



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.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

## 1 Company details

Company number 09682883

Company name in full Secured Income Fund 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 29/12/2021

## 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

## 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
Redeemable B Shares	1,316,487	1.00

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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.

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

GBP	Ordinary Shares	52,660,350	£526,603.50	
GBP	Management Shares	1	£1	
<b>Totals</b>		52,660,351	£526,604.50	0.00

### Currency table B

<b>Totals</b>				

### Currency table C

<b>Totals</b>		52,660,351	£526,604.50	0.00

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

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)<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.

Class of share

Please see continuation sheets

Prescribed particulars

**①****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**

Class of share

Prescribed particulars

**①****9****Signature**

I am signing this form on behalf of the company.

Signature

Signature

**X***K. Roberts***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	Kevin Robins
Company name	Elysium Fund Management Limited
Address	PO Box 650, 1st Floor Royal Chambers
St Julian's Avenue	
Post town	St Peter Port
County/Region	Guernsey
Postcode	G Y 1 3 J X
Country	Guernsey
DX	
Telephone	01481 810104



### 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)

## Statement of capital

Complete a separate table for each currency.

Totals

In accordance with  
Section 619, 621 & 689  
of the Companies Act  
2006.

## SH02 - continuation page

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

Class of share	Ordinary Shares	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ol> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>(A) <u>Voting Rights</u>: on a show of hands each holder of Ordinary Shares shall have one vote and on a poll each member holding Ordinary Shares shall have one vote for each such Ordinary Share of which he is the holder.</p> <p>(B) <u>Income</u>: the holders of the Ordinary Shares have the right, as respects dividends, to participate in a distribution.</p> <p>(C) <u>Capital/Exit</u>: when C Shares are in issue, the holders of the Ordinary Shares have the right, as respects capital, to participate in a distribution on a winding-up or on a return of capital (otherwise than on a purchase by the Company of any of its shares) subject to a deduction of an amount determined by the Conversion Ratio (the ratio of the net asset value per C Share to the net asset value per Ordinary Share) to be applied amongst the C Shareholders <i>pro rata</i> according to the nominal capital paid up on their holdings of C Shares and (i) first, among the holders of Management Shares <i>pro rata</i> according to the nominal capital paid up on their holdings of Management Shares and (ii) second, amongst the existing Ordinary Shareholders <i>pro rata</i> according to the nominal capital paid up on their holdings of Existing Ordinary Shares provided that the holders of the Management Shares shall only receive an amount up to the capital paid up on such Management Shares and the Management Shares shall not confer the right to participate in any surplus remaining following payment of such amount.</p> <p>When no C Shares are in issue, the holders of the Ordinary Shares have the right, as respects capital, to participate in a distribution on a winding-up or on a return of capital (otherwise than on a purchase by the Company of any of its shares) to be applied (i) first, when Deferred Shares are in issue, in paying to the Deferred Shareholders £0.01 in aggregate in respect of every 1,000,000 Deferred Shares (or part thereof) of which they are respectively the holders; and (ii) second, the surplus shall be divided, first, amongst the Management Shareholders <i>pro rata</i> according to the nominal capital paid up on their holdings of Management Shares and, second, amongst the Ordinary Shareholders <i>pro rata</i> according to the nominal capital paid up on their holdings of Ordinary Shares provided that the holders of the Management Shares shall only receive an amount up to the capital paid up on such Management Shares and the Management Shares shall not confer the right to participate in any surplus remaining following payment of such amount.</p> <p>(D) <u>Redemption</u>: the Ordinary Shares are liable to be redeemed at the option of the Company, and the Directors in their absolute discretion may determine the terms, conditions and manner of redemption of any such share.</p> <p><u>Definitions</u></p> <p>"C Shares": C shares of £0.10 each in the capital of the Company having the rights and being subject to the restrictions set out in the Articles.</p> <p>"Deferred Shares": deferred shares of £0.001 each in the capital of the Company arising on the sub-division and conversion of the C Shares into Ordinary Shares and Deferred Shares at the close of business on such Business Day as may be selected by the Directors falling not more than 10 Business Days after the earliest of (i) close of business on the date determined by the Directors not more than 10 Business Days after the Manager notifies the Directors that 90 per cent. of the Net Proceeds (or such other percentage as the Directors and Manager shall agree) shall have been invested; (ii) close of business on the date falling six calendar months after the allotment of the C Shares or if such a date is not a Business Day the next following Business Day; or (iii) close of business on the day on which the Directors resolve that Force Majeure Circumstances have arisen or are imminent.</p> <p>"Existing Ordinary Shares": the Ordinary Shares in issue immediately prior to Conversion as defined above.</p>	

In accordance with  
Section 619, 621 & 689  
of the Companies Act  
2006.

## SH02 - continuation page

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8	Statement of capital (prescribed particulars of rights attached to shares) ①	
Class of share	Management Shares	<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>
Prescribed particulars	<p>(A) <u>Voting</u>: a holder of Management Shares shall not carry any right to receive notice of, or attend or vote at any general meeting of the Company unless no other shares are in issue at that time.</p> <p>(B) <u>Income</u>: a holder of Management Shares shall be entitled, in priority to any payment of dividend on any other class of share, to a fixed cumulative preferential dividend of 0.01 per cent. per annum on the nominal amount of the Management Shares held by him, such dividend to accrue annually and to be payable in respect of each accounting reference period of the Company within 21 days of the end of such period (but the Management Shares shall confer no other right on the holders thereof to participate in the profits of the Company, save as provided herein in respect of capital).</p> <p>(C) <u>Capital/Exit</u>: when C Shares are in issue, the holders of the Management Shares have the right, as respects capital, to participate in a distribution on a winding-up or on a return of capital (otherwise than on a purchase by the Company of any of its shares) subject to a deduction of an amount determined by the Conversion Ratio (the ratio of the net asset value per C Share to the net asset value per Ordinary Share) to be applied amongst the C Shareholders <i>pro rata</i> according to the nominal capital paid up on their holdings of C Shares and (i) first, among the holders of Management Shares <i>pro rata</i> according to the nominal capital paid up on their holdings of Management Shares and (ii) second, amongst the existing Ordinary Shareholders <i>pro rata</i> according to the nominal capital paid up on their holdings of Existing Ordinary Shares provided that the holders of the Management Shares shall only receive an amount up to the capital paid up on such Management Shares and the Management Shares shall not confer the right to participate in any surplus remaining following payment of such amount.</p> <p>When no C Shares are in issue, the holders of the Management Shares have the right, as respects capital, to participate in a distribution on a winding-up or on a return of capital (otherwise than on a purchase by the Company of any of its shares) to be applied (i) first, when Deferred Shares are in issue, in paying to the Deferred Shareholders £0.01 in aggregate in respect of every 1,000,000 Deferred Shares (or part thereof) of which they are respectively the holders; and (ii) second, the surplus shall be divided, first, amongst the Management Shareholders <i>pro rata</i> according to the nominal capital paid up on their holdings of Management Shares and, second, amongst the Ordinary Shareholders <i>pro rata</i> according to the nominal capital paid up on their holdings of Ordinary Shares provided that the holders of the Management Shares shall only receive an amount up to the capital paid up on such Management Shares and the Management Shares shall not confer the right to participate in any surplus remaining following payment of such amount.</p> <p>(D) <u>Redemption</u>: the Management Shares are not to be redeemed or liable to be redeemed at the option of the Company or the shareholders.</p>	