

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.

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A09 *A68YHPPC* #165
20/06/2017
COMPANIES HOUSE
A09 *A67OF93S* #428
01/06/2017
COMPANIES HOUSE

1 Company details

Company number 0 7 8 1 7 6 9 5

Company name in full Ruspetro 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 ^d2 ^d6 ^m0 ^m5 ^y2 ^y0 ^y1 ^y7

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	870,112,016	£0.10	870,112,016	£0.001
deferred	0		86,141,089,584	£0.001

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

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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	ordinary	870,112,016	£870,112.02	
	deferred	86,141,089,584	£86,141,089.58	
Totals		87,011,201,600	£87,011,201.60	N/A

Currency table B

Totals		0	0	

Currency table C

Totals		0	0	

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
87,011,201,600	£87,011,201.60	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.

Class of share

ordinary

Prescribed particulars
①

Ordinary shares issued are to be fully paid up, are not redeemable and rank equally in terms of each of:

1. Rights to take part in all approved dividend distributions
2. Voting rights – each share being entitled to one vote
3. Rights to participate in any distribution of capital on winding up of the company.
4. Existing shareholders' rights of pre-emption do not apply to any allotment of ordinary shares

Class of share

deferred

Prescribed particulars
①

The rights and restrictions attached to the deferred shares of £0.001 each in the capital of the Company (the "Deferred Shares") are as follows:
(a) notwithstanding any other provisions of these Articles, a Deferred Share:
(i) does not entitle its holder to receive any dividend or other distribution (except upon a return of capital as set out in Article 35A (a)(iv)); CONTINUED BELOW AND ON THE ATTACHED SHEET

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.


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Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X
COMPANY SECRETARY

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.

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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 **Dominic Manley**

Company name **Ruspetro Limited**

Address **International House,**

24 Holborn Viaduct

City of London

Post town **London**

County/Region

Postcode **E C 1 A 2 B N**

Country **UK**

DX

Telephone **07540460872**



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

Statement of capital

Complete a separate table for each currency.

Totals

SH02 - continuation page

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

Class of share		
Prescribed particulars	<p>(ii) does not entitle its holder to receive a share certificate in respect of the relevant shareholding;</p> <p>(iii) does not entitle its holder to receive notice of, nor to attend, speak or vote at, any general meeting of the Company;</p> <p>(iv) entitles its holder on a return of capital on a winding up of the Company (but not otherwise) only to the repayment of the amount paid up or credited as paid up on that share and only after payment of the amounts entitled to be paid to holders of every other class of share in the share capital of the Company and the further payment of £10,000,000 on each such ordinary share of nominal value £0.001 (and adjusted accordingly in the event of any consolidation or subdivision thereof) (and after any payment on any other class of share ranking prior to or pari passu with such payment on each such ordinary share);</p> <p>(v) does not entitle its holder to any further or other participation in the capital, profits or assets of the Company; and</p> <p>(vi) shall not be capable of transfer at any time other than with the prior written consent of the Directors:</p> <p>(b) the Company may at its option and is irrevocably authorised at any time after the creation of the Deferred Shares to:</p> <p>(i) appoint any person to act on behalf of any or all holder(s) of a Deferred Share(s), without obtaining the sanction of the holder(s), to transfer any or all of such shares held by such holder(s) for nil consideration to any person appointed by the Directors and to execute for and on behalf of such holder(s) such documents as are necessary or desirable in connection with such transfer;</p> <p>(ii) without obtaining the sanction of the holder(s), but subject to the Act:</p> <p>(A) purchase any or all of the Deferred Shares then in issue and to appoint any person to act on behalf of all holders of Deferred Shares to transfer and to execute a contract of sale and a transfer of all the Deferred Shares to the Company for an aggregate consideration of £1.00 payable to one of the holders of Deferred Shares to be selected by lot (who shall not be required to account to the holders of the other Deferred Shares in respect of such consideration); and</p> <p>(B) cancel any Deferred Share without making any payment to the holder;</p> <p>(c) any offer by the Company to purchase the Deferred Shares may be made by the Directors depositing at the registered office of the Company a notice addressed to such person as the Directors shall have nominated on behalf of all holders of the Deferred Shares; and</p> <p>(d) The rights attaching to the Deferred Shares shall not be, or be deemed to be, varied, abrogated or altered by:</p> <p>(i) the creation or issue of any shares ranking in priority to, or pari passu with, the Deferred Shares;</p> <p>(ii) any amendment or variation of the rights of any other class of shares of the Company;</p> <p>(iii) the Company reducing its share capital or share premium account;</p> <p>(iv) the cancellation of any Deferred Share without any payment to the holder thereof; or</p> <p>Prescribed particulars of deferred shares continued on the attached sheet.</p>	<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

