

# 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 stock  
into stock.

SATURDAY



A30 \*A65WEICI\* #13  
06/05/2017  
COMPANIES HOUSE

### 1 Company details

Company number 

2	9	1	0	0	3	4
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Company name in full 

OLDHAM PROPERTY PARTNERSHIPS LIMITED
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→ **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	3
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m	0
---	---

y	2
---	---

y	0
---	---

y	1
---	---

y	7
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### 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
B Redeemable 5% Preference	5,000,000	0.50

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## 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.

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

Please use a Statement of Capital continuation page if necessary.

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
<b>Currency table A</b>				
£	A ordinary	214	214.00	
£	C ordinary	50	50.00	
£	B Redeemable 5% Preference	14075000	7,037,500.00	
<b>Totals</b>		14075264	7,037,764.00	0.0

## Currency table B

<b>Totals</b>				

## Currency table C

<b>Totals</b>				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
14075264	7037764.00	0.00

① 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) 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

A Ordinary

Prescribed particulars

①

Please see continuation sheet attached.

Class of share

C Ordinary

Prescribed particulars

①

Please see continuation sheet attached.

Class of share

B Redeemable 5% Preference

Prescribed particulars

①

Please see continuation sheet attached.

### ① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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 *P. Chaff* 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.

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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 Holly Clayton-Smith

Company name JMW Solicitors LLP

Address 1 Byrom Place

Post town Manchester

County/Region Greater Manchester

Postcode M 3 3 H G

Country United Kingdom

DX 14372 Manchester 1

Telephone 0845 402 0001



### 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)

## SH02 Continuation Sheet

Terms defined in the articles of association of the Company shall apply below.

The rights attached to the A Ordinary Shares, the C Ordinary Shares and the B Redeemable 5% Preference Shares are as follows:

### 17.1 Income - A Shares

- 17.1.1 No dividends shall be declared or paid on the A Shares in respect of any financial year of the Company unless and until the B Dividends on the B Shares (together with any Further Dividend) shall have actually been paid in full in respect of that financial year and in respect of any previous financial years of the Company and article 30 of the Model Articles shall have effect subject to the provisions of this article 17.1.1.
- 17.1.2 Subject and without prejudice to the provisions of article 17.1.1, if in respect of any financial year the Company shall determine to distribute any sum by way of a dividend to the A Shareholder, then each sum shall be distributed to the A Shareholder in proportion to the amounts paid up or credited as paid up on the A Shares held by such holders respectively.

### 17.2 Income - B Shares

- 17.2.1 The B Shares shall confer upon the holders thereof as a class the right in priority to any payment by way of dividend to the holders of any other shares in the capital of the Company to receive an annual fixed cumulative preferential dividend, of an amount equal to 5% of the nominal value of the B Shares in the issued capital of the Company (the "**B Dividend**").
- 17.2.2 The B Dividend will be payable quarterly on each of 24 September, 24 December, 24 March and 24 June in each year (each such date to be referred to as the "**B Dividend Payment Date**").
- 17.2.3 On the B Dividend Payment Date, the B Dividend payable shall *ipso facto* and without any resolution of the Directors of the Company in general meeting (and notwithstanding anything contained in article 30 of the Model Articles) become a debt due from and immediately payable by the Company to the holders of the B Shares.
- 17.2.4 In the event that, whether by reason of any principle of law or otherwise, the Company is unable to pay in full on any B Dividend Payment Date any B Dividend (for the purpose of this article 17.2.4, referred to as the "**Relevant B Dividend**") then the following provisions shall apply:
  - (a) on the B Dividend Payment Date, the Company shall pay to the holders of the B Shares on account of the Relevant B Dividend the maximum sum (if any) which can then consistently with any such principle of law, be properly paid by the Company;
  - (b) on every succeeding B Dividend Payment Date, the Company shall pay to the holders of the B Shares on account of the balance of the Relevant B Dividend for the time being remaining outstanding, and until the Relevant B Dividend shall have been paid in full, the maximum sum (if any) which on such succeeding B Dividend Payment Date respectively can, consistently with any such principle of law, be properly paid by the Company; and
  - (c) every sum which shall become payable by the Company on any B Dividend Payment Date under this article 17.2.4 shall on that B Dividend Payment

Date *ipso facto* and without any resolution of the Directors of the Company in general meeting (and notwithstanding anything contained in article 30 of the Model Articles) become a debt due from and immediately payable by the Company to the holders of the B Shares.

17.2.5 In the event that pursuant to article 17.2.4 or otherwise, any Relevant B Dividend is not paid to the holders of the B Shares, there shall be paid to the holders of the B Shares a further cumulative preference dividend (the "**Further Dividend**"). Any Further Dividend shall be in the amount of £0.50 per month for every £100 of unpaid Relevant B Dividend, shall accrue from day to day and shall be paid on the same date as the Relevant B Dividend. Any Further Dividend shall on such date *ipso facto* and without any resolution of the Directors of the Company in general meeting (and notwithstanding anything contained in article 30 of the Model Articles) become a debt due from and immediately payable by the Company to the holders of the B Shares. PROVIDED THAT this article 17.2.5 shall not apply and no Further Dividend shall be payable if the sole reason for the non-payment of any Relevant B Dividend on any B Dividend Payment Date is compliance by the Company with statutory provisions or regulations regulating the amount or manner or time of payment of dividends.

