



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 for**
You cannot use this form to give notice of a conversion of shares into stock.
- For further information, please refer to our guidance at www.gov.uk/companieshouse

1Company details

Company number07496756

Company name in fullTurnstone Equityco 1 Limited

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2Date of resolution

Date of resolution16082021

3Consolidation

Please show the amendments to each class of share.

	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4Sub-division

Please show the amendments to each class of share.

	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
A1 Ordinary Shares	1,681,763	£0.01	168,176,300	£0.0001
A2 Ordinary Shares	18,236	£0.04	7,294,400	£0.0001
See continuation page 1				

5Redemption

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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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.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

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

Currency table A

	See continuation page 2			
Totals				

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
379,749,680	£37,974.968	£0

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)^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 .	<div>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.</div>
Class of share	A1 Ordinary Shares	
Prescribed particulars ^①	Please see continuation page 3	
Class of share	A2 Ordinary Shares	
Prescribed particulars ^①	Please see continuation page 4	
Class of share	B Ordinary Shares	
Prescribed particulars ^①	<div>Please see continuation page 5</div> <div>For E1 Ordinary Shares please see continuation page 6, and E2 Ordinary Shares continuation page 7.</div>	


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Signature

	I am signing this form on behalf of the company.	<div>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.</div>
Signature	<div>Signature</div> <div><div>X</div><div><div>DocuSigned by:</div><div>STEPHEN ROSEBY</div><div>84DDB44B81C0408...</div></div><div>X</div></div>	
	<div>This form may be signed by:</div> <div>Director^②, Secretary, Person authorised^③, Administrator , Administrative Receiver, Receiver, Receiver manager, CIC manager.</div>	

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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

Stephanie McAnally

Company name

Slaughter and May

Address

One Bunhill Row

Post town

London

County/Region

Postcode

E

C

1

Y

8

Y


Y

Country

DX

Telephone

07770 325 122



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

This form has been provided free of charge by Companies House.

06/16 Version 5.0

In accordance with
Section 619, 621 & 689
of the Companies Act
2006.

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Sub-division

Please show the amendments to each class of share.

	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
B Ordinary Shares	300,000	£0.04	120,000,000	£0.0001
E1 Ordinary Shares	82,559	£0.10	82,559,000	£0.0001
E2 Ordinary Shares	171,998	£0.001	1,719,980	£0.0001

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

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8 Statement of capital (prescribed particulars of rights attached to shares) ^①		
Class of share	A1 Ordinary Shares	
Prescribed particulars	<p>A1 Ordinary Shareholders shall be entitled to receive notice of, attend and speak at and vote at general meetings of the Company.</p> <p>A1 Ordinary Shareholders have the right to receive dividends only in accordance with Shareholders' respective rights on a return of capital provided for in the Articles of Association.</p> <p>A1 Ordinary Shareholders have the right to participate in the capital of the company. On a return of assets on a Liquidation, reduction of capital or otherwise (other than on a redemption or purchase of Shares), the assets of the Company available for distribution among the Shareholders (excluding any assets of the Company that are received by it in respect of its holding of Midco E Ordinary Shares), after payment of the Company's liabilities and all payments to be made in priority, shall be applied to the holders of Ordinary Shares (excluding E Ordinary Shares) pro rata to their holdings of Ordinary Shares (excluding E Ordinary Shares).</p> <p>A1 Ordinary Shares are not redeemable.</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); andd. 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>

