

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](http://www.gov.uk/companieshouse)

1Company details

Company number

0759922

Company name in full

STR Group 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 resolution

1412021

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
Ordinary Shares	7,969,500,000.00	0.00002	1,593,900.00	0.10
A Ordinary Shares	350,000,000.00	0.00002	70,000.00	0.10
Growth Shares	2,030,500,000.00	0.00002	406,100.00	0.10

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

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

	Ordinary Shares	1,593,900.00	159,390.00	
	A Ordinary Shares	70,000.00	7,000.00	
	Growth Shares	406,100.00	40,610.00	
Totals		2,070,000.00	207,000.00	NIL

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
2,070,000.00	207,000.00	NIL

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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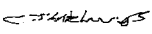
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Statement of capital (prescribed particulars of rights attached to shares)<sup>①</sup>

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in <b>Section 7</b> .	<div><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.  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	Ordinary Shares	
Prescribed particulars <sup>①</sup>	<p>Voting: on a show of hands, every holder of an ordinary share, shall have one vote in respect of all Voting Shares held by him; on a poll, every holder of an ordinary share, shall have one vote for each Voting Share of which he is the holder.</p> <p>Dividends: to the extent there are profits available, ordinary shareholders shall receive a dividend pro rataed to the number of shares held by them. (see cont'd)</p>	
Class of share	A Ordinary Shares	
Prescribed particulars <sup>①</sup>	<p>Voting: on a show of hands, every holder of an A ordinary share, shall have one vote in respect of all Voting Shares held by him; on a poll, every holder of an ordinary share, shall have one vote for each Voting Share of which he is the holder.</p> <p>Dividends: to the extent there are profits available, A ordinary shareholders shall receive a dividend pro rataed to the number of shares held by them. (see cont'd)</p>	
Class of share	Growth Shares	
Prescribed particulars <sup>①</sup>	<p>Voting: Growth Shares shall not entitle the holders of them to receive notice of, to attend, to speak or to vote at any general meeting of the Company nor to receive or vote on, or otherwise constitute the shareholder an eligible member for the purposes of, proposed written resolutions of the Company.</p> <p>Dividends: Growth shareholders are not entitled to dividends. (see cont'd)</p>	

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Signature

	I am signing this form on behalf of the company.	
Signature	<div><div>Signature</div><div><div>X</div><div><div>DocuSigned by:</div><div></div></div></div><div>B31F90F83CC14E4...</div></div> <div>This form may be signed by: Director<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, Administrator , Administrative Receiver, Receiver, Receiver manager, CIC manager.</div>	<div><b>② Societas Europaea</b> 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.</div> <div><b>③ Person authorised</b> Under either section 270 or 274 of the Companies Act 2006.</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	Bird & Bird LLP
Company name	Bird & Bird LLP
Address	12 New Fetter Lane
Post town	
County/Region	London
Postcode	E C 4 A 1 J P
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](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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## Statement of capital

**Complete a separate table for each currency.**

06/16 Version 5.0

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

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Notice of consolidation, sub-division, redemption of shares or  
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8 'Statement of capital (prescribed particulars of rights attached to shares)'		
Class of share	Ordinary Shares	
Prescribed particulars	<p>Return of Capital: after payment of all other debts and liabilities, ordinary shareholders will be credited in first priority, with an amount equal to all arrears and accruals of unpaid dividends on the Ordinary Shares whether earned or declared or not.</p> <p>The balance of the surplus assets and retained profits (if any) shall be distributed among the holders of Ordinary Shares, A Shares and Growth Shares pro rata based on such shareholders' respective holdings as if such shares constituted one and the same class SAVE THAT:</p> <p>a) no holder of Growth Shares shall be entitled to share in any distribution prior to the holders of Ordinary Shares and A Shares (pro rata based on such shareholders' respective holdings as if such shares constituted one and the same class) having received an amount equal to the Hurdle Amount applicable to that Growth Share and thereafter that Growth Share shall participate pari passu with the A Shares and Ordinary Shares (and any Growth Shares with a lower Hurdle Amount) in any distributions in excess of the Hurdle Amount.</p> <p>Other Rights:</p> <p>The provisions of sections 561(1) and 562(1) to (5) of the 2006 Act shall continue to apply to the allotment and issue of Ordinary Shares and A Shares and operate in favour of the holders thereof unless particular Ordinary Shares or A Shares have been allotted and issued by the Board from time to time (at its sole discretion) on terms that such rights of pre-emption will not apply in connection with the holding of such shares. Ordinary Shares and A Shares may be allotted and issued by the Board from time to time (at its sole discretion) on terms that the holders of such Ordinary Shares or A Shares (in connection to those particular Ordinary Shares or A Shares) have no rights to participate as a "Purchaser" in a pre-emptive offer on the transfer of Ordinary Shares or A Shares in accordance with Article 24.</p>	<p><b>Prescribed particulars of rights attached to shares</b></p> <p>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>

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

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

Class of share	A Ordinary Shares	
Prescribed particulars	<p>Return of Capital: after payment of all other debts and liabilities and, the balance of the surplus assets and retained profits (if any) shall be distributed among the holders of Ordinary Shares, A Shares and Growth Shares pro rata based on such shareholders' respective holdings as if such shares constituted one and the same class SAVE THAT:</p> <p>(a) no holder of Growth Shares shall be entitled to share in any distribution prior to the holders of Ordinary Shares and A Shares (pro rata based on such shareholders' respective holdings as if such shares constituted one and the same class) having received an amount equal to the Hurdle Amount applicable to that Growth Share and thereafter that Growth Share shall participate pari passu with the A Shares and Ordinary Shares (and any Growth Shares with a lower Hurdle Amount) in any distributions in excess of the Hurdle Amount.</p> <p>Other Rights: The provisions of sections 561(1) and 562(1) to (5) of the 2006 Act shall continue to apply to the allotment and issue of Ordinary Shares and A Shares and operate in favour of the holders thereof unless particular Ordinary Shares or A Shares have been allotted and issued by the Board from time to time (at its sole discretion) on terms that such rights of pre-emption will not apply in connection with the holding of such shares. Ordinary Shares and A Shares may be allotted and issued by the Board from time to time (at its sole discretion) on terms that the holders of such Ordinary Shares or A Shares (in connection to those particular Ordinary Shares or A Shares) have no rights to participate as a "Purchaser" in a pre-emptive offer on the transfer of Ordinary Shares or A Shares in accordance with Article 24.</p>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ol> <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	Growth Shares	<div>① Prescribed particulars of rights attached to shares</div> <div>The particulars are:</div> <div><div>a. particulars of any voting rights, including rights that arise only in certain circumstances;</div><div>b. particulars of any rights, as respects dividends, to participate in a distribution;</div><div>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</div><div>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</div></div> <div>A separate table must be used for each class of share.</div>
Prescribed particulars	<div>Return of Capital: no holder of Growth Shares shall be entitled to share in any distribution prior to the holders of Ordinary Shares and A Shares (pro rata based on such shareholders' respective holdings as if such shares constituted one and the same class) having received an amount equal to the Hurdle Amount applicable to that Growth Share and thereafter that Growth Share shall participate pari passu with the A Shares and Ordinary Shares (and any Growth Shares with a lower Hurdle Amount) in any distributions in excess of the Hurdle Amount.</div>	