



Companies House
— for the record —

SH01 (ef)

Return of Allotment of Shares



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Company Name: PREMIER FARNELL PLC

Company Number: 00876412

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Shares Allotted (including bonus shares)

<i>Date or period during which shares are allotted</i>		<i>From</i> 06/05/2011	<i>To</i> 13/05/2011
Class of shares	ORDINARY	<i>Number allotted</i>	199185
		<i>Nominal value of each share</i>	0.05
<i>Currency</i>	GBP	<i>Amount paid</i>	2.08
		<i>Amount unpaid</i>	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	365554423
		<i>Aggregate nominal value</i>	18277721.15
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.05
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) SUBJECT TO THE COMPANY'S ARTICLES AND TO ANY SPECIAL RIGHTS OR RESTRICTIONS AS TO VOTING FOR THE TIME BEING ATTACHED TO ANY CLASS OF SHARES IN THE COMPANY: (I) ON A SHOW OF HANDS, EVERY QUALIFYING PERSON PRESENT SHALL HAVE ONE VOTE; AND (II) ON A POLL, EVERY MEMBER WHO IS PRESENT IN PERSON OR BY PROXY SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. (B) THE COMPANY MAY, BY ORDINARY RESOLUTION, DECLARE A DIVIDEND TO BE PAID TO THE MEMBERS, ACCORDING TO THEIR RESPECTIVE RIGHTS AND INTERESTS IN THE PROFITS, AND MAY FIX THE TIME FOR PAYMENT OF SUCH DIVIDEND, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE BOARD. (C) IF THE COMPANY IS IN LIQUIDATION, THE LIQUIDATOR MAY, WITH THE AUTHORITY OF A SPECIAL RESOLUTION OF THE COMPANY AND ANY OTHER AUTHORITY REQUIRED BY THE STATUTES: (I) DIVIDE AMONG THE MEMBERS IN SPECIE THE WHOLE OR ANY PART OF THE ASSETS OF THE COMPANY AND, FOR THAT PURPOSE, VALUE ANY ASSETS AND DETERMINE HOW THE DIVISION SHALL BE CARRIED OUT AS BETWEEN THE MEMBERS OR DIFFERENT CLASSES OF MEMBERS; OR (II) VEST THE WHOLE OR ANY PART OF THE ASSETS IN TRUSTEES UPON SUCH TRUSTS FOR THE BENEFIT OF MEMBERS AS THE LIQUIDATOR, WITH THE LIKE SANCTION, SHALL THINK FIT BUT NO MEMBER SHALL BE COMPELLED TO ACCEPT ANY ASSETS UPON WHICH THERE IS ANY LIABILITY. (D) THE ORDINARY SHARES ARE NOT REDEEMABLE

Class of shares	REDEEMABLE	<i>Number allotted</i>	3949419
	PREFERENCE	<i>Aggregate nominal value</i>	3949419
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

