

SH01

Return of allotment of shares



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✓ **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-
tion on formation of the company or
for an allotment of a new class of
shares by an unlimited company.



A27 *A5F4KV2J* #138
09/09/2016
COMPANIES HOUSE

1 Company details

Company number 0 3 6 9 9 8 1 4

Company name in full Halewood International Holdings 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 d 2 d 3 m 0 m 8 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.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	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
	B Ordinary Shares	7308	1.00	7,308.00	0.00
	C Ordinary Shares	36540	1.00	36,540.00	0.00
	D Ordinary Shares	7308	1.00	7,308.00	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.

Continuation page
Please use a continuation page if
necessary.

Details of non-cash
consideration.

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

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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
Currency table A				
	See continuation sheet			
	Totals	0	0.00	
Currency table B				
	Totals			
Currency table C				
	Totals			
		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)		146156	146156	0

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

Statement of capital

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
Pound sterling	A Ordinary Shares	95000	95,000.00	
	B Ordinary Shares	7308	7,308.00	
	C Ordinary Shares	36540	36,540.00	
	D Ordinary Shares	7308	7,308.00	
Totals		146156	146,156.00	0

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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**.

Class of share

A Ordinary

Prescribed particulars

1

See attached Continuation Sheet

Class of share

B Ordinary

Prescribed particulars

1

See attached Continuation Sheet

Class of share

C Ordinary

Prescribed particulars

1

See attached continuation Sheet

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.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X  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 Liz Clark

Company name DWF LLP

Address 5 St Paul's Square

Old Hall Street

Post town Liverpool

County/Region

Postcode

L

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E

Country

DX 14128 Liverpool

Telephone 0151 907 3000



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 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

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A Ordinary	
Prescribed particulars	<ul style="list-style-type: none"> Voting Rights: <p>The A Ordinary Shares shall confer on any holder of such shares the right to cast one vote for each A Ordinary Share of which he is the holder, regardless whether the vote is taken by show of hands or a poll and shall equally apply to determine whether a written resolution shall be treated as being passed by the requisite majority or not.</p> Rights in respect of Dividends and Distributions <p>As regards rights to dividends/distributions, only the A Ordinary Shareholders are entitled to participate. The B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall not confer on the Holders of such Shares any right to receive any distribution or dividend paid by the Company, other than in circumstances where a distribution or dividend is paid immediately following a Disposal (as that term is defined in the articles of association).</p> Rights in respect of Capital <p>On a return of capital, the assets of the Company remaining after the payment of its liabilities are to be applied in the following order of priority: First, (to the extent such amount exceeds £135,000,000) to the holders of the B Ordinary Shares, C Ordinary Shares and D Ordinary Shares an aggregate amount equal to the Exit Percentage of the Growth Value (to be shared between those classes of shares in their Respective Portions) (as each such term is defined in the articles of association). Thereafter, in distributing the balance of the Sale Proceeds among the holders of the A Ordinary Shares, pro rata to the number of A Ordinary Shares held by them.</p> Redemption <p>The A Ordinary Shares are not redeemable.</p> 	

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B Ordinary	
Prescribed particulars	<ul style="list-style-type: none"> • Voting Rights: • The B Ordinary Shares shall confer on any holder of such shares the right to cast such number of votes which is calculated in aggregate at 5% of the aggregate number of votes that may be cast by all shareholders (irrespective of the number of such shares of which he is the holder and/or if he is the holder of shares of more than one class, such that the holder of B Ordinary Shares shall not have any additional voting rights by virtue of holding more than one class of shares and shall not acquire any greater number of voting rights by acquiring any greater number of shares). B Ordinary Shares held by someone who becomes a Bad Leaver (as the term is defined in the articles of association) will be disenfranchised if directed by the Founder Shareholders Majority (as that term is defined in the articles of association). • Rights in respect of Dividends and Distributions • The B Ordinary Shares shall not confer on the holders of such shares any right to receive any distribution or dividend paid by the Company, other than in circumstances where a distribution or dividend is paid immediately following a Disposal (as that term is defined in the articles of association). • Rights in respect of Capital • On a return of capital from the assets of the Company, remaining after the payment of liabilities(to the extent such amount exceeds £135,000,000) the holders of the B Ordinary Shares shall be entitled to an amount calculated as their Respective Proportion of the Exit Percentage of the Growth Value (as each term is defined in the articles of association). To be distributed pro rata to the number of B Ordinary Shares held by them. • Redeemable Shares • The B Ordinary Shares are not redeemable. 	

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C Ordinary	
Prescribed particulars	<ul style="list-style-type: none"> Voting Rights: <p>The C Ordinary Shares shall confer on any holder of such shares the right to cast such number of votes which is calculated in aggregate at 5% of the aggregate number of votes that may be cast by all shareholders (irrespective of the number of such shares of which he is the holder and/or if he is the holder of shares of more than one class, such that the holder of C Ordinary Shares shall not have any additional voting rights by virtue of holding more than one class of shares and shall not acquire any greater number of voting rights by acquiring any greater number of shares). C Ordinary Shares held by someone who becomes a Bad Leaver (as the term is defined in the articles of association) will be disenfranchised if directed by the Founder Shareholders Majority (as that term is defined in the articles of association).</p> Rights in respect of Dividends and Distributions <p>The C Ordinary Shares shall not confer on the holders of such shares any right to receive any distribution or dividend paid by the Company, other than in circumstances where a distribution or dividend is paid immediately following a Disposal (as that term is defined in the articles of association).</p> Rights in respect of Capital <p>On a return of capital from the assets of the Company, remaining after the payment of liabilities(to the extent such amount exceeds £135,000,000) the holders of the C Ordinary Shares shall be entitled to an amount calculated as their Respective Proportion of the Exit Percentage of the Growth Value (as each term is defined in the articles of association). To be distributed pro rata to the number of C Ordinary Shares held by them.</p> Redeemable Shares <p>The C Ordinary Shares are not redeemable.</p> 	

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

Class of share	D Ordinary
Prescribed particulars	<ul style="list-style-type: none"> Voting Rights: <p>The D Ordinary Shares shall confer on any holder of such shares the right to cast such number of votes which is calculated in aggregate at 5% of the aggregate number of votes that may be cast by all shareholders (irrespective of the number of such shares of which he is the holder and/or if he is the holder of shares of more than one class, such that the holder of D Ordinary Shares shall not have any additional voting rights by virtue of holding more than one class of shares and shall not acquire any greater number of voting rights by acquiring any greater number of shares). D Ordinary Shares held by someone who becomes a Bad Leaver (as the term is defined in the articles of association) will be disenfranchised if directed by the Founder Shareholders Majority (as that term is defined in the articles of association).</p> Rights in respect of Dividends and Distributions <p>The D Ordinary Shares shall not confer on the holders of such shares any right to receive any distribution or dividend paid by the Company, other than in circumstances where a distribution or dividend is paid immediately following a Disposal (as that term is defined in the articles of association).</p> Rights in respect of Capital <p>On a return of capital from the assets of the Company, remaining after the payment of liabilities(to the extent such amount exceeds £135,000,000) the holders of the D Ordinary Shares shall be entitled to an amount calculated as their Respective Proportion of the Exit Percentage of the Growth Value (as each term is defined in the articles of association). To be distributed pro rata to the number of D Ordinary Shares held by them.</p> Redeemable Shares <p>The D Ordinary Shares are not redeemable.</p>