

# SH01

## Return of allotment of shares



Companies House

You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://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 give  
notice of shares taken by subscrip  
on formation of the company or  
for an allotment of a new class o  
shares by an unlimited company.

MONDAY



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25/04/2016

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COMPANIES HOUSE

### 1 Company details

Company number 03221116

Company name in full Wheatsheaf Investments Limited

→ 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

From Date d 3 d 1 m 0 m 3 y 2 y 0 y 1 y 6  
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.  
(Please use a continuation page if necessary.)

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) on each share	Amount (if any) unpaid (including share premium) on each share
Non-cumulative preference shares	Sterling	39,147,457	10p	47.2p	
Ordinary shares	Sterling	39,147,457	10p	47.2p	
Non-voting shares	Sterling	313,179,656	10p	47.2p	

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

Continuation page  
Please use a continuation page if  
necessary.

Details of non-cash  
consideration.  
If a PLC, please attach  
valuation report (if  
appropriate)

30,461,017 non-cumulative preference shares, 30,461,017 ordinary shares and 243,688,136  
non-voting shares were allotted for the consideration of 141,067,294 ordinary shares in  
Grosvenor Trust Finance Company. The value of these shares is £143,776,000.24 in total.

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## 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.

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## 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 then 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
Non-cumulative preference	10p		55,937,017	£ 5,593,701.70
Ordinary	10p		55,937,017	£ 5,593,701.70
Non-voting	10p		447,496,136	£ 44,749,613.60
				£
Totals			559,370,170	£ 55,937,017.00

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## 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				

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## 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 ④

④ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately. For  
example: £100 + €100 + \$10 etc.

① Including both the nominal value and any  
share premium.

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.

② Total number of issued shares in this class.

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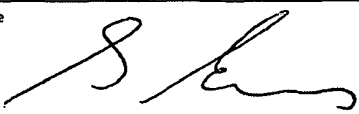
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## Statement of capital (Prescribed particulars of rights attached to shares)

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.		<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>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><b>Continuation page</b> Please use a Statement of Capital continuation page if necessary.</p>
Class of share	Non-cumulative preference	
Prescribed particulars <b>1</b>	Any profits which the company determines to distribute in any financial year shall be applied first in paying to the holders of the non-cumulative preference shares a fixed non-cumulative preference dividend at the rate of 12 per cent. per annum on the amounts paid on the non-cumulative preference shares by the holders.	
Class of share	Ordinary	
Prescribed particulars <b>1</b>	<p>Subject to the rights of the holders of the non-cumulative preference shares, the profits of the company available for dividend and resolved to be distributed shall be distributed pari passu by way of dividend among the holders of the ordinary shares and the non-voting shares in the proportion to the amounts paid up on such shares.</p> <p>Shall be entitled to receive notice of and attend, speak or vote at any general meeting and will receive one vote for each share held</p>	
Class of share	Non-voting	
Prescribed particulars <b>1</b>	Subject to the rights of the holders of the non-cumulative preference shares, the profits of the company available for dividend and resolved to be distributed shall be distributed pari passu by way of dividend among the holders of the ordinary shares and the non-voting shares in the proportion to the amounts paid up on such shares.	

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## Signature

I am signing this form on behalf of the company.		<p><b>2 Societas Europaea</b> 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> Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	<p>Signature</p> <p>X  X</p>	
<p>This form may be signed by: Director <b>2</b>, Secretary, Person authorised <b>3</b>, 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 **David Hughes**

Company name **Slaughter and May**

Address **One Bunhill Row**

Post town **London**

County/Region

Postcode **E C 1 Y 8 Y Y**

Country

DX

Telephone **020 7090 5383**

**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.

**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.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)

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7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	Non-cumulative preference	
Prescribed particulars	<p>The holder shall not be entitled to receive notice of or attend, speak or vote at any general meeting by virtue of their holding thereof unless the business of the meeting includes the consideration of a resolution varying or abrogating any of the special rights or privileges attached to the non-cumulative preference shares in which case they shall only be entitled to vote on any such resolution.</p> <p>On a return of assets on liquidation or otherwise, the assets of the company available for distribution among the members shall be applied first in repaying to the holders of the non-cumulative preference shares the amounts paid up on such shares.</p>	

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

Class of share	Ordinary	
Prescribed particulars	<p>The balance of assets after any distribution to the holders of non-preference cumulative shares, shall belong to and be distributed pari passu among the holders of the ordinary shares and the non-voting shares in proportion to the amounts paid up on the ordinary shares and non-voting shares respectively.</p>	

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

Class of share	Non-voting	
Prescribed particulars	<p>The holder shall not be entitled to receive notice of or attend, speak or vote at any general meeting by virtue of their holding thereof unless the business of the meeting includes the consideration of a resolution varying or abrogating any of the special rights or privileges attached to the non-voting shares in which case they shall only be entitled to vote on any such resolution.</p> <p>The balance of assets after any distribution to the holders of non-preference cumulative shares, shall belong to and be distributed pari passu among the holders of the ordinary shares and the non-voting shares in proportion to the amounts paid up on the ordinary shares and non-voting shares respectively.</p>	