

**Don't
staple this form**

SH02

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

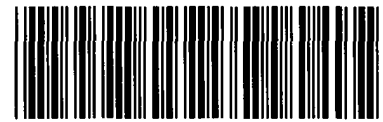


Companies House

☒ **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
notice of a conversion of shares
into stock.

FRIDAY



A26 *A7KBOZKQ* #300
07/12/2018
COMPANIES HOUSE

1 Company details

Company number 0 8 4 7 8 2 3 8

Company name in full WELLESLEY GROUP INVESTORS 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 0 5 1 2 2 0 1 8

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
CONVERTIBLE PREFERRED	2,000,000	£1	20,000	£100

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

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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.

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	2,341,520	£2,341,520	
£	PREFERENCE	2,525,000	£252,500	
£	CONVERTIBLE PREFERRED	20,000	£2,000,000	
Totals		4,886,520	£4,579,762	Nil

Currency table B

£	GROWTH	20,551	£2,055.10	
Totals		20,551	£2,055.10	Nil

Currency table C

Totals				


Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
4,907,071	£4,596,075.10	Nil

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

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8	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	Full voting rights. Non-redeemable. Dividend rights: subordinated to preference shares and convertible preferred shares up to a fixed preference; otherwise <i>pari passu</i> with B ordinary shares. Rights on liquidation: subordinated to preference shares and convertible preferred shares up to a fixed preference; otherwise <i>pari passu</i> with B ordinary shares and senior to growth shares (above the hurdle value) and thereafter <i>pari passu</i> and otherwise carry the rights set out in the articles of association.	
Class of share	GROWTH	
Prescribed particulars ①	No rights with regard to voting or dividends. Non-redeemable. Subordinated to preference shares, convertible preferred shares, B ordinary shares and ordinary shares (above the hurdle value) and then ranking <i>pari passu</i> with ordinary shares and B ordinary shares on a liquidation or other distribution and otherwise carry the rights set out in the articles of association.	
Class of share	CONVERTIBLE PREFERRED	
Prescribed particulars ①	<p>Non voting convertible preference shares. Dividend rights: fixed cumulative cash preferential dividend at an annual rate of 8% accruing daily payable <i>pari passu</i> with the preference shares and in priority to dividends on ordinary shares and B ordinary shares. Rights on a liquidation: Right to the original subscription price and accrued dividends <i>pari passu</i> with the preference share rights and in priority to the holders of ordinary shares, B ordinary shares and growth shares.</p> <p>SEE CONTINUATION SHEET</p>	
9	Signature	
	I am signing this form on behalf of the company.	
Signature	<p>Signature</p> <p>X  X</p>	
	<p>This form may be signed by: Director ②, Secretary, Person authorised ②, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.</p>	
<p>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.</p> <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>		
<p>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.</p> <p>③ Person authorised Under either section 270 or 274 of the Companies Act 2006.</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	Dagmar Petersen									
Company name	Wellesley Group Investors Limited									
Address	St Alban's House									
57/ 59 Haymarket										
Post town	London									
County/Region										
Postcode	S	W	I	Y		4	Q	X		
Country										
DX										
Telephone	0207 017 2100									



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

Class of share	PREFERENCE	
Prescribed particulars	<p>Non voting, redeemable preference shares.</p> <p>Dividend rights: fixed cumulative cash preferential dividend at an annual rate of 8% accruing daily payable pari passu with the convertible preferred shares and in priority to dividends on ordinary shares and B ordinary shares.</p> <p>Redemption: redeemable if the board acting by a majority of the independent non-executive directors so requires and may relate to a holder's partial holding of preference shares and need not be extended pro rata to all holders of preference shares then in issue. On redemption the original subscription proceeds and all accrued dividends are payable to the holders of the preference shares. Unless a majority of independent non-executive directors decide otherwise the preference shares are redeemable immediately before a sale of the company, an asset sale or a listing. Rights on a liquidation: Right to the original subscription price and accrued dividends pari passu with the convertible preferred share rights and in priority to the ordinary shares and B ordinary shares. Otherwise carry the rights set out in the articles of association.</p> <p>CONVERTIBLE PREFERRED (cont.)</p> <p>Convertible into B ordinary shares: (i) at the option of the holder (ii) at the option of the board if required as part of a subsequent fundraising and (iii) automatically on, or immediately prior to a sale of the company, and asset sale or a listing. Otherwise carry the rights set out in the articles of association.</p>	<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. <p>A separate table must be used for each class of share.</p>