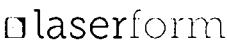


In accordance with  
Section 7(2) of  
Schedule 4 to the Small  
Business Enterprise and  
Employment Act 2015.

# SH19

## Statement of capital on cancellation of share warrants



- ☒ **What this form is for**  
You may use this form to complete a statement of capital for a company which has had share warrants cancelled by a court.
- ☒ **What this form is NOT for**  
You cannot use this form to complete a statement of capital for a private company reducing its share capital by solvency statement.
- For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

1

Company details

Company number

1

0

6

2

8

6

7

7

Company name in full

FI 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

Share capital

Complete the table(s) below to show the issued share capital on cancellation.

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	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
Currency table A				
GBP	A Ordinary	335789	335.789	
GBP	B Ordinary	205412	205.412	
GBP	C Ordinary	31378	31.378	
Totals		796,035	796.035	
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		796035	796.035	0

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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Statement of capital on cancellation of share warrants

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Prescribed particulars of rights attached to shares

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section 2</b> .	<div><div>1</div><div><b>Prescribed particulars of rights attached to shares</b></div><div>The particulars are:</div><div><div>a.</div><div>particulars of any voting rights, including rights that arise only in certain circumstances;</div></div><div><div>b.</div><div>particulars of any rights, as respects dividends, to participate in a distribution;</div></div><div><div>c.</div><div>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</div></div><div><div>d.</div><div>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</div></div><div>A separate table must be used for each class of share.</div><div>Please use a statement of capital continuation page if necessary.</div></div>
Class of share	A Ordinary	
Prescribed particulars <div>1</div>	Please see continuation sheet.	
Class of share	B Ordinary	
Prescribed particulars <div>1</div>	Please see continuation sheet.	
Class of share	C Ordinary	
Prescribed particulars <div>1</div>	Please see continuation sheet.	

4

Signature

	I am signing this form on behalf of the company.	<div><div>2</div><div><b>Societas Europaea</b></div><div>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.</div></div> <div><div>3</div><div><b>Person authorised</b></div><div>Under either section 270 or 274 of the Companies Act 2006.</div></div>
Signature	<div><div>Signature</div><div><div>X</div><div><div>DocuSigned by:</div><div>Stuart McNamara</div><div>0B5AF80DB1B0419...</div></div><div>X</div></div></div>	
	This form may be signed by: Director <div>2</div> , Secretary, Person authorised <div>3</div> .	

**SH19 - Continuation page**  
**Statement of capital****3****Prescribed particulars of rights attached to shares**

Class of share	A Ordinary	
Prescribed particulars <b>1</b>	<p>Voting rights: the holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall, on a show of hands, have one vote each and, on a poll, have one vote for each such share held by them, subject to the below. The holders of B Ordinary Shares shall have 50.1% of the voting rights attaching to the shares for so long as: (a) Charles Alec Carroll (<b>Founder</b>) and his Permitted Transferees hold in aggregate not less than 40% of the total issued share capital of the Company; and (b) the Founder is the Managing Director of the corporate group to which the company belongs.</p> <p>Whilst (a) and (b) above apply, the voting rights attaching to the A Ordinary Shares shall be reduced pro rata.</p> <p>Dividends: A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall rank (pro rata) equally for any dividend declared by the Company.</p> <p>Return of capital: in the event of a winding up of the Company, or other return of capital, the assets of the company available for distribution to shareholders after payment of any debts which have become due in relation to dividends and all other debts and liabilities of the company and of the costs, charges and expenses of any such winding up shall be applied in the following order of priority:</p> <p>a) firstly, an amount equal to the aggregate nominal value of the A Ordinary Shares shall be paid to the holders of the A Ordinary Shares (pro rata to their respective holdings);</p> <p>(b) secondly, an amount equal to the aggregate nominal value of the B Ordinary Shares and the C Ordinary Shares shall be paid to the holders of the B Ordinary Shares and the C Ordinary Shares (pro rata to their respective holdings);</p> <p>(c) thirdly, any balance shall be distributed amongst the holders of the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares as if they were one class, in proportion to the amount that was paid up or treated as paid up on each of those shares, but excluding any share premium.</p> <p>Redemption rights: the A Ordinary Shares are non-redeemable.</p>	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>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>

