



SH02

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



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

1

Company details

Company number

0

7

8

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1

Company name in full

BIG SOFA TECHNOLOGIES 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

d

2

d

3

m

0

m

8

y

2

y

0

y

2

y

2

3

Consolidation

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

4

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
ORDINARY	243363191	0.03	243363191	0.001
DEFERRED			243363191	0.029

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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

7

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'.

Continuation page
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
£	ORDINARY	243363191	243363.191	
£	DEFERRED	243363191	7057532.539	
Totals		486726382	7300895.73	
Totals				
Totals				
Totals				
Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.		Total number of shares	Total aggregate nominal value ¹	Total aggregate amount unpaid ^{1 2}
Grand total		486726382	7300895.73	0

¹ Show different currencies separately. For example: £100 + €100 + \$10

² **Total aggregate amount unpaid**
Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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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><div>1 Prescribed particulars of rights attached to shares</div><div>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></div>
Class of share	ORDINARY SHARES	
Prescribed particulars ¹	THE RIGHT TO RECEIVE NOTICE OF, ATTEND AND VOTE AT MEETINGS THE RIGHT TO RECEIVE DIVIDENDS AND DISTRIBUTIONS THE RIGHT TO RECEIVE REPAYMENT OF CAPITAL ON THE WINDING UP OF THE COMPANY THE SHARES ARE NON REDEEMABLE	
Class of share	DEFERRED SHARES	
Prescribed particulars ¹	SEE CONTINUATION PAGE	
Class of share		
Prescribed particulars ¹		

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Signature

	I am signing this form on behalf of the company.	<div><div>2 Societas Europaea</div><div>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</div><div>Under either section 270 or 274 of the Companies Act 2006.</div></div>
Signature	<div><div>Signature</div><div><div>X</div><div><div>DocuSigned by: Sam Curtis 32C07C4623854CA...</div></div><div>X</div></div></div> <div>This form may be signed by: Director ², Secretary, Person authorised ³, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</div>	

SH02 - continuation page

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

Class of share	DEFERRED SHARES	
Prescribed particulars	<p>The Deferred Shares shall rank pari passu together as one class and shall have the rights and are subject to the restrictoins set out below, namely:-</p> <ol style="list-style-type: none"> 1. the Deferred Shares have no right to participate in or receive any dividends declared, made or paid by the Company; 2. the Deferred Shares have no right to receive notice of or attend or vote at any general or class meeting (other than a class meeting of the Deferred Shares) of the Company; 3. the Deferred Shares are not transferable, save in accordance with Article 6 below and no share certificates for the Deferred Shares will be issued to holders of the Deferred Shares; 4. on a return of assets in a winding up the Deferred Shares shall rank pari passu with the Shares; 5. the Company may at its option at any time purchase all or any of the Deferred Shares then in issue at a price not exceeding one pound (£1.00) for all the Deferred Shares purchased; 6. the Directors have irrevocable authority at any time to appoint any person to execute on behalf of the holders of the Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof, to such person as the Directors may determine as custodian thereof and to cancel and/or purchase the Deferred Shares (in accordance with the provisions of statute) without making any payment to or obtaining the sanction of the holders thereof and, pending the transfer and/or cancellation and/or purchase of the same, to retain the certificate for such shares, <p>but so that none of the rights or restrictions attached to such Deferred Shares shall be or be deemed to be varied or abrogated in any way by the passing or coming into effect of any resolution of the Company to reduce its share capital and/or reduce or cancel (as the case may be) its share premium account (including a resolution to reduce the capital paid up on, and to cancel, such Deferred Shares.</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol 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>

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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

Company name

BPE Solicitors LLP

Address

St James House

St James Square

Cheltenham

Post town

Gloucestershire

County/Region

Postcode

G

L

5

0

3

P

R

Country

DX

DX 141660 Cheltenham 11

Telephone

01242 224433



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.

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