

SH02

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

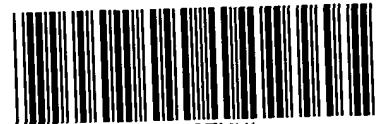


Companies House

☒ **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 share
stock.

THURSDAY



A4KIQTMH
A13 19/11/2015 #80

COMPANIES HOUSE

A4JVDLD
A18 05/11/2015 #379

COMPANIES HOUSE

1 Company details	
Company number	0 8 2 1 2 8 2 7
Company name in full	P2G.COM WORLDWIDE LIMITED
<p>Filling in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *</p>	

2 Date of resolution	
Date of resolution	d 1 d 2 m 1 m 0 y 2 y 0 y 1 y 5

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

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	1,618,388	£1

SH02

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

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

Statment of capital

Section 7 (also **Section 8** and **Section 9** if appropriate) should reflect the company's issued capital following the changes made in this form.

7 Statement of capital (Share capital in pound sterling (£))				
Please complete the table below to show each share classes held in pound sterling. If all your issued capital is in sterling, only complete Section 7 and then go to Section 10 .				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ₤	Amount (if any) unpaid on each share ₤	Number of shares ₤	Aggregate nominal value ₤
Ordinary A	0.01	0.00	87,419	£ 874.17
Ordinary B	0.02	0.00	5,315	£ 106.30
Ordinary C	0.03	0.00	2,092	£ 62.76
Preference	1.00	0.00	3,236,775	£ 3,236,775
Totals			3,331,601	£ 3,237,818.23

8 Statement of capital (Share capital in other currencies)				
Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.				
Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ₤	Amount (if any) unpaid on each share ₤	Number of shares ₤	Aggregate nominal value
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ₤	Amount (if any) unpaid on each share ₤	Number of shares ₤	Aggregate nominal value
Totals				

₤ Including both the nominal value and any share premium.

₤ Number of shares issued multiplied by nominal value of each share.

₤ Total number of issued shares in this class.

Continuation pages

Please use a Statement of Capital continuation page if necessary.

SH02

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

9

Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital.	① Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares		
Total aggregate nominal value ①		

10


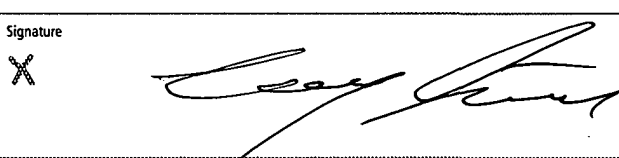
Statement of capital (Prescribed particulars of rights attached to shares) ②

	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 7 and Section 8 .	② 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 and any terms or conditions relating to redemption of these shares. A separate table must be used for each class of share. Please use a Statement of capital continuation page if necessary.
Class of share	A Ordinary	
Prescribed particulars	(1) Right to attend and vote at general meetings of the company. (2) Right to dividend equally with B and C Shares. (3) Ranks behind the preference shares in respect of a capital distribution which does not exceed the subscription price of the preference shares, but 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	B Ordinary	
Prescribed particulars	(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 meetings of the company. (3) Ranks behind the preference shares in respect of a capital distribution which does not exceed the subscription price of the preference shares, but 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	C Ordinary	
Prescribed particulars	(1) Right to attend and vote at general meetings of the company. (2) No right to dividends. (3) Ranks behind the preference shares but 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.	

SH02

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

Class of share		<p>Prescribed particulars of rights attached to shares The particulars are:</p> <ul 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 and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p> <p>Please use a Statement of capital continuation page if necessary.</p>
Prescribed particulars		
Class of share		
Prescribed particulars		

		Signature I am signing this form on behalf of the company.	<p>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.</p> <p>Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	Signature 	This form may be signed by: Director, Secretary, Person authorised, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.	

SH02 - continuation page

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

10	Statement of capital (Prescribed particulars of rights attached to shares) ①	
Class of share	Preference Shares	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul 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 and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>(1) No right to attend or vote at general meetings of the company.</p> <p>(2) No right to dividends.</p> <p>(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.</p> <p>(4) Redeemable at the discretion of the company.</p>	

SH02

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



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 **Charlotte Round**

Company name **Brabners LLP**

Address **55 King Street**

Post town **Manchester**

County/Region

Postcode **M 2 4 L Q**

Country **UK**

DX **14431 Manchester 1**

Telephone **0161 836 8944**



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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk