

# 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  
notice of a conversion of  
stock.

TUESDAY



SCT 21/04/2015 #520  
COMPANIES HOUSE

### 1 Company details

Company number S C 4 7 5 5 8 3

Company name in full CASTLE WATER 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 3 1 0 3 2 0 1 5

### 3 Consolidation

Please show the amendments to each class of share.

| Class of shares<br>(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<br>(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<br>(E.g. Ordinary/Preference etc.) | Number of issued shares | Nominal value of each share |
|----------------------------------------------------|-------------------------|-----------------------------|
| PREFERENCE                                         | 1,200,000               | 1.00                        |
|                                                    |                         |                             |
|                                                    |                         |                             |

## SH02

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|                                                                                              |                                                    |                         |                             |
|----------------------------------------------------------------------------------------------|----------------------------------------------------|-------------------------|-----------------------------|
| <b>6</b>                                                                                     | <b>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<br>(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<br>(E.g. Ordinary/Preference etc.) | Amount paid up on<br>each share ① | Amount (if any) unpaid<br>on each share ① | Number of shares ② | Aggregate nominal value ① |
|----------------------------------------------------|-----------------------------------|-------------------------------------------|--------------------|---------------------------|
| ORDINARY                                           | 1.00                              | -                                         | 100                | £ 100.00                  |
| PREFERENCE                                         | 1.00                              | -                                         | 2,200,000          | £ 2,200,000.00            |
|                                                    |                                   |                                           |                    | £                         |
|                                                    |                                   |                                           |                    | £                         |
| Totals                                             |                                   |                                           | 2,200,100          | £ 2,200,100.00            |

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

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

① Including both the nominal value and any share premium.

② Number of shares issued multiplied by nominal value of each share.

③ Total number of issued shares in this class.

**Continuation pages**

Please use a Statement of Capital continuation page if necessary.

SH02

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

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

ORDINARY

Prescribed particulars

SEE CONTINUATION PAGE 1

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.

Class of share

PREFERENCE

Prescribed particulars

SEE CONTINUATION PAGE 2

Class of share

Prescribed particulars

# SH02

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

|                        |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Class of share         |  | <p><b>1 Prescribed particulars of rights attached to shares</b><br/> 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 and any terms or conditions relating to redemption of these shares.</li> </ul> <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 |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

|           |                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                   |  |
|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>11</b> | <b>Signature</b>                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                   |  |
|           | I am signing this form on behalf of the company.                                                                                                                                           |                                                                                                                                                                                                                                                                                                                   |  |
| Signature | <p>Signature</p> <p>X      J. L.      X</p>                                                                                                                                                | <p><b>2 Societas Europaea</b><br/> 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><b>3 Person authorised</b><br/> Under either section 270 or 274 of the Companies Act 2006.</p> |  |
|           | <p>This form may be signed by:<br/> Director <sup>1</sup>, Secretary, Person authorised <sup>1</sup>, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.</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 **Ashleigh Bruce**

Company name **HBJ Gateley**

Address **Exchange Tower**

**19 Canning Street**

Post town **Edinburgh**

County/Region

Postcode **E H 3 8 E H**

Country **Scotland**

DX **ED 27**

Telephone **0131 222 9574**



### 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)

This document only contains continuation page(s).  
The continuation page(s) must accompany the completed form SH02.

Only use the continuation page(s) you need.  
Do not send blank continuation pages, as this may result in the form being returned by  
Companies House.

Please complete the table below to show each class of shares held in other currencies. Please complete a separate table for each currency.

① Including both the nominal value and any share premium.

② Total number of issued shares in this class.

③ E.g. Number of shares issued multiplied by nominal value of each share.

## SH02 - continuation page

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

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

| Class of share         | PREFERENCE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Prescribed particulars | <p>a) No voting rights.</p> <p>b) The Company shall, in priority to the payment of any dividend to Ordinary Shareholders, pay to the holders of the Preference Shares a fixed cumulative preferential dividend at the rate of 7% per annum on the Issue Price for such Preference Shares.</p> <p>c) On a return of capital, whether on liquidation, capital reduction or otherwise, any surplus assets of the Company remaining after the payment of its liabilities shall be applied firstly to the holders of Preference Shares in respect of the Issue Price together with all Arrears in respect of the Preference Shares and secondly to the holders of Ordinary Shares in respect of the Issue Price together with all Arrears in respect of the Ordinary Shares.</p> <p>d) On the last Business Day of April 2021 the Company shall redeem all the Preference Shares then in issue. The Company may at any time redeem all or some of the Preference Shares upon giving not less than 10 Business Days' notice to the holders of the Preference Shares.</p> | <p><b>① Prescribed particulars of rights attached to shares</b><br/>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 and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p> |

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- ① Including both the nominal value and any share premium.
- ② Total number of issued shares in this class.
- ③ E.g. Number of shares issued multiplied by nominal value of each share.

## SH02 - continuation page

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

10

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

|                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Class of share         | ORDINARY                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <p><b>① Prescribed particulars of rights attached to shares</b><br/>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 and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p> |
| Prescribed particulars | <p>a) Full voting rights.</p> <p>b) The Company shall, in priority to the payment of any dividend to Ordinary Shareholders, pay to the holders of the Preference Shares a fixed cumulative preferential dividend at the rate of 7% per annum on the Issue Price for such Preference Shares.</p> <p>c) On a return of capital, whether on liquidation, capital reduction or otherwise, any surplus assets of the Company remaining after the payment of its liabilities shall be applied firstly to the holders of Preference Shares in respect of the Issue Price together with all Arrears in respect of the Preference Shares and secondly to the holders of Ordinary Shares in respect of the Issue Price together with all Arrears in respect of the Ordinary Shares.</p> <p>d) The Ordinary Shares are not redeemable.</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |