In accordance with Section 555 of the Companies Act 2006.

SH01

Return of allotment of shares

IRIS Laserform

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 give notice of shares taken by subscr on formation of the company or for an allotment of a new class of shares by an unlimited company.

WEDNESDAY

A3IJ4LY8
A11 15/10/2014 #253
COMPANIES HOUSE

1 Company details

Company number	0 4 1 5 3 4 5 7
Company name in full	ATTHERACES HOLDINGS 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 ❶

	d	d	m	m	y	y	y	y
From Date	0	7	1	0	2	0	1	4
To Date								

❶ **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.)

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ❷	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
New Recoupment Shares	Sterling	616	0.00001	0.00001	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

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 then go to **Section 7**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary Shares	1.00	0.00	3168	£ 3,168.00
D Shares	1.00	0.00	103	£ 103.00
Recoupment Shares	0.01	0.00	55	£ 0.55
New Recoupment Shares	0.00001	0.00	616	£ 0.00616
		Totals	3942	£ 3271.55616

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares	3,942
Total aggregate nominal value ❹	£3271.55616

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

❶ Including both the nominal value and any share premium.

❷ Total number of issued shares in this class.

❸ 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.

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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	Please see continuation sheets.
Prescribed particulars ❶	
Class of share	
Prescribed particulars ❶	
Class of share	
Prescribed particulars ❶	

❶ **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 Twalsh X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ **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.

❸ **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 Dave Johns

Company name OLSWANG LLP

Address 90 High Holborn

Post town London

County/Region

Postcode W C 1 V 6 X X

Country

DX 37972 Kingsway

Telephone 020 7067 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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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary Shares
Prescribed particulars	

Voting

The Ordinary Shares entitle their holder to vote at general meetings (on a show of hands or poll) and via written resolutions on the basis of one vote per Ordinary Share held.

Dividends

6.1 The holders of the Recoupment Shares and New Recoupment Shares (the Recoupment Shareholders) shall be entitled, subject to the provisions of Article 6.2, to be paid a preferential dividend or dividends by the Company of the amounts set out below:

6.1.1 holders of Recoupment Shares are entitled to a preferred dividend of £500,000 in aggregate (exclusive of any tax credit) on each Recoupment Share held; and

6.1.2 holders of New Recoupment Shares are entitled to a preferred dividend of £500 in aggregate (exclusive of any tax credit) on each New Recoupment Share held.

6.2 The Shareholders shall exercise their powers in order to ensure, as far as legally possible, that any profits available for distribution (within the meaning set out in Part 23 of the 2006 Act) (subject only to such working capital provision as the board, acting reasonably, may determine to be required) (the Distributable Profits) are distributed, subject to Article 6.4, in respect of each financial year as follows:

(a) 10% of the Distributable Profits in such financial year shall be distributed in the first instance to the holders of D Shares and Ordinary Shares pro rata to their then holdings of D Shares and Ordinary Shares;

(b) the balance of the Distributable Profits in such financial year shall be paid to the holders of Recoupment Shares and holders of New Recoupment Shares (to the extent that any dividends remain payable in respect of the Recoupment Shares and/or New Recoupment Shares pursuant to Article 6.1) in the proportion that the amount of nominal share capital constituted by the relevant Recoupment Shares or New Recoupment Shares bears to the total amount of nominal share capital constituted by all of the Recoupment Shares and New Recoupment Shares; and

(c) after payment of the maximum sum due in respect of each Recoupment Share and New Recoupment Shares pursuant to Article 6.1, the remainder of the Distributable Profits in such financial year (if any)

