

# SH02

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

**COMPANIES HOUSE**  
21 OCT 2016  
EDINBURGH FRONT DESK

✓ **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 share  
into stock.

FRIDAY



SCT 21/10/2016 #481  
COMPANIES HOUSE

### 1 Company details

Company number S C 3 1 6 7 7 4

Company name in full FREEAGENT CENTRAL 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 1 2 10 9 20 16

### 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
Ordinary	896656239	0.000166666666	14944270	0.01
Series A Preference	423900018	0.000166666666	7065000	0.01
Series B Preference	520272023	0.000166666666	8671200	0.01

### 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

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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 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

£	Ordinary	14944270	149,442.70	
£	Series A Preference	7065000	70,650.00	
£	Series B Preference	8671200	86,712.00	
<b>Totals</b>		30680470	306,804.70	0.00

### Currency table B

<b>Totals</b>				

### Currency table C

<b>Totals</b>				

	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
<b>Totals (including continuation pages)</b>	30680470	306804.70	0.00

① 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) ①**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

Prescribed particulars

**①**

See continuation pages.

Class of share

Series A Preference

Prescribed particulars

**①**

See continuation pages.

Class of share

Series B Preference

Prescribed particulars

**①**

See continuation pages.

**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.

**9****Signature**

Signature

I am signing this form on behalf of the company.

Signature

X



X

This form may be signed by:

Director **②**, Secretary, Person authorised **③**, 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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### Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Ordinary (page 1)	
Prescribed particulars	<p><u>a. Voting</u></p> <p>Each holder of the Ordinary Shares shall have the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each Preference Share shall carry one vote per share. Votes may be exercised:</p> <ul style="list-style-type: none"> <li>• on a show of hands by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote); or</li> <li>• on a poll by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote for each such share held).</li> </ul> <p><u>b. Dividend</u></p> <p>Entitled to a pro rata share of any dividend declared or payable.</p> <p><u>c. Capital</u></p> <p>On a return of assets on liquidation or capital reduction or otherwise (other than a conversion, redemption or repurchase of shares), the assets of the Company (or the proceeds of sale as the case may be) remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority:-</p> <p>first, in paying to the holders of the Series B Preference Shares in respect of each Series B Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none"> <li>• the actual subscription price (inclusive of any premium paid) of that Series B Preference Share; and</li> <li>• any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital;</li> </ul> <p>and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series B Preference Shares in full, the proceeds shall be distributed to the holders of the Series B Preference Shares in proportion to the amounts due on each such share held;</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>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> </ol> <p>A separate table must be used for each class of share.</p>

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

Class of share	Ordinary (page 2)	
Prescribed particulars	<p>second, in paying to the holders of the Series A Preference Shares in respect of each Series A Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none"> <li>the actual subscription price (inclusive of any premium paid) of that Series A Preference Share; and</li> <li>any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital;</li> </ul> <p>and if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series A Preference Shares in full, the proceeds shall be distributed to the holders of the Series A Preference Shares in proportion to the amounts due on each such share held;</p> <p>third in paying the holders of the Deferred Shares (if any), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>the balance (if any) of such assets shall be distributed to the holders of the Ordinary Shares in the proportions that their respective holdings of Ordinary Shares bear to the total number of Ordinary Shares in issue.</p> <p><u>d. Redeemable Shares</u></p> <p>The Ordinary Shares are non-redeemable.</p>	<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>

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

Class of share	Series A Preference Shares (page 1)	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p><u>a. Voting</u></p> <p>Each holder of the Series A Preference Shares shall have the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each Preference Share shall carry one vote per share. Votes may be exercised:</p> <ul style="list-style-type: none"> <li>• on a show of hands by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote); or</li> <li>• on a poll by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote for each such share held).</li> </ul> <p><u>b. Dividend</u></p> <p>Entitled to a pro rata share of any dividend declared or payable.</p> <p><u>c. Capital</u></p> <p>On a return of assets on liquidation or capital reduction or otherwise (other than a conversion, redemption or repurchase of shares), the assets of the Company (or the proceeds of sale as the case may be) remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority:-</p> <p>first, in paying to the holders of the Series B Preference Shares in respect of each Series B Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none"> <li>• the actual subscription price (inclusive of any premium paid) of that Series B Preference Share; and</li> <li>• any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital;</li> </ul> <p>and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series B Preference Shares in full, the proceeds shall be distributed to the holders of the Series B Preference Shares in proportion to the amounts due on each such share held;</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>

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

Class of share	Series A Preference Shares (page 2)	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>second, in paying to the holders of the Series A Preference Shares in respect of each Series A Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none"> <li>the actual subscription price (inclusive of any premium paid) of that Series A Preference Share; and</li> <li>any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital;</li> </ul> <p>and if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series A Preference Shares in full, the proceeds shall be distributed to the holders of the Series A Preference Shares in proportion to the amounts due on each such share held;</p> <p>third in paying the holders of the Deferred Shares (if any), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>the balance (if any) of such assets shall be distributed to the holders of the Ordinary Shares in the proportions that their respective holdings of Ordinary Shares bear to the total number of Ordinary Shares in issue.</p> <p><u>d. Redeemable Shares</u></p> <p>The Series A Preference Shares are non-redeemable.</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>

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

Class of share	Series B Preference Shares (page 1)	
Prescribed particulars	<p><u>a. Voting</u></p> <p>Each holder of the Series B Preference Shares shall have the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each Preference Share shall carry one vote per share. Votes may be exercised:</p> <ul style="list-style-type: none"> <li>• on a show of hands by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote); or</li> <li>• on a poll by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote for each such share held).</li> </ul> <p><u>b. Dividend</u></p> <p>Entitled to a pro rata share of any dividend declared or payable.</p> <p><u>c. Capital</u></p> <p>On a return of assets on liquidation or capital reduction or otherwise (other than a conversion, redemption or repurchase of shares), the assets of the Company (or the proceeds of sale as the case may be) remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority:-</p> <p>first, in paying to the holders of the Series B Preference Shares in respect of each Series B Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none"> <li>• the actual subscription price (inclusive of any premium paid) of that Series B Preference Share; and</li> <li>• any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital;</li> </ul> <p>and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series B Preference Shares in full, the proceeds shall be distributed to the holders of the Series B Preference Shares in proportion to the amounts due on each such share held;</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>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> </ol> <p>A separate table must be used for each class of share.</p>



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

Class of share	Series B Preference Shares (page 2)	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>second, in paying to the holders of the Series A Preference Shares in respect of each Series A Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none"> <li>the actual subscription price (inclusive of any premium paid) of that Series A Preference Share; and</li> <li>any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital;</li> </ul> <p>and if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series A Preference Shares in full, the proceeds shall be distributed to the holders of the Series A Preference Shares in proportion to the amounts due on each such share held;</p> <p>third in paying the holders of the Deferred Shares (if any), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>the balance (if any) of such assets shall be distributed to the holders of the Ordinary Shares in the proportions that their respective holdings of Ordinary Shares bear to the total number of Ordinary Shares in issue.</p> <p><u>d. Redeemable Shares</u></p> <p>The Series B Preference Shares are non-redeemable.</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>

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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 Katy Conlan

Company name Maclay Murray & Spens LLP

Address Quatermile One

15 Lauriston Place

Post town Edinburgh

County/Region

Postcode E H 3 9 E P

Country United Kingdom

DX ED137

Telephone 0330 222 0050



### 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)