PREScribed PARTICULARS OF DEFERRED SHARES

The rights and restrictions attached to the deferred shares of £0.001 each in the capital of the Company (the “Deferred Shares”) are as follows:

- (a) notwithstanding any other provisions of these Articles, a Deferred Share:
 - (i) does not entitle its holder to receive any dividend or other distribution (except upon a return of capital as set out in Article 35A(a)(iv));
 - (ii) does not entitle its holder to receive a share certificate in respect of the relevant shareholding;
 - (iii) does not entitle its holder to receive notice of, nor to attend, speak or vote at, any general meeting of the Company;
 - (iv) entitles its holder on a return of capital on a winding up of the Company (but not otherwise) only to the repayment of the amount paid up or credited as paid up on that share and only after payment of the amounts entitled to be paid to holders of every other class of share in the share capital of the Company and the further payment of £10,000,000 on each such ordinary share of nominal value £0.001 (and adjusted accordingly in the event of any consolidation or subdivision thereof) (and after any payment on any other class of share ranking prior to or *pari passu* with such payment on each such ordinary share);
 - (v) does not entitle its holder to any further or other participation in the capital, profits or assets of the Company; and
 - (vi) shall not be capable of transfer at any time other than with the prior written consent of the Directors:
- (b) the Company may at its option and is irrevocably authorised at any time after the creation of the Deferred Shares to:
 - (i) appoint any person to act on behalf of any or all holder(s) of a Deferred Share(s), without obtaining the sanction of the holder(s), to transfer any or all of such shares held by such holder(s) for nil consideration to any person appointed by the Directors and to execute for and on behalf of such holder(s) such documents as are necessary or desirable in connection with such transfer;
 - (ii) without obtaining the sanction of the holder(s), but subject to the Act:
 - (A) purchase any or all of the Deferred Shares then in issue and to appoint any person to act on behalf of all holders of Deferred Shares to transfer and to execute a contract of sale and a transfer of all the Deferred Shares to the Company for an aggregate consideration of £1.00 payable to one of the holders of Deferred Shares to be selected by lot (who shall not be required to account to the holders of the other Deferred Shares in respect of such consideration); and

(B) cancel any Deferred Share without making any payment to the holder;

- (c) any offer by the Company to purchase the Deferred Shares may be made by the Directors depositing at the registered office of the Company a notice addressed to such person as the Directors shall have nominated on behalf of all holders of the Deferred Shares; and
- (d) The rights attaching to the Deferred Shares shall not be, or be deemed to be, varied, abrogated or altered by:
 - (i) the creation or issue of any shares ranking in priority to, or *pari passu* with, the Deferred Shares;
 - (ii) any amendment or variation of the rights of any other class of shares of the Company;
 - (iii) the Company reducing its share capital or share premium account;
 - (iv) the cancellation of any Deferred Share without any payment to the holder thereof; or
 - (v) the redemption or purchase of any share, whether a Deferred Share or otherwise,

the passing by the members of the Company or any class of members of any resolution, whether in connection with any of the foregoing or for any other purpose, and accordingly no consent thereto or sanction thereof by the holders of the Deferred Shares, or any of them, shall be required.