeemable preference	6,924,851	69,248.51	
Totals		7,025,190	70,093.39	0.00

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

Class of share	Deferred	
Prescribed particulars	<p>The deferred shares have no voting or dividend rights. The deferred shares have a right of payment of the nominal value of such deferred shares on a liquidation or winding up provided each holder of the ordinary shares of £1 each in the capital of the Company has firstly received the amount of £100,000 per ordinary share held by them. The deferred shares do not contain a right of redemption.</p>	<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>

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### 8 'Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	A ordinary	
Prescribed particulars	<p>The A ordinary shares have attached to them full voting rights.</p> <p>The A ordinary shares have attached to them a dividend right provided firstly that all accrued but unpaid Preference Dividends have been paid to the holders of the redeemable preference shares and all of the redeemable preference shares have been redeemed in full.</p> <p>The A ordinary shares have attached to them a capital distribution (including winding up) right provided firstly that the Redemption Value for the redeemable preference shares (and all arrears or accruals of Preference Dividend) has been paid to the holders of the redeemable preference shares.</p> <p>The A ordinary shares do not contain a right of redemption.</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.</li> </ul> <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)<sup>①</sup>

Class of share	B ordinary	
Prescribed particulars	<p>The B ordinary shares have attached to them full voting rights.</p> <p>The B ordinary shares have attached to them a dividend right provided firstly that all accrued but unpaid Preference Dividends have been paid to the holders of the redeemable preference shares and all of the redeemable preference shares have been redeemed in full.</p> <p>The B ordinary shares have attached to them a capital distribution (including winding up) right provided firstly that the Redemption Value for the redeemable preference shares (and all arrears or accruals of Preference Dividend) has been paid to the holders of the redeemable preference shares.</p> <p>The B ordinary shares do not contain a right of redemption.</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.</li> </ul> <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)<sup>①</sup>

Class of share	C ordinary	
Prescribed particulars	<p>The C ordinary shares have attached to them full voting rights.</p> <p>The C ordinary shares have attached to them a dividend right provided firstly that all accrued but unpaid Preference Dividends have been paid to the holders of the redeemable preference shares and all of the redeemable preference shares have been redeemed in full.</p> <p>The C ordinary shares have attached to them a capital distribution (including winding up) right provided firstly that the Redemption Value for the redeemable preference shares (and all arrears or accruals of Preference Dividend) has been paid to the holders of the redeemable preference shares.</p> <p>The C ordinary shares do not contain a right of redemption.</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.</li> </ul> <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) <sup>①</sup>	
Class of share	D ordinary	
Prescribed particulars	<p>The D ordinary shares have attached to them full voting rights.</p> <p>The D ordinary shares have attached to them a dividend right provided firstly that all accrued but unpaid Preference Dividends have been paid to the holders of the redeemable preference shares and all of the redeemable preference shares have been redeemed in full.</p> <p>The D ordinary shares have attached to them a capital distribution (including winding up) right provided firstly that the Redemption Value for the redeemable preference shares (and all arrears or accruals of Preference Dividend) has been paid to the holders of the redeemable preference shares.</p> <p>The D ordinary shares do not contain a right of redemption.</p>	

**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.

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### 8 'Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	E ordinary	
Prescribed particulars	<p>The E ordinary shares have attached to them full voting rights.</p> <p>The E ordinary shares have attached to them a dividend right provided firstly that all accrued but unpaid Preference Dividends have been paid to the holders of the redeemable preference shares and all of the redeemable preference shares have been redeemed in full.</p> <p>The E ordinary shares have attached to them a capital distribution (including winding up) right provided firstly that the Redemption Value for the redeemable preference shares (and all arrears or accruals of Preference Dividend) has been paid to the holders of the redeemable preference shares.</p> <p>The E ordinary shares do not contain a right of redemption.</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.</li> </ul> <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) <sup>①</sup>	
Class of share	Redeemable preference	<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.</li> </ul> A separate table must be used for each class of share.
Prescribed particulars	<p>The redeemable preference shares have attached to them full voting, dividend and capital distribution (including winding up) rights.</p> <p>Subject to the Companies Act 2006, the redeemable preference shares may be redeemed by the Company by notice in writing to the holders of the redeemable preference shares provided that all Preference Dividends which have fallen due for payment have been paid in full.</p>	