

SH02

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



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
stock

TUESDAY



A4IVMEEI

A05

27/10/2015

#198

COMPANIES HOUSE

1 Company details

Company number

Company name in full

→ 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 ^d ^d ^m ^m ^y ^y ^y ^y

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
Please see continuation page				

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

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

7 Statement of capital (Share capital in pound sterling (£))				
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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Please see continuation page.				£
				£
				£
				£
Totals				£

B Statement of capital (Share capital in other currencies)				
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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

Continuation pages
Please use a Statement of Capital continuation page if necessary

② Total number of issued shares in this class

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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	
Total number of shares		
Total aggregate nominal value 1		

1 Total aggregate nominal value
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

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	
Class of share	Please see continuation pages.	
Prescribed particulars		
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		

2 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 and any terms or conditions relating to redemption of these shares

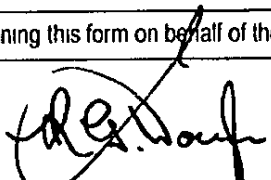
A separate table must be used for each class of share

Please use a Statement of capital continuation page if necessary

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

Signature	11 Signature		<p>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</p> <p>3 Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
	<p>I am signing this form on behalf of the company</p> <p>Signature</p> <p>X  X</p>	<p>This form may be signed by Director 2, Secretary, Person authorised 3, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager</p>	

Form SH02 continuation page

Section 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
A ordinary shares	10,000,000	£8 00	8,000,000,000	£0 01
A preference shares	43,250,000	£8 00	34,600,000,000	£0 01
B preference shares	7,009,738	£8 00	5,607,790,400	£0 01
B1 ordinary shares	32,000	£8 00	25,600,000	£0.01
B2 ordinary shares	20,800	£8 00	16,640,000	£0 01
B3 ordinary shares	17,600	£8 00	14,080,000	£0 01
B4 ordinary shares	9,600	£8 00	7,680,000	£0 01

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Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	A Preference Shares	
Prescribed particulars	<p><u>Dividends</u> The A Preference Shares confer upon the holders thereof (as a class) the right to receive on each A Preference Share, in priority to any payment by way of dividend to the holders of any other shares in the capital of the Company, a fixed cumulative preferential dividend at the rate of 12% per annum on the Subscription Price of each A Preference Share</p> <p><u>Rights on winding up</u> Subject to the articles, the A Preference Shareholders are entitled to a sum equal to the Subscription Price on each A Preference Share held by them, together with a sum equal to any accrued and/or unpaid A Preference Dividend(s) calculated down to and including the date of return of capital, and payable irrespective of whether or not the Company has enough Available Profits to pay the accrued and/or unpaid A Preference Dividend(s), as at the relevant date, provided that if there are insufficient assets for such payment in full, any amount available for distribution shall be paid to the A Preference Shareholders pro rata to the number of A Preference Shares held by them.</p> <p><u>Voting rights</u> The A Preference Shares do not entitle the holders thereof to any votes.</p> <p><u>Redemption rights</u> The Company may (unless directed to the contrary by an Investor Director) redeem all of the A Preference Shares that are then in issue, immediately before a Sale, an Asset Sale or a Listing. The Company may also at any time with Investor Consent redeem some or all of the A Preference Shares that are then outstanding.</p>	<p>① Prescribed particulars of rights attached to shares 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 and any terms or conditions relating to redemption of these shares <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	B Preference Shares	
Prescribed particulars	<p><u>Dividends</u> The B Preference Shares do not confer on the holders thereof any right of participation in the profits of the Company</p> <p><u>Rights on winding up</u> After payment has been made to holders of A Preference Shares, the B Preference Shareholders are entitled to a sum equal to the Subscription Price on each B Preference Share, provided that if there are insufficient assets for such payment in full, any amount available for distribution shall be paid to the B Preference Shareholders pro rata to the number of B Preference Shares held by them</p> <p><u>Voting rights</u> The B Preference Shares do not entitle the holders thereof to any votes</p> <p><u>Redemption rights</u> The B Preference Shares are not redeemable or liable to be redeemed at the option of the Company or the Shareholder</p>	<p>① Prescribed particulars of rights attached to shares 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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>