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

Class of share	Ordinary Shares
Prescribed particulars	shall be distributed to the holders of D Shares and Ordinary Shares pro rata to their then holdings of D Shares and Ordinary Shares. 6.4 The Recoupment Shares and New Recoupment Shares shall not entitle their holders to any further rights of participation in the profits of the Company and for the avoidance of doubt once the maximum aggregate amount per share set out in Articles 6.1.1 and 6.1.2 has been paid to the holders of Recoupment Shares and New Recoupment Shares, those shares shall entitle their holders to no further rights in respect of dividends. Distributions on liquidation On a distribution of assets of the Company among its members on a winding up or other return of capital (other than a redemption or purchase by the Company of its own shares), the holders of Recoupment Shares and New Recoupment Shares shall be entitled, in priority to any holder of any other class of shares, to receive the following: 1 holders of Recoupment Shares are entitled to receive an amount per Recoupment Share equal to £500,000 plus the nominal value paid up on such Recoupment Share, less the aggregate of any dividends paid on such Recoupment Shares on or before the date of such distribution; and 2 holders of New Recoupment Shares are entitled to receive an amount per New Recoupment Share equal to £500 plus the nominal value paid up on such New Recoupment Share, less the aggregate of any dividends paid on such New Recoupment Shares on or before the date of such distribution. Any amounts to be distributed pursuant to the above shall be allocated in the proportion that the amount of nominal share capital constituted by the relevant Recoupment Shares or New Recoupment Shares bears to the total amount of nominal share capital constituted by all of the Recoupment Shares and New Recoupment Shares. For the avoidance of doubt once the maximum aggregate set out above plus the nominal value paid up on such Recoupment Shares and New Recoupment Shares has been paid, the holders of Recoupment Shares and New Recoupment Shares shall not be entitled to any participation in the profits or assets of the Company and any remaining balance shall be distributed to the holders of D Shares and Ordinary Shares pro rata to their then holdings of D Shares and Ordinary Shares.

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

Class of share	Ordinary Shares
Prescribed particulars	Redemption The Ordinary Shares are not capable of redemption.

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

Class of share	D Shares
Prescribed particulars	Voting The D Shares entitle their holder to vote at general meetings (on a show of hands or poll) and via written resolutions on the basis of one vote per D Share held. Dividends 6.1 The holders of the Recoupment Shares and New Recoupment Shares (the Recoupment Shareholders) shall be entitled, subject to the provisions of Article 6.2, to be paid a preferential dividend or dividends by the Company of the amounts set out below: 6.1.1 holders of Recoupment Shares are entitled to a preferred dividend of £500,000 in aggregate (exclusive of any tax credit) on each Recoupment Share held; and 6.1.2 holders of New Recoupment Shares are entitled to a preferred dividend of £500 in aggregate (exclusive of any tax credit) on each New Recoupment Share held. 6.2 The Shareholders shall exercise their powers in order to ensure, as far as legally possible, that any profits available for distribution (within the meaning set out in Part 23 of the 2006 Act) (subject only to such working capital provision as the board, acting reasonably, may determine to be required) (the Distributable Profits) are distributed, subject to Article 6.4, in respect of each financial year as follows: (a) 10% of the Distributable Profits in such financial year shall be distributed in the first instance to the holders of D Shares and Ordinary Shares pro rata to their then holdings of D Shares and Ordinary Shares; (b) the balance of the Distributable Profits in such financial year shall be paid to the holders of Recoupment Shares and holders of New Recoupment Shares (to the extent that any dividends remain payable in respect of the Recoupment Shares and/or New Recoupment Shares pursuant to Article 6.1) in the proportion that the amount of nominal share capital constituted by the relevant Recoupment Shares or New Recoupment Shares bears to the total amount of nominal share capital constituted by all of the Recoupment Shares and New Recoupment Shares; and (c) after payment of the maximum sum due in respect of each Recoupment Share and New Recoupment Shares pursuant to Article 6.1, the remainder of the Distributable Profits in such financial year (if any)

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

Class of share	D Shares
Prescribed particulars	shall be distributed to the holders of D Shares and Ordinary Shares pro rata to their then holdings of D Shares and Ordinary Shares. 6.4 The Recoupment Shares and New Recoupment Shares shall not entitle their holders to any further rights of participation in the profits of the Company and for the avoidance of doubt once the maximum aggregate amount per share set out in Articles 6.1.1 and 6.1.2 has been paid to the holders of Recoupment Shares and New Recoupment Shares, those shares shall entitle their holders to no further rights in respect of dividends. Distributions on liquidation On a distribution of assets of the Company among its members on a winding up or other return of capital (other than a redemption or purchase by the Company of its own shares), the holders of Recoupment Shares and New Recoupment Shares shall be entitled, in priority to any holder of any other class of shares, to receive the following: 1 holders of Recoupment Shares are entitled to receive an amount per Recoupment Share equal to £500,000 plus the nominal value paid up on such Recoupment Share, less the aggregate of any dividends paid on such Recoupment Shares on or before the date of such distribution; and 2 holders of New Recoupment Shares are entitled to receive an amount per New Recoupment Share equal to £500 plus the nominal value paid up on such New Recoupment Share, less the aggregate of any dividends paid on such New Recoupment Shares on or before the date of such distribution. Any amounts to be distributed pursuant to the above shall be allocated in the proportion that the amount of nominal share capital constituted by the relevant Recoupment Shares or New Recoupment Shares bears to the total amount of nominal share capital constituted by all of the Recoupment Shares and New Recoupment Shares. For the avoidance of doubt once the maximum aggregate set out above plus the nominal value paid up on such Recoupment Shares and New Recoupment Shares has been paid, the holders of Recoupment Shares and New Recoupment Shares shall not be entitled to any participation in the profits or assets of the Company and any remaining balance shall be distributed to the holders of D Shares and Ordinary Shares pro rata to their then holdings of D Shares and Ordinary Shares.