**SH19 - Continuation page**  
**Statement of capital****3****Prescribed particulars of rights attached to shares**

Class of share	B Ordinary Shares	
Prescribed particulars <b>1</b>	<p>Voting rights: the holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall, on a show of hands, have one vote each and, on a poll, have one vote for each such share held by them, subject to the below. The holders of B Ordinary Shares shall have 50.1% of the voting rights attaching to the shares for so long as: (a) Charles Alec Carroll (<b>Founder</b>) and his Permitted Transferees hold in aggregate not less than 40% of the total issued share capital of the Company; and (b) the Founder is the Managing Director of the corporate group to which the company belongs.</p> <p>Whilst (a) and (b) above apply, the voting rights attaching to the A Ordinary Shares shall be reduced pro rata.</p> <p>Dividends: A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall rank (pro rata) equally for any dividend declared by the Company.</p> <p>Return of capital: in the event of a winding up of the Company, or other return of capital, the assets of the company available for distribution to shareholders after payment of any debts which have become due in relation to dividends and all other debts and liabilities of the company and of the costs, charges and expenses of any such winding up shall be applied in the following order of priority:</p> <p>a) firstly, an amount equal to the aggregate nominal value of the A Ordinary Shares shall be paid to the holders of the A Ordinary Shares (pro rata to their respective holdings);</p> <p>(b) secondly, an amount equal to the aggregate nominal value of the B Ordinary Shares and the C Ordinary Shares shall be paid to the holders of the B Ordinary Shares and the C Ordinary Shares (pro rata to their respective holdings);</p> <p>(c) thirdly, any balance shall be distributed amongst the holders of the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares as if they were one class, in proportion to the amount that was paid up or treated as paid up on each of those shares, but excluding any share premium.</p> <p>Redemption rights: the B Ordinary Shares are non-redeemable.</p>	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>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>

**SH19 - Continuation page**  
**Statement of capital****3****Prescribed particulars of rights attached to shares**

Class of share	C Ordinary Shares	
Prescribed particulars <b>1</b>	<p>Voting rights: the holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall, on a show of hands, have one vote each and, on a poll, have one vote for each such share held by them, subject to the below. The holders of B Ordinary Shares shall have 50.1% of the voting rights attaching to the shares for so long as: (a) Charles Alec Carroll (<b>Founder</b>) and his Permitted Transferees hold in aggregate not less than 40% of the total issued share capital of the Company; and (b) the Founder is the Managing Director of the corporate group to which the company belongs.</p> <p>Whilst (a) and (b) above apply, the voting rights attaching to the A Ordinary Shares shall be reduced pro rata.</p> <p>Dividends: A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall rank (pro rata) equally for any dividend declared by the Company.</p> <p>Return of capital: in the event of a winding up of the Company, or other return of capital, the assets of the company available for distribution to shareholders after payment of any debts which have become due in relation to dividends and all other debts and liabilities of the company and of the costs, charges and expenses of any such winding up shall be applied in the following order of priority:</p> <p>a) firstly, an amount equal to the aggregate nominal value of the A Ordinary Shares shall be paid to the holders of the A Ordinary Shares (pro rata to their respective holdings);</p> <p>(b) secondly, an amount equal to the aggregate nominal value of the B Ordinary Shares and the C Ordinary Shares shall be paid to the holders of the B Ordinary Shares and the C Ordinary Shares (pro rata to their respective holdings);</p> <p>(c) thirdly, any balance shall be distributed amongst the holders of the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares as if they were one class, in proportion to the amount that was paid up or treated as paid up on each of those shares, but excluding any share premium.</p> <p>Redemption rights: the C Ordinary Shares are non-redeemable.</p>	<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>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>

## SH19 - Continuation page

### Statement of capital

3

#### Prescribed particulars of rights attached to shares

Class of share	D Ordinary Shares	
Prescribed particulars ①	<p>Voting rights: the holders of D Ordinary Shares shall not have any voting rights.</p> <p>Dividends: the holders of D Ordinary Shares are not entitled to receive any dividends.</p> <p>Return of capital: in the event of a winding up of the Company, or other return of capital, the assets of the company available for distribution to shareholders after payment of any debts which have become due in relation to dividends and all other debts and liabilities of the company and of the costs, charges and expenses of any such winding up shall be applied in the following order of priority:</p> <p>(a) firstly, an amount equal to the aggregate nominal value of the A Ordinary Shares shall be paid to the holders of the A Ordinary Shares (pro rata to their respective holdings);</p> <p>(b) secondly, an amount equal to the aggregate nominal value of the B Ordinary Shares and the C Ordinary Shares shall be paid to the holders of the B Ordinary Shares and the C Ordinary Shares (pro rata to their respective holdings);</p> <p>(c) thirdly, any balance shall be distributed amongst the holders of the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares as if they were one class, in proportion to the amount that was paid up or treated as paid up on each of those shares, but excluding any share premium.</p> <p>Redemption rights: the D Ordinary Shares are non-redeemable.</p>	<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>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>

## SH19

## Statement of capital on cancellation of share warrants

**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

Company name

Womble Bond Dickinson (UK)  
LLP

Address 3 Temple Quay

Temple Back East

Post town Bristol

County/Region

Postcode

B S 1 6 D Z

Country

DX 200561 Bristol Temple Meads

Telephone 0345 415 0000

**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.

**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 completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**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)