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10 Statement of capital (Prescribed particulars of rights attached to shares) 1	
Class of share	Deferred Shares
Prescribed particulars	<p><u>Voting rights</u> The Deferred Shares have no voting rights</p> <p><u>Dividend rights</u> The Deferred Shares shall not confer on the holders thereof any right of participation in the profits of the Company</p> <p><u>Rights on winding up</u> After payments have been made to the holders of A Preference Shares, B Preference Shares, A Ordinary Shares and B Ordinary Shares, any balance is to be distributed amongst the holders of the Deferred Shares (pro-rata to the number of such shares held) until an amount equal in aggregate to the nominal value of such shares has been so distributed</p> <p><u>Redemption rights</u> The Deferred Shares are not redeemable or liable to be redeemed at the option of the Company or the Shareholder</p>
	<p>1 Prescribed particulars of rights attached to shares 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 and any terms or conditions relating to redemption of these shares <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	A Ordinary Shares		
Prescribed particulars	<p><u>Dividends</u> Subject to the dividend rights of the A Preference Shares, to the extent that the Company determines that there are further Available Profits for distribution, then the Board may recommend, with prior Investor Consent, that any or all of the balance of such Available Profits shall be distributed among the holders of A Ordinary Shares and B Ordinary Shares by way of dividend</p> <p><u>Rights on winding up</u> After payments have been made to the holders of A Preference Shares and B Preference Shares, the A Ordinary Shareholders are entitled to a sum equal to the Subscription Price on each A Ordinary Share, provided that if there are insufficient assets for such payment in full, any amount available for distribution shall be paid to the A Ordinary Shareholders pro rata to the number of A Ordinary Shares held by them.</p> <p><u>Voting rights</u> Every Shareholder who holds one or more A Ordinary Share(s) shall have one vote for each A Ordinary Share held by him</p> <p><u>Redemption rights</u> The A Ordinary Shares are not redeemable or liable to be redeemed at the option of the Company or the shareholder</p>	<p>① Prescribed particulars of rights attached to shares 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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>	

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10 Statement of capital (Prescribed particulars of rights attached to shares) 1	
Class of share	B1 Ordinary Shares
Prescribed particulars	<p><u>Dividends</u> Subject to the rights of the A Preference Shares, to the extent that the Company determines that there are further Available Profits for distribution, then the Board may recommend, with prior Investor Consent, that any or all of the balance of such Available Profits shall be distributed among the holders of A Ordinary Shares and B Ordinary Shares by way of dividend.</p> <p><u>Rights on winding up</u> After payments have been made to holders of A Preference Shares, B Preference Shares and A Ordinary Shares, the B Ordinary Shareholders are entitled to a sum equal to the Subscription Price on each B Ordinary Share, provided that, if there are insufficient assets for such payment in full, any amount available for distribution shall be paid to the B Ordinary Shareholders pro rata to the number of B Ordinary Shares held by them</p> <p><u>Voting rights</u> The B1 Ordinary Shares as a class shall confer on the holders thereof in their capacity as such (whether present in person, by proxy or by corporate representative), such number of votes as, if all cast and assuming the votes attached to all of the A Ordinary Shares, the B2 Ordinary Shares, the B3 Ordinary Shares, the B4 Ordinary Shares and any other Shares carrying voting rights were cast, would result in the votes conferred by the B1 Ordinary Shares representing in aggregate 5% of the total votes, such votes being distributed amongst the holders of B1 Ordinary Shares pro rata to the number of B1 Ordinary Shares held by them</p> <p><u>Redemption rights</u> The B1 Ordinary Shares are not redeemable or liable to be redeemed at the option of the Company or the Shareholder.</p>
	<p>1 Prescribed particulars of rights attached to shares 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 and any terms or conditions relating to redemption of these shares <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	B2 Ordinary Shares	<p>① 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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>
Prescribed particulars	<p><u>Dividends</u></p> <p>Subject to the dividend rights of the A Preference Shares, to the extent that the Company determines that there are further Available Profits for distribution, then the Board may recommend, with prior Investor Consent, that any or all of the balance of such Available Profits shall be distributed among the holders of A Ordinary Shares and B Ordinary Shares by way of dividend</p> <p><u>Rights on winding up</u></p> <p>After payments have been made to holders of A Preference Shares, B Preference Shares and A Ordinary Shares, the B Ordinary Shareholders are entitled to a sum equal to the Subscription Price on each B Ordinary Share, provided that, if there are insufficient assets for such payment in full, any amount available for distribution shall be paid to the B Ordinary Shareholders pro rata to the number of B Ordinary Shares held by them.</p> <p><u>Voting rights</u></p> <p>The B2 Ordinary Shares as a class shall confer on the holders thereof in their capacity as such (whether present in person, by proxy or by corporate representative), such number of votes as, if all cast and assuming the votes attached to all of the A Ordinary Shares, the B1 Ordinary Shares, the B3 Ordinary Shares, the B4 Ordinary Shares and any other Shares carrying voting rights were cast, would result in the votes conferred by the B2 Ordinary Shares representing in aggregate 5% of the total votes, such votes being distributed amongst the holders of B2 Ordinary Shares pro rata to the number of B2 Ordinary Shares held by them</p> <p><u>Redemption rights</u></p> <p>The B2 Ordinary Shares are not redeemable or liable to be redeemed at the option of the Company or the Shareholder</p>	

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10 Statement of capital (Prescribed particulars of rights attached to shares) ①	
Class of share	B3 Ordinary Shares
Prescribed particulars	<p><u>Dividends</u> Subject to the dividend rights of the A Preference Shares, to the extent that the Company determines that there are further Available Profits for distribution, then the Board may recommend, with prior Investor Consent, that any or all of the balance of such Available Profits shall be distributed among the holders of A Ordinary Shares and B Ordinary Shares by way of dividend</p> <p><u>Rights on winding up</u> After payment has been made to holders of A Preference Shares, B Preference Shares and A Ordinary Shares, the B Ordinary Shareholders are entitled to a sum equal to the Subscription Price on each B Ordinary Share, provided that, if there are insufficient assets for such payment in full, any amount available for distribution shall be paid to the B Ordinary Shareholders pro rata to the number of B Ordinary Shares held by them.</p> <p><u>Voting rights</u> The B3 Ordinary Shares as a class shall confer on the holders thereof in their capacity as such (whether present in person, by proxy or by corporate representative), such number of votes as, if all cast and assuming the votes attached to all of the A Ordinary Shares, the B1 Ordinary Shares, the B2 Ordinary Shares, the B4 Ordinary Shares and any other Shares carrying voting rights were cast, would result in the votes conferred by the B3 Ordinary Shares representing in aggregate 5% of the total votes, such votes being distributed amongst the holders of B3 Ordinary Shares pro rata to the number of B3 Ordinary Shares held by them</p> <p><u>Redemption rights</u> The B3 Ordinary Shares are not redeemable or liable to be redeemed at the option of the Company or the Shareholder</p>
	<p>① Prescribed particulars of rights attached to shares 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 and any terms or conditions relating to redemption of these shares <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	B4 Ordinary Shares	<p>① Prescribed particulars of rights attached to shares 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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>
Prescribed particulars	<p><u>Dividends</u> Subject to the dividend rights of the A Preference Shares, to the extent that the Company determines that there are further Available Profits for distribution, then the Board may recommend, with prior Investor Consent, that any or all of the balance of such Available Profits shall be distributed among the holders of A Ordinary Shares and B Ordinary Shares by way of dividend</p> <p><u>Rights on winding up</u> After payments have been made to holders of the A Preference Shares, B Preference Shares and A Ordinary Shares, the B Ordinary Shareholders are entitled to a sum equal to the Subscription Price on each B Ordinary Share, provided that, if there are insufficient assets for such payment in full, any amount available for distribution shall be paid to the B Ordinary Shareholders pro rata to the number of B Ordinary Shares held by them.</p> <p><u>Voting rights</u> The B4 Ordinary Shares as a class shall confer on the holders thereof in their capacity as such (whether present in person, by proxy or by corporate representative), such number of votes as, if all cast and assuming the votes attached to all of the A Ordinary Shares, the B1 Ordinary Shares, the B2 Ordinary Shares, the B3 Ordinary Shares and any other Shares carrying voting rights were cast, would result in the votes conferred by the B4 Ordinary Shares representing in aggregate 5% of the total votes, such votes being distributed amongst the holders of B4 Ordinary Shares pro rata to the number of B4 Ordinary Shares held by them</p> <p><u>Redemption rights</u> The B4 Ordinary Shares are not redeemable or liable to be redeemed at the option of the Company or the Shareholder.</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	Catriona Chau
Company name	Allen & Overy LLP
Address One Bishops Square	
London	
Post town	London
County/Region	London
Postcode	E 1 6 A D
Country	United Kingdom
DX	
Telephone	020 3088 4334

 Checklist
We may return forms completed incorrectly or with information missing
Please make sure you have remembered the following:
<input type="checkbox"/> The company name and number match the information held on the public Register
<input type="checkbox"/> You have entered the date of resolution in Section 2
<input type="checkbox"/> Where applicable, you have completed Section 3, 4, 5 or 6
<input type="checkbox"/> You have completed the statement of capital
<input type="checkbox"/> 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.companieshouse.gov.uk or email 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