

SH01

Return of allotment of shares

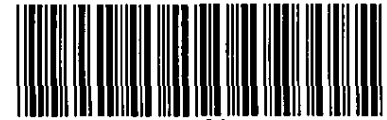


You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is NOT for**
You cannot use this form to
notice of shares taken by s
on formation of the compan
for an allotment of a new cl
shares by an unlimited com

TUESDAY



A12 08/12/2009 4
COMPANIES HOUSE

1 Company details

Company number 0 0 1 6 2 9 2 5

Company name in full Brammer Plc

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ①

From Date d1 d6 m1 m1 y2 y0 y0 y9

To Date d d m m y y y y

① **Allotment date**
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.

② **Currency**
If currency details are not
completed we will assume currency
is in pound sterling.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
Ordinary		1,515,703	0.20	1.28	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

In consideration of the transfer by RBS Hoare Govett Limited to Brammer
PLC of the following shares in the capital of Brammer Jersey No.2
Limited: (i) 12 ordinary shares of £1 each; and (ii) 103,775,943
redeemable "B" preference shares of £0.01 each.

SH01

Return of allotment of shares

Statement of capital

Section 4 (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return.

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete **Section 4** and the go to **Section 7**.

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
Ordinary	£0.63		106285588	£21,257,117.60
				£
				£
		£0.00	0	£
Totals			106285588	£21,257,117.60

5 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				

6 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital.	④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares		
Total aggregate nominal value ④		

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.

Continuation Pages

Please use a Statement of Capital continuation page if necessary.

SH01

Return of allotment of shares

7

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

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 4** and **Section 5**.

Class of share

ORDINARY

Prescribed particulars

1

Votes of members

At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded by the chairman of the meeting or by those members entitled under the provisions of the Companies Act 2006 ("**2006 Act**") to demand a poll.

(See continuation sheet no.1)

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

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

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

8

Signature

I am signing this form on behalf of the company.

Signature

Signature

X

Cn8U.

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.

SH01

Return of allotment of shares

**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 Sally Benbow

Company name DLA Piper UK LLP

Address 101 Barbirolli Square

Post town Manchester

County/Region Greater Manchester

Postcode M 2 3 D L

Country

DX DX: 14304 MANCHESTER

Telephone 08700 111 111

**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.

**Checklist**

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the appropriate sections of the Statement of Capital.
- ☐ You have signed the form.

**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

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	
Prescribed particulars	<p>On a show of hands, each holder of shares present in person or by proxy and entitled to vote has one vote and upon a poll each such holder who is present in person or by proxy and entitled to vote has one vote in respect of every Ordinary Share held by him.</p> <p>In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, is to be accepted to the exclusion of the vote(s) of the other joint holders. For such purpose, seniority is to be determined by the order in which the names stand in the register of members.</p> <p>No member is, unless the board otherwise determines, entitled to be present or to vote at any general meeting, whether in person or by proxy, if (i) any call or other sum presently payable by him in respect of shares remains unpaid; or (ii) he or any other person who appears to be interested in the shares has been served (under section 793 of the 2006 Act or any other provision of the statutes concerning the disclosure of interests) with a notice which requires the provision of information regarding the shares to the Company and he is in default of complying with such notice.</p> <p>Dividends and distributions to Shareholders</p> <p>The Company, by ordinary resolution, may declare dividends to be paid to members according to their respective rights and interests in the profits of the Company. Any dividend must not exceed the amount recommended by the directors of the Company ("Directors"). Except insofar as the rights attaching to any share otherwise provide, all dividends will be declared and paid according to the amounts paid up on the shares (otherwise than in advance of calls) and is to be apportioned and paid proportionately to the amounts paid up on the shares during any portion of the period in respect of which the dividend is paid.</p> <p>The Directors may pay such interim dividends as appear to the Directors to be justified by the profits of the Company available for distribution.</p> <p>No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of the statutes.</p> <p>(See continuation sheet no.2)</p>

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	
Prescribed particulars	<p>All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. All dividends unclaimed for a period of 12 years from the date of declaration thereof is to be forfeited and will revert to the Company.</p> <p>Winding Up</p> <p>If the Company is wound up the liquidator may, with the sanction of a special resolution, divide among the members in specie or in kind the whole or any part of the assets of the Company and for such purpose may value any assets and determine how such division will be carried out as between members of different classes. If any division is resolved otherwise than in accordance with the existing rights of the members, the members have the same right of dissent and consequential rights as if such resolution were a special resolution passed pursuant to Section 110 of the Insolvency Act 1986. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of members as the liquidator may determine, but no member is compelled to accept any assets in respect of which there is a liability.</p> <p>The Ordinary Shares are not redeemable.</p>