

# 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 stock  
into stock.

SATURDAY



A27 \*A610JQH7\* 28/10/2017 #186  
COMPANIES HOUSE

### 1 Company details

Company number 08212827  
Company name in full P2G.COM WORLDWIDE 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 <sup>d</sup>1 <sup>d</sup>2 <sup>m</sup>0 <sup>m</sup>4 <sup>y</sup>2 <sup>y</sup>0 <sup>y</sup>1 <sup>y</sup>7

### 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

### 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
PREFERENCE	1618387	1

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**6 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.

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 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**

£	ORDINARY A	87417	874.17	
£	ORDINARY B	5315	106.3	
£	ORDINARY C	2092	62.76	
<b>Totals</b>		94824	1043.23	

**Currency table B**

<b>Totals</b>				

**Currency table C**

<b>Totals</b>				

**Totals (including continuation pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
1713212	1619431.20	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)<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 Section 7.

Class of share

ORDINARY A

Prescribed particulars  
①

Full voting rights one vote per share (1) Right to attend and vote at general meetings of the Company (2) Right to dividend equally with B and C shares (3) Ranks equally with the B shareholders to participate in any further capital distribution, including on winding up (4) Not redeemable or liable to be redeemed.

Class of share

ORDINARY B

Prescribed particulars  
①

Full voting rights one vote per share (1) Right to attend and vote at general meetings of the Company (2) For as long as the holder of all of the B shares is Janet Sixsmith and the loan notes remain outstanding the B shares shall together carry not less than 5% of the voting rights of the Company exercisable at all general meeting of the Company (3) Ranks equally with the A shareholders to participate in any further capital distribution, including on winding up (4) Not redeemable or liable to be redeemed.

Class of share

ORDINARY C

Prescribed particulars  
①

Full voting rights one vote per share (1) Right to attend and vote at general meetings of the Company (2) No right to dividends (3) Ranks equally with A and B shareholders in respect of a capital distribution equal to the subscription price. Any further capital distribution on a winding up must then exceed the C Shares Hurdle (as defined in the Articles) before any further capital distribution can be made to the C Shareholders (4) Not redeemable or liable to be redeemed.

#### ① Prescribed particulars of rights attached to shares

The particulars are:

- 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.

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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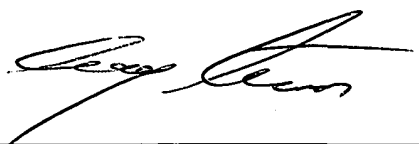
### Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, 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 Daniel Finn

Company name Brabners LLP

Address 55 King Street

Post town Manchester

County/Region

Postcode M 2 4 L Q

Country United Kingdom

DX

Telephone 0161 836 8871



### 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)

## Statement of capital

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

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SH02 - continuation page  
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8 'Statement of capital (prescribed particulars of rights attached to shares)'		
Class of share	PREFERENCE	
Prescribed particulars	(1) NO RIGHT TO ATTEND OR VOTE AT GENERAL MEETINGS OF THE COMPANY (2) NO RIGHT TO DIVIDENDS (3) PRIORITY ON CAPITAL DISTRIBUTION RIGHTS UP TO THE AMOUNT OF THE SUBSCRIPTION PRICE PAID IN RESPECT OF EACH PREFERENCE SHARE, AS SET OUT IN THE COMPANY'S ARTICLES OF ASSOCIATION (4) REDEEMABLE AT THE DISCRETION OF THE COMPANY	<p><b>Prescribed particulars of rights attached to shares</b> 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>