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

Class of share	D Shares
Prescribed particulars	Redemption The D Shares are not capable of redemption.

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

Class of share	Recoupment Shares
Prescribed particulars	Voting For so long as dividends remain payable in respect of the Recoupment Shares and New Recoupment Shares, the Recoupment Shares and New Recoupment Shares shall entitle the Recoupment Shareholders and holders of New Recoupment Shares to receive notice of and attend any general meeting of the Company, but they shall not, at any time, have the right to vote. Dividends 6.1 The holders of the Recoupment Shares and New Recoupment Shares (the Recoupment Shareholders) shall be entitled, subject to the provisions of Article 6.2, to be paid a preferential dividend or dividends by the Company of the amounts set out below: 6.1.1 holders of Recoupment Shares are entitled to a preferred dividend of £500,000 in aggregate (exclusive of any tax credit) on each Recoupment Share held; and 6.1.2 holders of New Recoupment Shares are entitled to a preferred dividend of £500 in aggregate (exclusive of any tax credit) on each New Recoupment Share held. 6.2 The Shareholders shall exercise their powers in order to ensure, as far as legally possible, that any profits available for distribution (within the meaning set out in Part 23 of the 2006 Act) (subject only to such working capital provision as the board, acting reasonably, may determine to be required) (the Distributable Profits) are distributed, subject to Article 6.4, in respect of each financial year as follows: (a) 10% of the Distributable Profits in such financial year shall be distributed in the first instance to the holders of D Shares and Ordinary Shares pro rata to their then holdings of D Shares and Ordinary Shares; (b) the balance of the Distributable Profits in such financial year shall be paid to the holders of Recoupment Shares and holders of New Recoupment Shares (to the extent that any dividends remain payable in respect of the Recoupment Shares and/or New Recoupment Shares pursuant to Article 6.1) in the proportion that the amount of nominal share capital constituted by the relevant Recoupment Shares or New Recoupment Shares bears to the total amount of nominal share capital

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

Class of share	Recoupment Shares
Prescribed particulars	constituted by all of the Recoupment Shares and New Recoupment Shares; and (c) after payment of the maximum sum due in respect of each Recoupment Share and New Recoupment Shares pursuant to Article 6.1, the remainder of the Distributable Profits in such financial year (if any) shall be distributed to the holders of D Shares and Ordinary Shares pro rata to their then holdings of D Shares and Ordinary Shares. 6.4 The Recoupment Shares and New Recoupment Shares shall not entitle their holders to any further rights of participation in the profits of the Company and for the avoidance of doubt once the maximum aggregate amount per share set out in Articles 6.1.1 and 6.1.2 has been paid to the holders of Recoupment Shares and New Recoupment Shares, those shares shall entitle their holders to no further rights in respect of dividends. Distributions on liquidation On a distribution of assets of the Company among its members on a winding up or other return of capital (other than a redemption or purchase by the Company of its own shares), the holders of Recoupment Shares and New Recoupment Shares shall be entitled, in priority to any holder of any other class of shares, to receive the following: 1 holders of Recoupment Shares are entitled to receive an amount per Recoupment Share equal to £500,000 plus the nominal value paid up on such Recoupment Share, less the aggregate of any dividends paid on such Recoupment Shares on or before the date of such distribution; and 2 holders of New Recoupment Shares are entitled to receive an amount per New Recoupment Share equal to £500 plus the nominal value paid up on such New Recoupment Share, less the aggregate of any dividends paid on such New Recoupment Shares on or before the date of such distribution. Any amounts to be distributed pursuant to the above shall be allocated in the proportion that the amount of nominal share capital constituted by the relevant Recoupment Shares or New Recoupment Shares bears to the total amount of nominal share capital constituted by all of the Recoupment Shares and New Recoupment Shares.

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

Class of share	Recoupment Shares
Prescribed particulars	For the avoidance of doubt once the maximum aggregate set out above plus the nominal value paid up on such Recoupment Shares and New Recoupment Shares has been paid, the holders of Recoupment Shares and New Recoupment Shares shall not be entitled to any participation in the profits or assets of the Company and any remaining balance shall be distributed to the holders of D Shares and Ordinary Shares pro rata to their then holdings of D Shares and Ordinary Shares. <u>Redemption</u> The Recoupment Shares are not capable of redemption.

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

Class of share	New Recoupment Shares
Prescribed particulars	

Voting

For so long as dividends remain payable in respect of the Recoupment Shares and New Recoupment Shares, the Recoupment Shares and New Recoupment Shares shall entitle the Recoupment Shareholders and holders of New Recoupment Shares to receive notice of and attend any general meeting of the Company, but they shall not, at any time, have the right to vote.

Dividends

6.1 The holders of the Recoupment Shares and New Recoupment Shares (the Recoupment Shareholders) shall be entitled, subject to the provisions of Article 6.2, to be paid a preferential dividend or dividends by the Company of the amounts set out below:

6.1.1 holders of Recoupment Shares are entitled to a preferred dividend of £500,000 in aggregate (exclusive of any tax credit) on each Recoupment Share held; and

6.1.2 holders of New Recoupment Shares are entitled to a preferred dividend of £500 in aggregate (exclusive of any tax credit) on each New Recoupment Share held.

6.2 The Shareholders shall exercise their powers in order to ensure, as far as legally possible, that any profits available for distribution (within the meaning set out in Part 23 of the 2006 Act) (subject only to such working capital provision as the board, acting reasonably, may determine to be required) (the Distributable Profits) are distributed, subject to Article 6.4, in respect of each financial year as follows:

(a) 10% of the Distributable Profits in such financial year shall be distributed in the first instance to the holders of D Shares and Ordinary Shares pro rata to their then holdings of D Shares and Ordinary Shares;

(b) the balance of the Distributable Profits in such financial year shall be paid to the holders of Recoupment Shares and holders of New Recoupment Shares (to the extent that any dividends remain payable in respect of the Recoupment Shares and/or New Recoupment Shares pursuant to Article 6.1) in the proportion that the amount of nominal share capital constituted by the relevant Recoupment Shares or New Recoupment Shares bears to the total amount of nominal share capital

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

Class of share	New Recoupment Shares
Prescribed particulars	constituted by all of the Recoupment Shares and New Recoupment Shares; and (c) after payment of the maximum sum due in respect of each Recoupment Share and New Recoupment Shares pursuant to Article 6.1, the remainder of the Distributable Profits in such financial year (if any) shall be distributed to the holders of D Shares and Ordinary Shares pro rata to their then holdings of D Shares and Ordinary Shares. 6.4 The Recoupment Shares and New Recoupment Shares shall not entitle their holders to any further rights of participation in the profits of the Company and for the avoidance of doubt once the maximum aggregate amount per share set out in Articles 6.1.1 and 6.1.2 has been paid to the holders of Recoupment Shares and New Recoupment Shares, those shares shall entitle their holders to no further rights in respect of dividends. Distributions on liquidation On a distribution of assets of the Company among its members on a winding up or other return of capital (other than a redemption or purchase by the Company of its own shares), the holders of Recoupment Shares and New Recoupment Shares shall be entitled, in priority to any holder of any other class of shares, to receive the following: 1 holders of Recoupment Shares are entitled to receive an amount per Recoupment Share equal to £500,000 plus the nominal value paid up on such Recoupment Share, less the aggregate of any dividends paid on such Recoupment Shares on or before the date of such distribution; and 2 holders of New Recoupment Shares are entitled to receive an amount per New Recoupment Share equal to £500 plus the nominal value paid up on such New Recoupment Share, less the aggregate of any dividends paid on such New Recoupment Shares on or before the date of such distribution. Any amounts to be distributed pursuant to the above shall be allocated in the proportion that the amount of nominal share capital constituted by the relevant Recoupment Shares or New Recoupment Shares bears to the total amount of nominal share capital constituted by all of the Recoupment Shares and New Recoupment Shares.

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

Class of share	New Recoupment Shares
Prescribed particulars	For the avoidance of doubt once the maximum aggregate set out above plus the nominal value paid up on such Recoupment Shares and New Recoupment Shares has been paid, the holders of Recoupment Shares and New Recoupment Shares shall not be entitled to any participation in the profits or assets of the Company and any remaining balance shall be distributed to the holders of D Shares and Ordinary Shares pro rata to their then holdings of D Shares and Ordinary Shares. <u>Redemption</u> The New Recoupment Shares are not capable of redemption.