

Don't
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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 shares into stock.

THURSDAY



A06 *AA7U3DL5* 01/07/2021 #250
COMPANIES HOUSE

1 Company details

Company number 0 8 8 6 0 8 1 6

Company name in full GULF MARINE SERVICES PLC

→ **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 2 8 0 8 2 0 2 1

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
ORDINARY	350,487,787	£0.10	350,487,787	£0.02
DEFERRED	0		350,487,787	£0.08

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 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

GBP	ORDINARY	350,487,787	£7,009,755.74	
GBP	DEFERRED	350,487,787	£28,039,022.96	
Totals		700,975,574	£35,048,778.70	£0

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
700,975,574	£35,048,778.70	£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)^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

(A) All Ordinary Shares rank equally for voting purposes. On a show of hands each member shall have one vote and on a poll each member shall have one vote per Ordinary Share held. (B) Each Ordinary Share ranks equally for any dividend declared. (C) Each Ordinary Share ranks equally for any distribution made on winding up. (D) The Ordinary Shares are not redeemable.

Class of share

DEFERRED

Prescribed particulars^①

The Deferred Shares shall have the rights, and shall be subject to the restrictions, set out below (please see the continuation pages).

Class of share

Prescribed particulars^①

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.

9

Signature

I am signing this form on behalf of the company.

Signature

Signature

X

X

This form may be signed by:

Director^②, Secretary, Person authorised^③, 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	Quamail Hussain
Company name	Gulf Marine Services Plc
Address	Masters House
107 Hammersmith Road	
Post town	London
County/Region	
Postcode	W 1 4 0 Q H
Country	United Kingdom
DX	
Telephone	0207 6031515



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

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8	'Statement of capital (prescribed particulars of rights attached to shares)' ^①	
Class of share	DEFERRED	
Prescribed particulars	<p>The Deferred Shares shall have the rights, and shall be subject to the restrictions, set out below:</p> <p>1. A Deferred Share:</p> <p>1.1 does not entitle its holder to receive any dividend or other distribution;</p> <p>1.2 does not entitle its holder to receive a share certificate in respect of the relevant shareholding, save as required by law;</p> <p>1.3 does not entitle its holder to receive notice of, nor attend or vote or speak at, any general meeting of the Company;</p> <p>1.4 entitles its holder on a return of capital on a winding up of the Company (but not otherwise) only to receive an amount equal to the nominal value of each Deferred Share in priority to any further distributions on the Ordinary Shares once a sum of £10,000,000 has been distributed on each Ordinary Share;</p> <p>1.5 does not entitle its holder to any further participation in the capital, profits or assets of the Company.</p> <p>2. Save as provided for below, the Deferred Shares shall not be capable of transfer at any time other than with the prior written consent of the directors of the Company.</p> <p>3. The Company shall have an irrevocable authority from each holder of Deferred Shares, and may at its option and at any time after the creation of the Deferred Shares do any of the following without obtaining the sanction of the holder or holders of the Deferred Shares (but subject to the Companies Act 2006):</p> <p>3.1 appoint any person to execute on behalf of any or all of the holder(s) of Deferred Share(s), a transfer of any or all of those shares and/or an agreement to transfer the same (without making any payment for them) to such person or persons as the directors of the Company may determine, and to execute any other documents and do any such thing which such person may consider necessary or desirable to effect such transfer, in each case without obtaining the sanction of the holder(s) and without any payment being made in respect of such acquisition;</p> <p>3.2 purchase any or all of the Deferred Shares then in issue for an amount not exceeding £1.00 in aggregate in respect of all of the Deferred Shares then purchased and:</p> <p>3.2.1 for the purposes of any such purchase, to appoint any person to execute an instrument of transfer in respect of such shares to the Company on behalf of any holder of Deferred Shares; and</p> <p>3.2.2 cancel any Deferred Share without making any payment to the holder;</p> <p>(Please see additional continuation page).</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>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>

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10	Statement of capital (Prescribed particulars of rights attached to shares) ^①	
Class of share	DEFERRED	
Prescribed particulars	<p>(ADDITIONAL CONTINUATION PAGE)</p> <p>3.3 any offer by the Company to purchase the Deferred Shares may be made by the directors of the Company depositing at the registered office of the Company a notice addressed to such person(s) as the directors shall have nominated on behalf of the holders of the Deferred Shares; and</p> <p>3.4 the rights attaching to the Deferred Shares shall not be, or be deemed to be, varied, abrogated or altered by:</p> <p>3.4.1 the creation or issue of any shares ranking in priority to, or <i>pari passu</i> with, the Deferred Shares;</p> <p>3.4.2 the Company reducing its share capital or share premium account</p> <p>3.4.3 the cancellation of any Deferred Share without any payment to the holder thereof; or</p> <p>3.4.4 the redemption or purchase of any share, whether a Deferred Share or otherwise,</p> <p>3.4.5 nor by the passing by the members of the Company or any class of members of any resolution, whether in connection with any of the foregoing or for any other purpose, and accordingly no consent thereto or sanction thereof by the holders of the Deferred Shares, or any of them, shall be required.</p> <p>4. Any director (or any person appointed by the directors) shall be and is hereby authorised to execute any instrument of transfer in respect of the Deferred Shares on behalf of the relevant holder of such shares and to do all actions and things as the directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of such shares, or in connection with the purchase of any Deferred Share by the Company.</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 and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p>