In accordance with Section 644 & 649 of the Companies Act 2006.

SH19

Statement of capital for reduction supported by solvency statement or court order

Diligent Entities

A fee is payable with this form.
Please see 'How to pay' on the last page.

What this form is for
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.

What this form is NOT for
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited.

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number: 0 8 0 4 7 9 9 9

Company name in full: Notemachine Group Holdings Limited

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

All fields are mandatory unless specified or indicated by *

2 Share capital

Complete the table(s) below to show the issued share capital as reduced by the resolution.

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
Currency table A				
GBP	Ordinary	1	1.00	
GBP	Preference	36,500,000	36,500,000	
	Totals	36,500,001	36,500,001	0.00
Currency table B				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	36,500,001	36,500,001	0.00

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

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3 Prescribed particulars of rights attached to shares

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 2**.

Class of share	Ordinary
Prescribed particulars ❶	The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights following payment to the holders of the preference shares and; they do not confer any rights of redemption.
Class of share	Preference
Prescribed particulars ❶	Please see attached schedule
Class of share	
Prescribed particulars ❶	

❶ **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.

4 Signature

I am signing this form on behalf of the company.

Signature

Signature
X DocuSigned by: Philip Bowcock 0677F6812E5945F... X

This form may be signed by:
Director❷, Secretary, Person authorised❸, CIC manager.

❷ **Societas Europaea.**
If this form is being field on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership.

❸ **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

Company name Taylor Wessing LLP

Address 5 New Street Square

Post town London

County/Region

Postcode E C 4 A 3 T W

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 completed the relevant sections of the statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record.

How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House.'

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

In accordance with Section 644 & 649 of the Companies Act 2006.

SH19 - Continuation page

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3 Prescribed particulars of rights attached to shares

Class of share	Preference
Prescribed particulars ❶	Each preference share shall confer the right to a fixed cumulative cash preferential dividend at an annual rate of 15% of the subscription price, the "Preference Dividend". Each preference share shall also carry, the right to receive a cash preferential dividend equal to its pro-rata share, the "Special Dividend". Other than the Preference Dividend and the Special Dividend, they have no further right to distributions. On a return of capital (other than conversion, redemption or purchase of shares) or a distribution of assets on liquidation, the assets of the company available for distribution shall first be applied in paying holders of the preference shares in priority to any other class of share, an amount per share equal to the arrears of the Preference Dividend, second in paying an amount per share held equal to arrears of the Special Dividend and third in paying the amount paid up as to nominal value and share premium on the preference shares amount paid up as to nominal value and share premium on the Preference Shares and not previously repaid together with an amount equal to the Redemption Premium on the Preference Shares and not previously repaid (provided that if such assets are insufficient to pay all such amounts in full, such assets shall be distributed to the Preference Shareholders pro rata to their respective holdings of Preference Shares); They confer the right to receive notice of and attend general meetings but carry no voting rights. The shares can be redeemed.

❶ 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.