

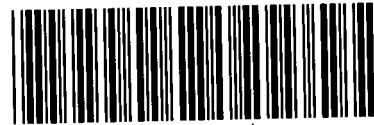
# SH02

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

☒ **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.

TUESDAY



A34 \*A84GRT00\* #95  
30/04/2019  
COMPANIES HOUSE

### 1 Company details

Company number 0 8 8 2 2 1 7 0

Company name in full The Light Cinemas (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 Date of resolution

Date of resolution 1 7 20 04 20 19

### 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
C ordinary shares	1,291	£0.01	1,291,000	£0.00001

### 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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**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.

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 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
Complete a separate table for each currency				

**Currency table A**

	See continuation sheet.			
	<b>Totals</b>	0	0.00	

**Currency table B**

	<b>Totals</b>	0	0.00	

**Currency table C**

	<b>Totals</b>	0	0.00	

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
521432159	5201424.5	0

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

Complete the table below to show the issued share capital.  
Complete a separate table for each currency.

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### 'Statement of capital (prescribed particulars of rights attached to shares)'<sup>1</sup>

Class of share	Preference shares	
Prescribed particulars	<p>The preference shares of £0.01 each account for 0.00002% of the voting rights in the Company and such voting rights are on a pro rata basis to the number of preference shares held. If an Event of Default occurs the rights attaching to all of the B, C, D, ordinary and preference shares combined shall be 95% of the total voting rights.</p> <p>After 31 July 2030, the preference shares of £0.01 each shall be entitled to a dividend equal to 40% of the Post-Tax Profits in priority to the payment of any dividends to any of the other classes of shares (Preference Dividend).</p> <p>On a return of capital up to an amount of Ratchet Return the B ordinary shares, preference shares and ordinary shares are together entitled (subject to article 3.3) to 39.93263% of the surplus assets and 31.93263% of any surplus assets beyond the Ratchet Return.</p>	<p><b><sup>1</sup> 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>

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

Class of share	A1 ordinary shares	<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>
Prescribed particulars	<p>A ordinary shares of £0.01 each and the A1 ordinary shares of £0.01 each (together the A Shares) together account for 40.06737% of the voting rights in the Company, as if the A Shares were one class of shares and such voting rights are on a pro rata basis to the number of A Shares held. If an Event of Default occurs the rights attaching to all of the A Shares and E ordinary shares combined shall be 5% of the total voting rights.</p> <p>Subject to payment of the Preference Dividend the A Shares are together entitled to 40.06737% of any dividends declared.</p> <p>On a return of capital up to an amount of the Ratchet Return the A Shares are together entitled to 40.06737% of any surplus assets and 48.06737% of any surplus assets beyond the Ratchet Return.</p>	

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

Class of share	A ordinary shares	
Prescribed particulars	<p>A ordinary shares of £0.01 each and the A1 ordinary shares of £0.01 each (together the A Shares) together account for 40.06737% of the voting rights in the Company, as if the A Shares were one class of shares and such voting rights are on a pro rata basis to the number of A Shares held. If an Event of Default occurs the rights attaching to all of the A Shares and E ordinary shares combined shall be 5% of the total voting rights.</p> <p>Subject to payment of the Preference Dividend the A Shares are together entitled to 40.06737% of any dividends declared.</p> <p>On a return of capital up to an amount of Ratchet Return the A Shares are entitled to 40.06737% of the surplus assets and 48.06737% of any surplus assets beyond the Ratchet Return.</p>	<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>

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

Class of share	B ordinary shares	
Prescribed particulars	<p>The B ordinary shares of £0.01 each account for 0.00123% of the voting rights in the Company and such voting rights are on a pro rata basis to the number of B ordinary shares held. If an Event of Default occurs the rights attaching to all of the B, C, D, ordinary and preference shares combined shall be 95% of the total voting rights.</p> <p>Subject to payment of the Preference Dividend the B ordinary shares are entitled to 0.00123% of any dividends declared.</p> <p>On a return of capital the B and D ordinary shares are together entitled to 13.5% (subject to article 3.2) of surplus assets.</p> <p>On the return of capital the B ordinary shares, preference shares and ordinary shares are entitled together (subject to article 3.3) to 39.93263% of the surplus assets up to Ratchet Return and 31.93263% of any surplus assets beyond the Ratchet Return.</p>	<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>

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### 8 Statement of capital (prescribed particulars of rights attached to shares)<sup>1</sup>

Class of share	C ordinary shares	
Prescribed particulars	<p>The C ordinary shares of £0.0001 each account for 5% of the voting rights in the Company and such voting rights are on a pro rata basis to the number of C ordinary shares held. If an Event of Default occurs the rights attaching to all of the B, C, D, ordinary and preference shares combined shall be 95% of the total voting rights.</p> <p>Subject to payment of the Preference Dividend the C ordinary shares are entitled to 5% of any dividends declared.</p> <p>On a return of capital the C ordinary shares are entitled to 5% of any surplus assets.</p>	<p><b>1 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>



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### 8 Statement of capital (prescribed particulars of rights attached to shares)<sup>1</sup>

Class of share	D ordinary shares	
Prescribed particulars	<p>The D ordinary shares of £0.00001 each account for 13.5% of the voting rights in the Company and such voting rights are on a pro rata basis to the number of D ordinary shares held. If an Event of Default occurs the rights attaching to all of the B, C, D, ordinary and preference shares combined shall be 95% of the total voting rights.</p> <p>Subject to payment of the Preference Dividend the D ordinary shares are entitled to 13.5% of any dividends declared.</p> <p>On a return of capital the B and D ordinary shares are entitled to 13.5% (subject to article 3.2) of any surplus assets.</p>	<p><b>1 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>

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

Class of share	E ordinary shares	
Prescribed particulars	<p>E ordinary shares of £0.01 each account for 1.5% of the voting rights in the Company and such voting rights are on a pro rata basis to the number of E ordinary shares held. If an Event of Default occurs the rights attaching to all of the A Shares and E ordinary shares combined shall be 5%.</p> <p>Subject to payment of the Preference Dividend the E ordinary shares are entitled to 1.5% of any dividends declared.</p> <p>On a return of capital the E ordinary shares are entitled to 1.5% of any surplus asset.</p>	<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>

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

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

Class of share	Ordinary shares	
Prescribed particulars	<p>Ordinary shares of £0.01 each account for 39.93139% of the voting rights in the Company and such voting rights are on a pro rata basis to the number of ordinary shares held. If an Event of Default occurs the rights attaching to all of the B, C, D, ordinary and preference shares combined shall be 95% of the total voting rights.</p> <p>Subject to payment of the Preference Dividend the ordinary shares are entitled to 39.9314% of any dividends declared.</p> <p>On a return of capital up to an amount of £31,245,288 (Ratchet Return) the B ordinary shares, preference shares and ordinary shares are together entitled (subject to article 3.3) to 39.93263% of the surplus assets and 31.93263% of any surplus assets beyond the Ratchet Return.</p>	<p>Prescribed particulars of rights attached to shares</p> <p>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>

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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.

**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.

Please use a Statement of capital continuation page if necessary.

Class of share

Prescribed particulars  
①

See continuation sheet

Class of share

Prescribed particulars  
①

Class of share

Prescribed particulars  
①

9

**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 HEB/115570.012

Company name Gateley Plc

Address One Eleven

Edmund Street

Post town Birmingham

County/Region

Postcode

B 3 2 H J

Country United Kingdom

DX 13033 Birmingham - 1

Telephone 0121 212 7881



### 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)