

# SH02

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

THURSDAY



A48 \*AHD24E16\* 29/10/2009 314  
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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### 1 Company details

Company number 0 3 8 9 6 0 5 9

Company name in full GERMAN SWEDISH AND FRENCH CAR PARTS 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 2 7 1 0 2 0 0 9

### 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		
SHARES	1,000,000	£1

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<b>6 Re-conversion</b>			
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

### Statement of capital

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form.

<b>7 Statement of capital (Share capital in pound sterling (£))</b>				
Please complete the table below to show each share classes held in pound sterling. If all your issued capital is in sterling, only complete Section 7 and then go to Section 10.				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
REDEEMABLE PREF SHARES	£1	-	7,658,547	£ 7,658,547
A ORDINARY SHARES	£1	-	88,004	£ 88,004
B ORDINARY SHARES	£1	-	1,853	£ 1,853
				£
<b>Totals</b>			<b>7 748 404</b>	<b>£ 7,748,404</b>

<b>8 Statement of capital (Share capital in other currencies)</b>				
Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.				
Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
<b>Totals</b>				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
<b>Totals</b>				

❶ Including both the nominal value and any share premium.

❷ Number of shares issued multiplied by nominal value of each share.

❸ Total number of issued shares in this class.

#### Continuation pages

Please use a Statement of Capital continuation page if necessary.

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**9 Statement of capital (Totals)**

Please give the total number of shares and total aggregate nominal value of issued share capital.		<b>① Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares		
Total aggregate nominal value ①		

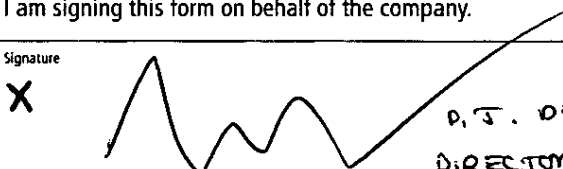
**10 Statement of capital (Prescribed particulars of rights attached to shares) ②**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 7 and Section 8.		<b>② Prescribed particulars of rights attached to shares</b> 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 and any terms or conditions relating to redemption of these shares.  A separate table must be used for each class of share.  Please use a Statement of capital continuation page if necessary.
Class of share	REDEEMABLE PREFERENCE SHARES	
Prescribed particulars	SEE ATTACHMENT	
Class of share	A ORDINARY SHARES	
Prescribed particulars	SEE ATTACHMENT	
Class of share	B ORDINARY SHARES	
Prescribed particulars	SEE ATTACHMENT	
Class of share		
Prescribed particulars		

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Class of share		<b>① Prescribed particulars of rights attached to shares</b> 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 and any terms or conditions relating to redemption of these shares.  A separate table must be used for each class of share.  Please use a Statement of capital continuation page if necessary.
Prescribed particulars		
Class of share		
Prescribed particulars		

11	<b>Signature</b>		<b>② Societas Europaea</b> 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.  <b>③ Person authorised</b> Under either section 270 or 274 of the Companies Act 2006.
	I am signing this form on behalf of the company.		
	Signature	Signature  <b>D.J. DE SILVA. X</b> <b>DIRECTOR.</b>	
This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.			

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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	D JOSEPH DE SILVA									
Company name	GERMAN SWEDISH AND FRENCH									
	CAR PARTS LIMITED									
Address	UNIT 21 FORT INDUSTRIAL PARK									
	DUNLOP WAY									
Post town	BIRMINGHAM									
County/Region	WEST MIDLANDS									
Postcode	B	3	5		7	A	R			
Country										
DX										
Telephone	0121 749 8825									



### 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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
DX 481 N.R. Belfast 1.



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

(1) **Preference Shares**

The special rights and restrictions attaching to the Preference Shares are as follows:

(a) As Regards Income

The profits of the Company available for dividend and resolved to be distributed among the Preference Shares by the holders of the A Ordinary Shares in General Meeting shall be distributed by way of dividend among the holders of the Preference Shares.

(b) As Regards Voting

The Preference Shares shall entitle their holders to receive notice of every General Meeting of the company, and to attend and speak at all General Meetings of the company, but not to vote thereat unless at the date of the notice convening the General Meeting either:

- (i) any dividend on the Preference Shares has become due for payment and has not (for whatever reason other than bank error) been paid in full; or
- (ii) some or all of the Preference Shares have become due for redemption and have not (for whatever reason other than bank error) been redeemed;

and in either such event, such holders may be entitled in that capacity to serve notice upon the Company that they shall, whilst such default continues (and on a poll, by reference to their respective holdings of Preference Shares) be entitled to vote at such meeting.

(c) As Regards Capital

On a winding up or other return of capital, the Preference Shares shall carry the right to have the assets of the company available for distribution amongst the members, applied in the first place in paying to them the nominal amount of the capital paid up on each of the Preference Shares, together with a sum equal to any arrears, deficiency or accruals of any dividend calculated down to the date of the return of capital and payable irrespective of whether they have been earned, declared or not, and accrued on a daily basis. In the case of a partial return of capital, the sum payable in respect of the Preference Shares shall be a proportionate part of the sum which would have been payable on a complete return of capital.

(d) As Regard Redemption

- (i) Subject to the provisions of the Act, the Company shall be entitled after six months following the date of adoption of these articles at any time to redeem any of the Preference Shares at par value PROVIDED THAT if more than 100,000 Preference Shares are in issue immediately prior to the redemption

then such redemption shall be in minimum tranches of 100,000 Preference Shares ("the Redemption Rights").

