

**Don't**  
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# 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 for**  
You cannot use this form to give notice of a conversion of stock into shares.

WEDNESDAY



A07 09/06/2021 #66  
COMPANIES HOUSE

### 1 Company details

Company number 0 8 5 6 2 0 3 5

Company name in full DARKTRACE 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 Date of resolution

Date of resolution 0 4 0 5 2 0 2 1

### 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
ORDINARY	2,271,031	£0.01	567,781,092	£0.00004

### 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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**6 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

**7 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.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

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**

GBP	ORDINARY	567,781,092	22,711.2437	
GBP	DEFERRED	120,063	1,200.63	
GBP	REDEEMABLE PREFERENCE	50,000	50,000	
<b>Totals</b>		567,951,155	73,911.8737	0

**Currency table B**

<b>Totals</b>				

**Currency table C**

<b>Totals</b>				

**Totals (including continuation pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
567,951,155	73,911.8737	0

❶ 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)<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
Prescribed particulars <sup>1</sup>	(PLEASE REFER TO THE STATEMENT OF CAPITAL CONTINUATION PAGE.)

Class of share	REDEEMABLE PREFERENCE
Prescribed particulars <sup>1</sup>	(PLEASE REFER TO THE STATEMENT OF CAPITAL CONTINUATION PAGE.)

Class of share	DEFERRED
Prescribed particulars <sup>1</sup>	(PLEASE REFER TO THE STATEMENT OF CAPITAL CONTINUATION PAGE.)

**<sup>1</sup> 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**

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.**<sup>2</sup> 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.

**<sup>3</sup> 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

RACHEL LOW

Company name

LATHAM &amp; WATKINS

Address

99 BISHOPSGATE

Post town

LONDON

County/Region

Postcode

E C 2 M 3 X F

Country

UNITED KINGDOM

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  
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)

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Complete the table below to show the issued share capital. Complete a separate table for each currency.

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

Class of share	ORDINARY	
Prescribed particulars	<p>THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY.</p> <p>ANY DIVIDENDS WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES PARI PASSU AND PRO RATA TO THEIR RESPECTIVE HOLDINGS OF ORDINARY SHARES.</p> <p>ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THE COMPANY IS LAWFULLY PERMITTED TO DO SO), AFTER PAYING TO HOLDERS OF THE DEFERRED SHARES AND REDEEMABLE PREFERENCE SHARES, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY.</p> <p>THE ORDINARY SHARES ARE NON-REDEEMABLE.</p>	<p><b>Prescribed particulars of rights attached to shares</b> 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>

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### 8 Statement of capital (prescribed particulars of rights attached to shares)<sup>1</sup>

Class of share	DEFFERED	
Prescribed particulars	<p>THE DEFERRED SHARES DO NOT ENTITLE THE HOLDERS OF THEM TO RECEIVE NOTICE OF, TO ATTEND, TO SPEAK OR TO VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO RECEIVE OR VOTE ON, OR OTHERWISE CONSTITUTE AN ELIGIBLE MEMBER FOR THE PURPOSES OF, PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY.</p> <p>THE DEFERRED SHARES SHALL NOT BE ENTITLED TO RECEIVE DIVIDENDS.</p> <p>ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THE COMPANY IS LAWFULLY PERMITTED TO DO SO), IN PAYING TO 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).</p> <p>SUBJECT TO THE COMPANIES ACT 2006, ANY DEFERRED SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION FOR £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES REGISTERED IN THE NAME OF ANY HOLDER(S) WITHOUT OBTAINING THE SANCTION OF THE HOLDER(S).</p>	<p><b><sup>1</sup> Prescribed particulars of rights attached to shares</b> 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>

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Class of share	REDEEMABLE PREFERENCE	
Prescribed particulars	<p>THE REDEEMABLE PREFERENCE SHARES DO NOT ENTITLE THE HOLDERS OF THEM TO RECEIVE NOTICE OF, TO ATTEND, TO SPEAK OR TO VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO RECEIVE OR VOTE ON, OR OTHERWISE CONSTITUTE AN ELIGIBLE MEMBER FOR THE PURPOSES OF, PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY.</p> <p>THE REDEEMABLE PREFERENCE SHARES SHALL NOT BE ENTITLED TO RECEIVE DIVIDENDS.</p> <p>ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THE COMPANY IS LAWFULLY PERMITTED TO DO SO), AFTER PAYING THE HOLDERS OF THE DEFERRED SHARES, IN PAYING TO THE HOLDERS OF THE REDEEMABLE PREFERENCE SHARES, AN AMOUNT PER REDEEMABLE PREFERENCE SHARE HELD EQUAL TO THE REDEEMABLE PREFERENCE SHARE SUBSCRIPTION PRICE (AND IF THE AMOUNT OF A DISTRIBUTION IS INSUFFICIENT TO PAY EACH HOLDER OF REDEEMABLE PREFERENCE SHARES AT LEAST THE REDEEMABLE PREFERENCE SHARE SUBSCRIPTION PRICE, THE HOLDERS OF REDEEMABLE PREFERENCE SHARES SHALL SHARE THE DISTRIBUTION PRO RATA TO THE NUMBER OF REDEEMABLE PREFERENCE SHARES HELD).</p> <p>SUBJECT TO THE COMPANIES ACT 2006, ANY REDEEMABLE PREFERENCE SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION FOR AN AMOUNT EQUAL TO THE REDEEMABLE PREFERENCE SHARE SUBSCRIPTION PRICE PER REDEEMABLE PREFERENCE SHARE WITHOUT OBTAINING THE SANCTION OF THE HOLDERS(S).</p>	<p><b>1 Prescribed particulars of rights attached to shares</b> 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>