### 17.3 Income - C Shares

The holders of the C Shares shall not be entitled to receive any income or dividend on the C Shares.

### 17.4 Capital

In the event of a winding up of the Company or other return of capital the assets of the Company remaining after payment of its debts and liabilities (exclusive of any debts which have become due in accordance with article 17.2) and of the costs charges and expenses of such winding up, shall be applied in the following manner and order of priority:

17.4.1 firstly, in paying to the holders of the B Shares all unpaid arrears and accruals of B Dividend and any Further Dividend;

17.4.2 secondly, in paying to the holders of the B Shares the amount paid up or credited as paid up on such B Shares together with the amount of any premiums paid or credited as paid on the issue or subscription of such B Shares; and

17.4.3 finally, in distributing the balance amongst the A Shareholder and C Shareholder in proportion to the amounts paid up or credited as paid up on the A Shares and the C Shares held by such holders respectively.

17.5 The arrears and accruals referred to in article 17.4.1 shall be payable irrespective of what profits (and of whether any profits) have been made or earned by the Company and irrespective of whether or not such unpaid arrears or accruals have become due and payable in accordance with any of the provisions of article 17.2.

### 17.6 Voting

17.6.1 The A Shares and the C Shares shall confer on the holders thereof the right to receive notice of all general meetings of the Company and shall have the right to attend and vote thereat.

17.6.2 Subject to the provisions of article 17.7.9, the B Shares shall not confer on the holders thereof the right to receive notice of any general meeting of the Company nor shall they have the right to attend or vote thereat.

### 17.7 Redemption

17.7.1 The Company shall subject to the provisions of the Act, be entitled on giving at any

time to the holders of the B Shares not less than one month's notice (or such shorter time as may be agreed between the Company and the holders of the B Shares) in writing to redeem at par at any time any or all of the B Shares.

- 17.7.2 The holders of the B Shares shall subject to the provisions of the Act, be entitled to have any or all of their B Shares redeemed by the Company by giving to the Company at least 3 months written notice (or such shorter period as may be agreed in writing by the Company and the holders of the B Shares).
- 17.7.3 Subject to the Act, the Company shall redeem at par on 31 March 2018 all of the B Shares not previously redeemed.
- 17.7.4 In accordance with the Act, any redemption of the B Shares may be affected out of the accumulated profits of the Company, out of the proceeds of a fresh issue of shares made for the purpose of such redemption or in any other manner resolved by the Directors and for the time being permitted by law.
- 17.7.5 The Company shall upon the redemption of any of the B Shares (each a "**Redemption Date**") pay to the holders of the B Shares so redeemed any arrears of the B Preference Dividend and any Further Dividend.
- 17.7.6 On a Redemption Date, the Company shall pay the original subscription price on each of the B Shares redeemed on such Redemption Date. At the same time, it shall pay any arrears or accruals of the B Preference Dividend together with any interest due on such B Shares, calculated down to but not including the Redemption Date. In the absence of any direction to the contrary by the holder of the relevant B Shares, any amount paid on redemption of those shares shall relate first to the arrears and accruals of the B Preference Dividend. The B Preference Dividends on the redeemed shares shall stop accruing from the day before the date on which the redemption amount is paid.
- 17.7.7 On a Redemption Date, each holder B Shares shall surrender to the Company the certificate for the shares that are to be redeemed and upon receipt of such share certificate the Company shall pay to each such holder of B Shares the amount payable (the "**redemption sum**") in respect of such redemption. In the event that a share certificate is not surrendered (for whatever reason) the Company may redeem such shares that are subject to the redemption and receive the redemption sum in trust for the holder of B Shares.
- 17.7.8 The receipt by the Company of the redemption sum in accordance with Article 17.7.7 shall constitute a good discharge to the holder of B Shares (who shall not be bound to see to the application thereof) and after the redemption of the relevant B Shares the validity of the proceedings shall not be questioned by any person. The Company shall not pay the redemption sum to the holder of the B Shares until he shall have delivered the share certificate(s) or a suitable indemnity (in a form reasonably satisfactory to the Board in respect of any lost share certificate) to the Company. If any certificate (or indemnity) so surrendered includes any shares that are not redeemable at that time, the Company shall issue a new share certificate for the balance of the shares not redeemable to the holder. If there is more than one holder of B Shares, any redemption shall be made among such holders pro rata (as nearly as possible) to their respective holdings.
- 17.7.9 Notwithstanding the provisions of article 17.6.2, should the Company fail to redeem in accordance with the provisions of articles 17.7.1, 17.7.2 and 17.7.3, for so long as such failure continues, every holder of the B Shares shall be entitled to receive notice of and to attend at all general meetings of the Company and thereat to cast one vote for each B Shares of which it is a holder.