

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

SH19

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


Companies House

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.gov.uk/companieshouse

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Company details

Company number	08478238	→ Filling in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *
Company name in full	WELLESLEY GROUP INVESTORS LIMITED	

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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	Class of shares	Number of shares	Aggregate nominal value	Total aggregate amount
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		(£, €, \$, etc) Number of shares issued multiplied by nominal value	unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	Ordinary	2341520	2341520	
GBP	Growth	20551	2055.1	
GBP	Preference	2525000	252500	
Totals		4887071	2596075.1	0
Currency table B				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		4888171	2706075.1	0

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		<div>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.</div>
	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	FULL VOTING RIGHTS. NON-REDEEMABLE. DIVIDEND RIGHTS: SUBORDINATED TO PREFERENCE SHARES AND CONVERTIBLE PREFERRED SHARES UP TO A FIXED PREFERENCE; OTHERWISE PARI PASSU WITH B ORDINARY SHARES. RIGHTS ON LIQUIDATION: SUBORDINATED TO PREFERENCE SHARES AND CONVERTIBLE PREFERRED SHARES UP TO A FIXED PREFERENCE; OTHERWISE PARI PASSU WITH B ORDINARY SHARES AND SENIOR TO GROWTH SHARES (ABOVE THE HURDLE VALUE) AND THEREAFTER PARI PASSU AND OTHERWISE CARRY THE RIGHTS SET OUT IN THE ARTICLES OF ASSOCIATION.		
Class of share	Growth		
Prescribed particulars ❶	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 PARI PASSU 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	Preference		
Prescribed particulars ❶	NON VOTING, REDEEMABLE PREFERENCE SHARES. 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 DIVDENDS ON ORDINARY SHARES AND B ORDINARY SHARES. 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.		
4	Signature		<div>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.</div>
	I am signing this form on behalf of the company.		
Signature	<div><div>Signature</div><div><div>X</div><div><div>DocuSigned by:</div><div>Andrew Turnbull</div><div>8124681BA5914A9...</div></div><div>X</div></div></div> <div>This form may be signed by: Director❷, Secretary, Person authorised❷, CIC manager.</div>		

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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 **W Legal Limited**

Address **47 Red Lion Street**

Post town **London**

County/Region **London**

Postcode **W C 1 R 4 P F**

Country **United Kingdom**

DX

Telephone **020 7220 9130**

**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

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

Complete a separate table for each currency.

06/16 Version 5.0

In accordance with
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SH19 - Continuation page

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3

Prescribed particulars of rights attached to shares

Class of share	Convertible Preferred
Prescribed particulars ¹	NON VOTING CONVERTIBLE PREFERRED SHARES. DIVIDEND RIGHTS: FIXED CUMULATIVE CASH PREFERENTIAL DIVIDEND AT AN ANNUAL RATE OF 8% ACCRUING DAILY PAYABLE PARI PASSU 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 PARI PASSU WITH THE PREFERENCE SHARE RIGHTS AND IN PRIORITY TO THE HOLDERS OF ORDINARY SHARES, B ORDINARY SHARES AND GROWTH SHARES. 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, IMMEDIATELY PRIOR TO A SALE OF THE COMPANY, AND ASSET SALE OR A LISTING AND OTHERWISE CARRY THE RIGHTS SET OUT IN THE ARTICLES OF ASSOCIATION.

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.

A separate table must be used for each class of share.