

SH02

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

BLUEPRINT

OneWorld

☒ 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 for
You cannot use this
notice of a conversion
into stock.

THURSDAY



A649LMU3

A23

13/04/2017

#276

COMPANIES HOUSE

1 Company details

Company number 0 7 4 4 6 7 4 9

Company name in full Blippar.com 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 31 03 2017

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	4,865,680	0.0001	9,731,360	0.000099
Ordinary	4,865,680	0.0001	9,731,360	0.000001

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

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

Re-conversion

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

Please use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Consolidated Balance Sheet				
Totals				

[illegible]

Currenty Table 1				
Totals				

Total number of shares	Total aggregate nominal value ^①	Total aggregate amount unpaid ^①
35,352,295	£2,562.0935	0.00

CHFP010 (FF)
06/16 Version 5.0

SH02 - continuation page

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

Statement of capital

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

Currency <i>Complete a separate table for each currency</i>	Class of shares <i>E.g. Ordinary/Preference etc.</i>	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	Ordinary	961,356	£96.1356	
GBP	A1 Ordinary	9,731,360	£963.40464	
GBP	A2 Ordinary	9,731,360	£9.73136	
GBP	Preferred Ordinary	3,265,490	£326.549	
GBP	B Preferred Ordinary	5,015,420	£501.542	
GBP	C Preferred Ordinary	2,563,440	£256.344	
GBP	D Preferred Ordinary	4,083,869	£408.3869	
Totals		35,352,295	£2,562.0935	0.00

SH02 - continuation page

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



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

Class of share	Ordinary Shares	
Prescribed particulars	<p>Each Ordinary Share shall, on a poll carry one vote per share and have a right to a dividend. The Ordinary Shares do not carry redemption rights. On a winding up or sale the Ordinary Shareholders will be entitled to receive the arrears (if any) outstanding on their Ordinary Shares parri passu with all other shareholders and behind the Preferred Ordinary Shareholders receiving the subscription price in respect of their Preferred Ordinary Shares and then a pro rata amount with the D Preferred Ordinary Shares, C Preferred Ordinary Shares, B Preferred Ordinary Shares, A1 Ordinary Shares and A2 Ordinary Shares until the Preferred Ordinary Shareholders receive 5 times the subscription price paid in respect of their Preferred Ordinary Shares and then a pro rata amount with the D Preferred Ordinary Shares, C Preferred Ordinary Shares, B Preferred Ordinary Shares, A1 Ordinary Shares and A2 Ordinary Shares.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

SH02 - continuation page

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

8	Statement of capital (prescribed particulars of rights attached to shares) ¹		
Class of share	A1 Ordinary Shares		
Prescribed particulars	<p>Each A1 Ordinary Share shall, on a poll carry one vote per share and have a right to a dividend. The A1 Ordinary Shares do not carry redemption rights. On a winding up or sale the A1 Ordinary Shareholders will be entitled to receive the arrears (if any) outstanding on their A1 Ordinary Shares parri passu with all other shareholders and behind the Preferred Ordinary Shareholders receiving the subscription price in respect of their Preferred Ordinary Shares and then: (i) a pro rata amount with the D Preferred Ordinary Shares, C Preferred Ordinary Shares, B Preferred Ordinary Shares, Preferred Ordinary Shares, Ordinary Shares and A2 Ordinary Shares until the Preferred Ordinary Shareholders receive 5 times the subscription price paid in respect of their Preferred Ordinary Shares; and then (ii) a pro rata amount with the D Preferred Ordinary Shares, C Preferred Ordinary Shares, B Preferred Ordinary Shares, Ordinary Shares and A2 Ordinary Shares IN EACH CASE only until assets with a value of US\$200,000,000 have been distributed. Once assets with a value of US\$200,000,000 have been distributed, the A1 Ordinary Shares shall not share in any further assets distributed.</p>		<p>1 Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