(A) EACH PREFERENCE SHARE ENTITLES THE HOLDER TO RECEIVE NOTICE OF, BUT DOES NOT ENTITLE THE HOLDER TO ATTEND AND VOTE AT, GENERAL MEETINGS OF THE COMPANY UNLESS: (I) AT THE DATE OF THE NOTICE CONVENING THE MEETING THE PREFERENTIAL DIVIDEND OR ANY PART OF IT IS SIX MONTHS OR MORE IN ARREARS (FOR WHICH PURPOSE THE PREFERENTIAL DIVIDEND IS DEEMED TO BE PAYABLE ON EACH DIVIDEND PAYMENT DATE); OR (II) THE BUSINESS OF THE MEETING INCLUDES THE CONSIDERATION OF A RESOLUTION FOR WINDING-UP THE COMPANY OR FOR A REDUCTION IN THE CAPITAL OF THE COMPANY INVOLVING A REPAYMENT OR ANY RESOLUTION DIRECTLY OR INDIRECTLY AFFECTING, MODIFYING OR VARYING ANY OF THE SPECIAL RIGHTS, PRIVILEGES OR RESTRICTIONS ATTACHED TO THE PREFERENCE SHARES. (B) PROFITS AVAILABLE FOR DISTRIBUTION AND RESOLVED TO BE DISTRIBUTED BY WAY OF DIVIDEND IN RESPECT OF ANY FINANCIAL YEAR OR OTHER PERIOD FOR WHICH THE COMPANY'S ACCOUNTS ARE MADE UP SHALL BE APPLIED IN PAYING TO EACH HOLDER OF A PREFERENCE SHARE IN PRIORITY TO ANY PAYMENT OF DIVIDEND TO THE HOLDERS OF ORDINARY SHARES OR DEFERRED SHARES AND IN PRIORITY TO OR PARI PASSU WITH THE HOLDERS OF ANY FURTHER PREFERENCE SHARES, A FIXED CUMULATIVE PREFERENCE DIVIDEND (THE PREFERENTIAL DIVIDEND) AT THE RATE OF US\$1.35 PER ANNUM (EXCLUDING THE AMOUNT OF ANY ASSOCIATED TAX CREDIT) FOR EVERY #1 OF NOMINAL VALUE FOR THE US PREFERENCE SHARES AND AT THE RATE OF 89.2P PER ANNUM (EXCLUDING THE AMOUNT OF ANY ASSOCIATED TAX CREDIT) FOR EVERY #1 OF NOMINAL VALUE FOR THE STERLING PREFERENCE SHARES (IN EACH CASE, THE DIVIDEND BEING CALCULATED ON THE BASIS OF A 365 DAY YEAR). (C) ON A RETURN OF CAPITAL ON A WINDING-UP (BUT NOT OTHERWISE) THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO ITS MEMBERS SHALL BE APPLIED, SUBJECT TO ANY RIGHTS WHICH MAY BE PERMITTED BY THE COMPANY'S ARTICLES TO BE ATTACHED TO ANY OTHER CLASS OF SHARES: (I) FIRST, IN PAYING TO EACH HOLDER OF A PREFERENCE SHARE A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF THE PREFERENTIAL DIVIDEND ON THAT SHARE, WHETHER OR NOT THE PREFERENTIAL DIVIDEND HAS BEEN EARNED OR DECLARED, CALCULATED UP TO AND INCLUDING THE DATE OF THE COMMENCEMENT OF THE WINDING-UP; (II) SECONDLY, IN REPAYING IN RESPECT OF THE CAPITAL PAID UP THEREON THE SUM OF US\$25 FOR EVERY #1 OF SUCH CAPITAL ON EACH US PREFERENCE SHARE AND THE SUM OF #16.518 FOR EVERY #1 OF SUCH CAPITAL ON EACH STERLING SHARE; (III) THIRDLY, IN REPAYING THE CAPITAL PAID UP ON EACH ORDINARY SHARE; AND (IV) FOURTHLY, IN BEING DISTRIBUTED RATEABLY AMONGST THE COMPANY'S MEMBERS ACCORDING TO THE AMOUNTS PAID UP TO THEIR RESPECTIVE HOLDINGS OF SHARES IN THE COMPANY, EACH PREFERENCE SHARE BEING TREATED FOR THIS PURPOSE AS IF CONVERTED AT THE CONVERSION RATE, AS DEFINED IN THE COMPANY'S ARTICLES, THEN APPLICABLE INTO FULLY PAID ORDINARY SHARES IMMEDIATELY PRIOR TO THE COMMENCEMENT OF THE WINDING-UP. (D) THE COMPANY IS OBLIGED, SUBJECT TO COMPANY LEGISLATION, TO REDEEM ALL OF THE PREFERENCE SHARES IN ISSUE (IF ANY) ON THE 29TH APRIL, 2016. ON EACH PREFERENCE SHARE TO BE REDEEMED THE COMPANY SHALL PAY THE SUM OF US\$25 FOR EVERY #1 OF NOMINAL VALUE

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	369503842
		<i>Total aggregate nominal value</i>	22227140.15

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.