

DON'T  
STAPLE

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 1 2 5 5 3 5 4 4

Company name in full FREMMAN LIMITED

**→ 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 0 8 1 2 2 0 2 2

**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 Preference	1171	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'.

## Continuation page

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

EUR	ORDINARY CLASS A	15355	15355	
EUR	ORDINARY CLASS B	6418	6418	
EUR	REDEEMABLE PREFERENCE	8829	8829	
<b>Totals</b>		30602	30602	0

## Currency table B

<b>Totals</b>				

## Currency table C

<b>Totals</b>				

## Total issued share capital table

Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶ ❷
<b>Grand total</b>	3060	30602	0

❶ Show different currencies separately. For example: £100 + €100 + \$10

## ❷ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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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

ORDINARY CLASS A

Prescribed particulars<sup>①</sup>

VOTING RIGHTS - 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 SHARE HELD. DIVIDEND RIGHTS - EACH SHARE SHALL NOT BE REDEEMABLE.

Class of share

ORDINARY CLASS B

Prescribed particulars<sup>①</sup>

B SHARES BEING DESIGNATED AS NON-VOTING EXCEPT AS PERMITTED FOR A CLASS OF NON-VOTING SECURITIES UNDER THE BHCA, AS SET OUT IN THE ARTICLES. EXCEPT FOR THE DIFFERENT VOTING RIGHTS, EACH A SHARE AND B SHARE SHALL HAVE THE SAME RIGHTS AND PREFERENCES, INCLUDING, FOR THE AVOIDANCE OF DOUBT, THE RIGHTS TO DIVIDENDS PAID BY THE COMPANY FROM TIME TO TIME, PROCEEDS UPON AN IPO, LIQUIDATION OR OTHER LIQUIDITY EVENT, AS WELL AS ANY OTHER ECONOMIC RIGHTS DIRECTLY CONNECTED TO THE PARTIES' RESPECTIVE PRO RATA PORTION IN THE COMPANY

Class of share

REDEEMABLE PREFERENCE

Prescribed particulars<sup>①</sup>

THE REDEEMABLE PREFERENCE SHARES ARE NON-VOTING SHARES B) THE REDEMPTION DATE AND THE REDEMPTION PROCEEDS SHALL BE AS SET IN THE SHAREHOLDERS' AGREEMENT DATED 16 OCTOBER 2020 AND ENTERED INTO BETWEEN THE COMPANY, BANCO SANTANDER S.A AND FREMMAN PARTNERS LIMITED AND OF THE CORRESPONDING AGREED FUNDING INJECTION SIDE LETTER AGREEMENT DATED 4 FEBRUARY 2022.

#### 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

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	Olesya Wehlau
Company name	IQ EQ Secretaries (UK) Limited
Address	3 More London Riverside, 4th Floor
Post town	London
County/Region	England
Postcode	S E 1 2 A Q
Country	
DX	
Telephone	



### 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

#### 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)