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8 Statement of capital (prescribed particulars of rights attached to shares)①		
Class of share	A2 Ordinary Shares	
Prescribed particulars	<p>A2 Ordinary Shareholders shall be entitled to receive notice of, attend and speak at and vote at general meetings of the Company.</p> <p>A2 Ordinary Shareholders have the right to receive dividends only in accordance with Shareholders' respective rights on a return of capital provided for in the Articles of Association.</p> <p>A2 Ordinary Shareholders have the right to participate in the capital of the company. On a return of assets on a Liquidation, reduction of capital or otherwise (other than on a redemption or purchase of Shares), the assets of the Company available for distribution among the Shareholders (excluding any assets of the Company that are received by it in respect of its holding of Midco E Ordinary Shares), after payment of the Company's liabilities and all payments to be made in priority, shall be applied to the holders of Ordinary Shares (excluding E Ordinary Shares) pro rata to their holdings of Ordinary Shares (excluding E Ordinary Shares).</p> <p>A2 Ordinary Shares are not redeemable.</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); andd. 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>

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8 Statement of capital (prescribed particulars of rights attached to shares) ^①		
Class of share	B Ordinary Shares	
Prescribed particulars	<p>B Ordinary Shareholders shall be entitled to receive notice of, attend and speak at and vote at general meetings of the Company.</p> <p>B Ordinary Shareholders have the right to receive dividends only in accordance with Shareholders' respective rights on a return of capital provided for in the Articles of Association.</p> <p>B Ordinary Shareholders have the right to participate in the capital of the company. On a return of assets on a Liquidation, reduction of capital or otherwise (other than on a redemption or purchase of Shares), the assets of the Company available for distribution among the Shareholders (excluding any assets of the Company that are received by it in respect of its holding of Midco E Ordinary Shares), after payment of the Company's liabilities and all payments to be made in priority, shall be applied to the holders of Ordinary Shares (excluding E Ordinary Shares) pro rata to their holdings of Ordinary Shares (excluding E Ordinary Shares).</p> <p>B Ordinary Shares are not redeemable.</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); andd. 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>

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8 'Statement of capital (prescribed particulars of rights attached to shares)¹		
Class of share	E1 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>E1 Ordinary Shareholders shall be entitled to receive notice of, attend and speak at and vote at general meetings of the Company. The holders of E1 Ordinary Shares, who (being an individual) are present in person or by proxy or (being a corporation) are present by a duly authorised representative or by proxy, shall have such number of votes as entitles each holder of E1 Ordinary Shares (taken together with its Related Holders) to exercise five (5) per cent, of the votes on any written resolution or resolution to be passed at a general meeting of the Company.</p> <p>E1 Ordinary Shareholders have the right to receive dividends only in accordance with Shareholders' respective rights on a return of capital provided for in the Articles of Association.</p> <p>E1 Ordinary Shareholders have the right to participate in the capital of the company. On any return of assets on a Liquidation, reduction of capital or otherwise (other than on a redemption or purchase of Shares), any assets of the Company that are received by it in respect of its holding of Midco E Ordinary Shares (whether by way of distribution, return of capital, consideration for transfer or otherwise) from time to time and that are available for distribution shall, after payment of the Company's liabilities and all payments to be made in priority, be paid to the holders of E Ordinary Shares only, pro rata to their holding of E Ordinary Shares.</p> <p>E1 Ordinary Shares are not redeemable.</p>	

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8 'Statement of capital (prescribed particulars of rights attached to shares)'		
Class of share	E2 Ordinary Shares	
Prescribed particulars	<p>E2 Ordinary Shareholders shall not be entitled to receive notice of, attend, speak at or vote at general meetings of the Company.</p> <p>E2 Ordinary Shareholders have the right to receive dividends only in accordance with Shareholders' respective rights on a return of capital provided for in the Articles of Association.</p> <p>E2 Ordinary Shareholders have the right to participate in the capital of the company. On any return of assets on a Liquidation, reduction of capital or otherwise (other than on a redemption or purchase of Shares), any assets of the Company that are received by it in respect of its holding of Midco E Ordinary Shares (whether by way of distribution, return of capital, consideration for transfer or otherwise) from time to time and that are available for distribution shall, after payment of the Company's liabilities and all payments to be made in priority, be paid to the holders of E Ordinary Shares only, pro rata to their holding of E Ordinary Shares.</p> <p>E2 Ordinary Shares are not redeemable.</p>	<p>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); andd. 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>