- (ii) The Redemption Rights shall be exercised by notice in writing to the relevant holder(s) of Preference Shares signed on behalf of the Company which shall specify the name of the holder(s) of the Preference Shares to be redeemed and the number of such shares to be redeemed ("the Redemption Notice"). The Redemption Notice shall also specify the date time and place at which the redemption shall be completed ("Completion").
- (iii) On Completion the relevant shareholder(s) shall deliver to the company their Share Certificates in respect of the Preference Shares to be redeemed (or an indemnity for lost Share Certificates in a form acceptable to the Company).
- (iv) Against compliance with Article 5(1)(d)(iii) the Company shall cancel the relevant Preference Shares and pay the sums due to the relevant holder(s) pursuant to Article 5(1)(d)(i) by telegraphic transfer to a bank account nominated by the relevant holder(s).
- (v) The Company shall procure that all of the Preference Shares are redeemed by 1<sup>st</sup> March 2020 or as soon thereafter as may be permissible by the Act.
- (vi) On or before any date upon which Preference Shares are to be redeemed, each holder of the Preference Shares concerned shall be bound to deliver to the Company at its registered office, the certificates for such of the Preference Shares concerned as are held by him, in order that the same may be cancelled. Subject to the provisions of the Act and to such delivery, upon the due redemption date the Company shall pay to the holder the amounts subscribed per Preference Share, together with an amount equal to all arrears of dividend on such Preference calculated up to and including the date of redemption. If any certificate so delivered to the Company includes any Preference Shares not redeemable on the relevant date of redemption, the Company shall forthwith, following such redemption date, issue a new certificate for such Preference Shares to the holder thereof.
- (vii) If any holder of Preference Shares which have become due for redemption shall fail or refuse to deliver up the certificate for such Preference Shares, the Company may retain the redemption monies until delivery of the certificate (or of any indemnity in respect thereof in a form reasonably satisfactory to the Company) but shall thereupon pay the redemption monies to such holders.
- (viii) As from the due date for redemption of any Preference Share, the dividends payable on such shares shall cease to accrue inless upon due presentation of the certificate relating thereto, payment of the full amounts payable on redemption of such Preference Share shall not be made in which event such dividend shall continue to accrue and be payable until payment of such amount is made.
- (ix) If on any due date for redemption of Preference Shares, the Company is unable to redeem or is prohibited by Law from redeeming, all or any of the Preference Shares then falling to be redeemed, it shall redeem the same as so

soon thereafter as is permissible by Law. If the Company fails to redeem any Preference Shares on any due date, then subsequent redemptions of Preference Shares shall be deemed to be (to the extent appropriate) of those Preference Shares which first became due for redemption.

- (x) Any partial redemption of Preference Shares can be made against the holder or holders of any of the Preference Shares as the directors may determine and any such partial redemption shall not have to be made pro rata against the Preference Shares held by all holders of the Preference Shares.

- (e) Other Rights

Except as mentioned above, the Preference Shares shall not confer upon their holders any further or other rights of participation in the profits or assets of the Company, or any right to attend or vote at any general meeting of the Company.

- (2) **A Ordinary Shares**

The special rights and restrictions attaching to the A Ordinary Shares are as follows:

- (a) As regards Income

Subject to Article 5(1)(d)(i) the profits of the Company available for dividend and resolved to be distributed by the holders of the A Ordinary Shares shall be distributed by way of dividend among the holders of the A Ordinary Shares.

- (b) As Regards Voting

The A Ordinary Shares shall entitle the holders to receive notice of every General Meeting of the Company and to attend, speak and vote at any General Meeting of the Company, whereupon each holder of A Ordinary Shares who is present in person or by proxy or (being a corporation) by a representative, shall have one vote for each A Ordinary Share held by him.

- (c) As Regards Capital

On a winding up or other return of capital, the A Ordinary Shares shall carry the right to have the assets of the Company available for distribution among the members, applied after payment of all amounts due to the holders of the Preference Shares in paying to them the nominal amount of the capital paid up on each of the A Ordinary Shares, together with a sum equal to any arrears of any dividend. In the case of a partial return of capital, the sum payable in respect of the A Ordinary Shares shall be a proportionate part of the sum which would have been payable on a complete return of capital.

- (3) **B Ordinary Shares**

- (a) As regards Income

The B Ordinary Shares shall not qualify for a dividend.

(b) As Regards Voting

The B Ordinary Shares shall carry no votes at a General Meeting.

(c) As Regards Capital

On a winding up or other return of capital, the B Ordinary Shares shall carry the right to have the assets of the Company available for distribution among the members, applied after payment of all amounts due to the holders of the Preference Shares and the A Ordinary Shares in paying to them the nominal amount of the capital paid up on each of the B Ordinary Shares, together with a sum equal to any arrears of any dividend. In the case of a partial return of capital, the sum payable in respect of the B Ordinary Shares shall be a proportionate part of the sum which would have been payable on a complete return of capital.

(d) Conversion

- (i) The holders of the A Ordinary Shares shall be entitled at any time and from time to time to convert the B Ordinary Shares into the same number of A Ordinary Shares (the rights hereby conferred upon each holder of B Ordinary Shares being hereinafter in the Article referred to as "the Conversion Rights")
- (ii) The Conversion Rights shall be exercised by the passing of a Special Resolution of the holders of the A Ordinary Shares whereupon the holders of the B Ordinary Shares shall be entitled to deliver their share certificate(s) in respect of their holding of B Ordinary Shares at the Company's Registered Office and shall take effect immediately upon such delivery and as soon as is practicable thereafter the Company shall issue to such holder a certificate for the A Ordinary Shares resulting from the exercise of the Conversion Rights and, if appropriate, a certificate for any B Ordinary Shares retained by such holder
- (iii) The A Ordinary Shares resulting from the exercise of the Conversion Rights shall as from the date of conversion rank pari passu in all respects with the existing A Ordinary Shares in the capital of the Company.