



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.

FRIDAY



A18 *A819W0CO* 15/03/2019 #50
COMPANIES HOUSE

1 Company details

Company number 1 0 5 5 8 3 7 3
Company name in full BBS NT PARK CENTRAL (A) 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 2 0 8 2 0 1 8

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 A	50,000	£0.01	500	£1.00
Ordinary B	32,270	£0.01	322.7	£1.00
Ordinary C	17,740	£0.01	177.4	£1.00

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

SH02

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

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
---------------------------------------------------------	--------------------------------------------------	------------------	---------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------

Currency table A

GBP	Ordinary A	500	500.00	
GBP	Ordinary B	322.7	322.70	
GBP	Ordinary C	177.4	177.40	
Totals		1,200,691.10	1,200,691.10	0

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
1,200,691.10	1,200,691.10	0

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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

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	
GBP	6% Preference	1,199,691.00	£1,199,691.00		
Totals		1,200,691.10	1,200,691.10		0

SH02

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

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 A

Prescribed particulars
①

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH
RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTION

Class of share

ORDINARY B

Prescribed particulars
①

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH
RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTION

Class of share

ORDINARY C

Prescribed particulars
①

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH
RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTION

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

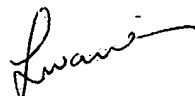
Signature

I am signing this form on behalf of the company.

Signature

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.

SH02 - continuation page

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

8

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

Class of share	6% PREFERENCE	
Prescribed particulars	<p>1.Dividend rights-1.1.The Company shall, without resolution to the Board or of the Company in general meeting and before application of any profits to reserve or for any other purpose pay in respect of each Preference Share in issue (if any), a fixed cumulative preferential dividend at the annual rate of six per cent (6.0%) of the Issue Price per Preference Share (excluding any associated tax credit) which shall be compounded annually and paid as and when there are surplus Available Profits to pay in full the same to the person registered as the holder of such Share at that date and which shall accrue daily from the date of issue and be calculated in respect of the period to such date assuming a 365 day year (Preference Dividend) 1.2. Each Preference Dividend shall be deemed to accrue from day to day as well after as before the commencement of a winding-up and shall therefore be payable by a liquidator in respect of any period after such commencement in priority to other claims or rights of Shareholders in respect of share capital. 1.3. No dividend may be declared on the Ordinary Shares until all of the Preference Shares have been redeemed. Thereafter, the Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends on the Ordinary Shares. The entitlement of the D Shares as a class shall be fixed at 0.01% of any dividends declared and paid on the Ordinary Shares and the A Shares, the B Shares and the C Shares rank pari passu as between themselves for the remaining proportion of the dividend 2. Return of capital rights. 2.1. On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of its liabilities (including for the avoidance of doubt any cumulative preferential dividend arising from non-payment of Preference Dividends) shall be applied in the following order of priority. 2.1.1. first, in paying to each holder of Preference Shares in respect of each Preference Share of which it is the holder, an amount equal to (i)100% of the Issue Price thereof and (ii) the aggregate amount of any accruals and/or unpaid amounts of Preference Dividend (to be calculated down to and including the date of the return of capital and be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient Available Profits). 2.1.2. second, in paying to each holder of Ordinary Shares in respect of each Ordinary Share of which it is the holder, a sum equal to the Issue Price thereof (pari passu as if the same constituted one class of Shares). 2.1.3. the balance of such assets (if any) shall be distributed as to 0.01% amongst the holders of D Shares (pari passu as between themselves) and as to the remaining amount amongst the holders of the A Shares, B Shares and C Shares (pari passu as if the same constituted one class of Shares). 2.2. On a Share Sale, the Sale Proceeds shall be distributed in the order of priority set out above. 3.Voting rights. 3.1. The holders of the Preference Shares and D Shares have no right to attend or vote at any general meeting of the Company on any resolution of the Company, nor to vote on a written resolution of the Company.</p>	<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

SH02 - continuation page

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

8

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

Class of share	6% PREFERENCE	
Prescribed particulars	<p>4. Redemption rights. 4.1. The Preference Shares shall, subject to the Act and resolution of the directors, be redeemed out of Available Profits as and when they shall arise. 4.2. There shall be paid on the redemption of each Preference Share an amount equal to: (i) 100% of the Issue Price thereof, and (ii) all accruals and/or unpaid amounts of Preference Dividend in respect thereof, calculated down to and including the date of actual payment, and such aggregate amount shall, subject to the Company having Available Profits or other monies which may be lawfully applied for such redemption, at that time become a debt due from and immediately payable by the Company to the holders of such Preference Shares.</p>	<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

SH02

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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

Company name **ADLER SHINE LLP**

Address **ASTON HOUSE**

CORNWALL AVENUE

Post town **LONDON**

County/Region

Postcode **N 3 1 L F**

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
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 or email 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