

# 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  
stock

THURSDAY



A06

\*A3BCKOSP\*

03/07/2014

#298

COMPANIES HOUSE

### 1 Company details

Company number 09041571

Company name in full Volution Group 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 17/06/2014

### 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	1	£1 00	100	£0 01

### 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

## SH02

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

<b>6</b>	<b>Re-conversion</b>		
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

**Statement 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

<b>7</b>	<b>Statement of capital (Share capital in pound sterling (£))</b>			
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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary	£0 01	£0 00	100	£ 1 00
Redeemable Preference	£1 00	£0 00	49,999	£ 49,999 00
				£
				£
<b>Totals</b>			50,099	£ 50,000 00

<b>8</b>	<b>Statement of capital (Share capital in other currencies)</b>			
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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
<b>Totals</b>				

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

❶ Including both the nominal value and any share premium

❷ Number of shares issued multiplied by nominal value of each share

❸ 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	<b>① Total aggregate nominal value</b> 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	<b>② Prescribed particulars of rights attached to shares</b> 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	Ordinary	
Prescribed particulars	VOTING RIGHTS - On a show of hands each member shall have one vote and on a poll each member shall have one vote per share held as more particularly described in the articles of association DIVIDEND RIGHTS - Each share ranks equally for any dividend declared as more particularly described in the articles of association DISTRIBUTION RIGHTS ON A WINDING UP - Each share ranks equally for any distribution on a winding up as more particularly described in the articles of association REDEEMABLE RIGHTS - Shares are not redeemable as further described in the articles	
Class of share	Redeemable Preference	
Prescribed particulars	VOTING RIGHTS - No right to vote at company general meeting, as set out in articles DIVIDEND RIGHTS - Right to receive fixed non-cumulative preference dividend at a rate of 0.0001 per cent per annum on capital paid up thereon, as set out in articles DISTRIBUTION RIGHTS ON A WINDING UP - Holders entitled to receive out of company assets the nominal amount thereof plus accrued but unpaid dividend, in priority to any holder of other shares as set out in the articles REDEEMABLE RIGHTS - Company may redeem shares at any time, as set out in the articles of association	
Class of share		
Prescribed particulars		


SH02

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

Class of share		<p><b>1 Prescribed particulars of rights attached to shares</b>  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</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>
Prescribed particulars		
Class of share		
Prescribed particulars		

11

Signature

I am signing this form on behalf of the company		<p><b>7 Societas Europaea</b>  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><b>8 Person authorised</b>  Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p>	
<p>This form may be signed by  Director <sup>9</sup>, Secretary, Person authorised <sup>8</sup>, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager</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 **Hein Visser**

Company name **Weil, Gotshal & Manges**

Address **110 Fetter Lane**

Post town **London**

County/Region

Postcode **E C 4 A 1 A Y**

Country

DX

Telephone **020 7903 1118**



### 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 NR Belfast 1



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)