



*Companies House*  
— for the record —

**SH01** (ef)

**Return of Allotment of Shares**



X1J41TN7

*Company Name:* METROPOLIS GROUP LIMITED

*Company Number:* 01870796

*Received for filing in Electronic Format on the:* 08/10/2012

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*Shares Allotted (including bonus shares)*

*Date or period during which  
shares are allotted*

*From*  
08/10/2012

<b>Class of shares</b>	ORDINARY	<i>Number allotted</i>	1000000
		<i>Nominal value of each share</i>	1
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

*No shares allotted other than for cash*

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>1585478</b>
		<i>Aggregate nominal value</i>	<b>1585478</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

INCOME SUBJECT TO THE RIGHTS ATTACHING TO THE FIRST PREFERENCE SHARES AND THE PREFERENCE SHARES, THE RIGHT TO RECEIVE DIVIDENDS PRO RATA TO THE NUMBER OF SHARES HELD. RETURN OF CAPITAL SUBJECT TO THE RIGHTS ATTACHING TO THE FIRST PREFERENCE SHARES AND THE PREFERENCE SHARES, THE RIGHT TO RECEIVE SUCH OF THE REMAINING ASSETS OF THE COMPANY ON A WINDING UP PRO RATA TO THE NUMBER OF SHARES HELD.

<b>Class of shares</b>	<b>1ST PREFERENCE</b>	<i>Number allotted</i>	<b>200000</b>
		<i>Aggregate nominal value</i>	<b>200000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

INCOME ENTITLED TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND OF 6.5% PER ANNUM PAYABLE QUARTERLY. INTEREST ACCRUES ON ANY DUE BUT UNPAID DIVIDENDS AT THE RATE OF 1% PCM. NO DIVIDENDS OR DISTRIBUTIONS SHALL BE PAYABLE ON OTHER CLASSES OF SHARE UNTIL ALL OF THE FIRST PREFERENCE SHARES HAVE BEEN REDEEMED AND ALL CUMULATIVE DIVIDENDS THEREON HAVE BEEN PAID. RETURN OF CAPITAL ON LIQUIDATION OR OTHER RETURN OF CAPITAL, ASSETS SHALL BE APPLIED FIRST IN PAYING ANY ARREARS OF THE CUMULATIVE DIVIDEND (IRRESPECTIVE OF THE AVAILABILITY OF PROFITS FOR THAT PURPOSE AND WHETHER THE DIVIDEND HAS BEEN DECLARED OR NOT) AND SECONDLY IN THE REPAYMENT OF ANY CAPITAL PAID UP OR CREDITED AS PAID UP ON THE FIRST PREFERENCE SHARES. VOTING RIGHTS RIGHTS TO RECEIVE NOTICE OF ALL GENERAL MEETINGS AND RELEVANT DOCUMENTS BUT NO ENTITLEMENT TO VOTE UNLESS: - PAYMENT OF THE CUMULATIVE DIVIDEND IS MORE THAN 7 DAYS LATE; - THE RIGHTS ATTACHING TO THE FIRST PREFERENCE SHARES HAVE BEEN VARIED IN BREACH OF THE ARTICLES; OR - THE WINDING UP OF THE COMPANY IS PROPOSED. WHERE THE FIRST PREFERENCE SHAREHOLDERS ARE ENTITLED TO VOTE THEY SHALL BE ENTITLED TO ONE VOTE PER SHARE ON A SHOW OF HANDS AND ON A POLL. REDEMPTION RIGHTS FIRST PREFERENCE SHARES CAN BE REDEEMED BY THE COMPANY AT ANY TIME ON NOTICE PROVIDED THE CUMULATIVE DIVIDEND IS PAID UP TO DATE.

<b>Class of shares</b>	<b>CLASS A PREFERENCE</b>	<i>Number allotted</i>	<b>800000</b>
		<i>Aggregate nominal value</i>	<b>800000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

INCOME NO RIGHT TO RECEIVE A DIVIDEND UNLESS AND UNTIL ALL FIRST PREFERENCE SHARES HAVE BEEN REDEEMED. THE ENTITLED TO RECEIVE IN PRIORITY TO OTHER CLASSES OF SHARES, OUT OF THE PROFITS RESOLVED TO BE DISTRIBUTED, A FIXED PREFERENTIAL DIVIDEND AT 10% PER ANNUM PAYABLE HALF YEARLY. RETURN OF CAPITAL THE RIGHT TO RECEIVE ON A WINDING UP OR OTHER REPAYMENT OF CAPITAL IN PRIORITY TO THE ORDINARY SHAREHOLDERS, THE AMOUNT PAID UP THEREON TOGETHER WITH ANY ARREARS OF THE FIXED PREFERENTIAL DIVIDEND BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN ANY SURPLUS CAPITAL OF THE COMPANY. REDEMPTION RIGHTS THE COMPANY SHALL HAVE THE RIGHT TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES AT ANY TIME ON NOTICE. VOTING RIGHTS HAVE THE RIGHT TO RECEIVE NOTICE OF AND ATTEND ALL GENERAL MEETINGS BUT SHALL HAVE NO RIGHT TO VOTE THEREAT, UNLESS - THE FIXED CUMULATIVE DIVIDEND IS OWING AND IN ARREARS FOR 6 MONTHS; - THE RESOLUTION TO VARY THE RIGHTS ATTACHING TO THE PREFERENCE SHARES IS PROPOSED; OR - THE WINDING UP OF THE COMPANY IS PROPOSED. WHERE PREFERENCE SHAREHOLDERS DO HAVE THE RIGHT TO VOTE, EVERY MEMBER PRESENT IN PERSON OR BY PROXY SHALL HAVE ONE VOTE ON SHOW OF HANDS AND ON A POLL, THEY SHALL HAVE ONE VOTE IN RESPECT OF EACH PREFERENCE SHARE HELD.

## Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	2585478
		<i>Total aggregate nominal value</i>	2585478

### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

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