SH02 - continuation page

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

8	Statement of capital (prescribed particulars of rights attached to shares) ¹	
Class of share	A2 Ordinary Shares	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.
Prescribed particulars	<p>The A2 Ordinary Shares are non-voting and do not have a right to a dividend. The A2 Ordinary Shares do not carry redemption rights. On a winding up or sale the A2 Ordinary Shareholders will be entitled to receive the arrears (if any) outstanding on their A2 Ordinary Shares parri passu with all other shareholders and behind the Preferred Ordinary Shareholders receiving the subscription price in respect of their Preferred Ordinary Shares and then: (i) a pro rata amount with the D Preferred Ordinary Shares, C Preferred Ordinary Shares, B Preferred Ordinary Shares, Preferred Ordinary Shares, Ordinary Shares and A1 Ordinary Shares until the Preferred Ordinary Shareholders receive 5 times the subscription price paid in respect of their Preferred Ordinary Shares; and then (ii) a pro rata amount with the D Preferred Ordinary Shares, C Preferred Ordinary Shares, B Preferred Ordinary Shares, Ordinary Shares and A1 Ordinary Shares IN EACH CASE only after assets with a value of US\$200,000,000 have been distributed. Once assets with a value of US\$200,000,000 have been distributed, the A2 Ordinary Shares shall share in any further assets distributed as set out herein.</p>	

SH02 - continuation page

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



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

Class of share	Preferred Ordinary Shares	
Prescribed particulars	<p>Each Preferred Ordinary Share shall, on a poll carry one vote per share and have a right to a dividend. The Preferred Ordinary Shares do not carry redemption rights. On a winding up or sale the Preferred Ordinary Shareholders will be entitled, in the event that each holder of Preferred Ordinary Shares would not receive a return equal to the subscription price in respect of the Preferred Ordinary Shares held by that holder, to receive an amount equal to one times the subscription price paid for their Preferred Ordinary Shares behind the D Preferred Ordinary Shareholders receiving an amount equal to one times the subscription price paid for their D Preferred Ordinary Shares, the C Preferred Ordinary Shareholders receiving an amount equal to one times the subscription price paid for their C Preferred Ordinary Shares and the B Preferred Ordinary Shareholders receiving an amount equal to one times the subscription price paid for their B Preferred Ordinary Shares and then the Preferred Ordinary Shareholders will be entitled to receive the arrears (if any) outstanding on their Preferred Ordinary Shares <i>pari passu</i> with all other shareholders and then a pro rata amount with the D Preferred Ordinary Shares, C Preferred Ordinary Shares, B Preferred Ordinary Shares, Ordinary Shares, A1 Ordinary Shares and A2 Ordinary Shares until the Preferred Ordinary Shareholders receive 5 times the subscription price paid in respect of their Preferred Ordinary Shares.</p>	<p>¹ Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

SH02 - continuation page

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

8

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

Class of share	B Preferred Ordinary Shares	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.
Prescribed particulars	Each B Preferred Ordinary Share shall, on a poll carry one vote per share and have a right to a dividend. The B Preferred Ordinary Shares do not carry redemption rights. On a winding up or sale the B Preferred Ordinary Shareholders will be entitled, in the event that each holder of B Preferred Ordinary Shares would not receive a return equal to the subscription price in respect of the B Preferred Ordinary Shares held by that holder, to receive an amount equal to one times the subscription price paid for their B Preferred Ordinary Shares behind the C Preferred Ordinary Shareholders receiving an amount equal to one times the subscription price paid for their C Preferred Ordinary Shares and ahead of the Preferred Ordinary Shareholders receiving an amount equal to one times the subscription price paid for their Preferred Ordinary Shares and then, once such payment is made to the Preferred Ordinary Shareholders, the B Preferred Ordinary Shareholders will be entitled to receive the arrears (if any) outstanding on their B Preferred Ordinary Shares parri passu with all other shareholders and then a pro rata amount with the D Preferred Ordinary Shares, C Preferred Ordinary Shares, Preferred Ordinary Shares, Ordinary Shares, A1 Ordinary Shares and A2 Ordinary Shares until the Preferred Ordinary Shareholders receive 5 times the subscription price paid in respect of their Preferred Ordinary Shares and then a pro rata amount with the D Preferred Ordinary Shares, C-Preferred Ordinary Shares, Ordinary Shares, A1 Ordinary Shares and A2 Ordinary Shares.	

