

# 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 shares.

SATURDAY



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A09 08/08/2020 #84  
COMPANIES HOUSE

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### 1 Company details

Company number 0 9 8 7 2 3 0 6

Company name in full, ORROW & MASTERS GROUP LTD

→ **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 d 0 d 6 m 0 m 4 y 2 y 0 y 1 y 6

### 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
PREFERENCE	1,200,000	1.00

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## 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

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## 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

GBP	C ORDINARY	2600	2,600.00	
GBP	D ORDINARY	1300	1,300.00	
GBP	PREFERENCE	720000	720,000.00	
<b>Totals</b>		723900	723,900.00	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 ①	Total aggregate amount unpaid ①
723,900	723,900.00	0.00

① 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)<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

C ORDINARY

Prescribed particulars  
①

EACH SHARE HAS ONE VOTE, THE RIGHT TO RECEIVE A DIVIDEND OR OTHER SUM THAT IS A DISTRIBUTION IF A DIVIDEND IS DECLARED SUBJECT TO THE RIGHTS OF THE PREFERENCE SHARES AND AS SET OUT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY AND THE RIGHT TO PARTICIPATE IN A DISTRIBUTION SUBJECT TO THE RIGHTS OF THE PREFERENCE SHARES AND AS SET OUT IN THE COMPANY'S ARTICLES OF ASSOCIATION. THE SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER.

Class of share

D ORDINARY

Prescribed particulars  
①

EACH SHARE HAS ONE VOTE, THE RIGHT TO RECEIVE A DIVIDEND OR OTHER SUM THAT IS A DISTRIBUTION IF A DIVIDEND IS DECLARED SUBJECT TO THE RIGHTS OF THE PREFERENCE SHARES AND AS SET OUT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY AND THE RIGHT TO PARTICIPATE IN A DISTRIBUTION SUBJECT TO THE RIGHTS OF THE PREFERENCE SHARES AND AS SET OUT IN THE COMPANY'S ARTICLES OF ASSOCIATION. THE SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER.

Class of share

PREFERENCE

Prescribed particulars  
①

SEE CONTINUATION PAGE.

#### 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.

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### Signature

I am signing this form on behalf of the company.

Signature

Signature

X *R Partridge* 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.

# SH02 - continuation page

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

Class of share	PREFERENCE	
Prescribed particulars	<p>EACH SPREFERENCE SHARE HAS NO RIGHT TO VOTE IN ANY CIRCUMSTANCES, THE RIGHT TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AS SET OUT IN THE COMPANY'S ARTICLES OF ASSOCIATION AND THE RIGHT TO PARTICIPATE IN A DISTRIBUTION AS SET OUT IN THE COMPANY'S ARTICLES OF ASSOCIATION.</p> <p>THE SHARES ARE REDEEMABLE. SUBJECT TO THE COMPANIES ACT 2006, THE COMPANY SHALL REDEEM 242,000 PREFERENCE SHARES THEN IN ISSUE NO LATER THAN 15 JANUARY 2017 AND ALL PREFERENCE SHARES THEN IN ISSUE NO LATER THAN 31 DECEMBER 2020. THE COMPANY SHALL REDEEM ALL PREFERENCE SHARES IMMEDIATELY PRIOR TO A SALE. THE COMPANY MAY AT ANY TIME ON NOT LESS THAN FIVE DAYS' NOTICE IN WRITING TO THE HOLDER OF THE PREFERENCE SHARES REDEEM SUCH TOTAL NUMBER OF SHARES AS IS SPECIFIED IN SUCH NOTICE. IF THE COMPANY IS UNABLE, BECAUSE OF HAVING INSUFFICIENT DISTRIBUTABLE RESERVES TO REDEEM IN FULL THE RELEVANT NUMBER OF PREFERENCE SHARES ON THE DATE FIXED FOR REDEMPTION THE COMPANY SHALL REDEEM AS MANY OF SUCH PREFERENCE SHARES AS CAN LAWFULLY AND PROPERLY BE REDEEMED AND THE COMPANY SHALL REDEEM THE BALANCE AS SOON AS IT IS LAWFULLY AND PROPERLY ABLE TO DO SO. THE COMPANY SHALL PAY ON THE REDEMPTION OF EACH PREFERENCE SHARE AN AMOUNT EQUAL TO:</p> <p>(a) 100% OF THE NOMINAL VALUE OF SUCH PREFERENCE SHARE; AND</p> <p>(b) ALL UNPAID AMOUNTS OF PREFERENCE DIVIDEND IN RESPECT OF SUCH PREFERENCE SHARE, CALCULATED UP TO AND INCLUDING THE DATE OF ACTUAL PAYMENT.</p>	<p><b>Prescribed particulars of rights attached to shares</b></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>