SH02 - continuation page

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



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

Class of share	C Preferred Shares	
Prescribed particulars	<p>Each C Preferred Ordinary Share shall, on a poll carry one vote per share and have a right to a dividend. The C Preferred Ordinary Shares do not carry redemption rights. On a winding up or sale the C Preferred Ordinary Shareholders will be entitled, in the event that each holder of C Preferred Ordinary Shares would not receive a return equal to the subscription price in respect of the C Preferred Ordinary Shares held by that holder, to receive an amount equal to one times the subscription price paid for their C Preferred Ordinary Shares behind the D Preferred Ordinary Shareholders receiving an amount equal to one times the subscription price paid for their D Preferred Ordinary Shares and ahead of the B Preferred Ordinary Shareholders receiving an amount equal to one times the subscription price paid for their B Preferred Ordinary Shares and the Preferred Ordinary Shareholders receiving an amount equal to one times the subscription price paid for their Preferred Ordinary Shares then, once such payments are made to the B Preferred Ordinary Shareholders and the Preferred Ordinary Shareholders, the C Preferred Ordinary Shareholders will be entitled to receive the arrears (if any) outstanding on their C Preferred Ordinary Shares parri passu with all other shareholders and then a pro rata amount with the D Preferred Ordinary Shares, B Preferred Ordinary Shares, Preferred Ordinary Shares, Ordinary Shares, A1 Ordinary Shares and A2 Ordinary Shares until the Preferred Ordinary Shareholders receive 5 times the subscription price paid in respect of their Preferred Ordinary Shares and then a pro rata amount with the D Preferred Ordinary Shares, B Preferred Ordinary Shares, Ordinary Shares, A1 Ordinary Shares and A2 Ordinary Shares.</p>	<p>⑧ Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

SH02 - continuation page

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

8	Statement of capital (prescribed particulars of rights attached to shares) ①	
Class of share	D Preferred Ordinary Shares	
Prescribed particulars	<p>Each D Preferred Ordinary Share shall, on a poll carry one vote per share and have a right to a dividend. The D Preferred Ordinary Shares do not carry redemption rights. On a winding up or sale the D Preferred Ordinary Shareholders will be entitled, in the event that each holder of D Preferred Ordinary Shares would not receive a return equal to the subscription price in respect of the D Preferred Ordinary Shares held by that holder, to receive an amount equal to one times the subscription price paid for their D Preferred Ordinary Shares ahead of the C Preferred Ordinary Shareholders receiving an amount equal to one times the subscription price paid for their C Preferred Ordinary Shares, the B Preferred Ordinary Shareholders receiving an amount equal to one times the subscription price paid for their B Preferred Ordinary Shares and the Preferred Ordinary Shareholders receiving an amount equal to one times the subscription price paid for their Preferred Ordinary Shares then, once such payments are made to the C Preferred Ordinary Shareholders, the B Preferred Ordinary Shareholders and the Preferred Ordinary Shareholders, the D Preferred Ordinary Shareholders will be entitled to receive the arrears (if any) outstanding on their D Preferred Ordinary Shares parri passu with all other shareholders and then a pro rata amount with the C Preferred Ordinary Shares, B Preferred Ordinary Shares, Preferred Ordinary Shares, Ordinary Shares, A1 Ordinary Shares and A2 Ordinary Shares until the Preferred Ordinary Shareholders receive 5 times the subscription price paid in respect of their Preferred Ordinary Shares and then a pro rata amount with the C Preferred Ordinary Shares, B Preferred Ordinary Shares, Ordinary Shares, A1 Ordinary Shares and A2 Ordinary Shares.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

SH02

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

8

Statement of capital (prescribed particulars of rights attached to shares)^①

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

SEE CONTINUATION PAGES

Prescribed particulars

①

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

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.

Please use a Statement of capital continuation page if necessary.

9

Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

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.

SH02

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



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 OHS Secretaries Ltd

Address 9th Floor,

107 Cheapside

Post town London

County/Region

Postcode E C 2 V 6 D N

Country

DX

Telephone



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 or email 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