

# SH01

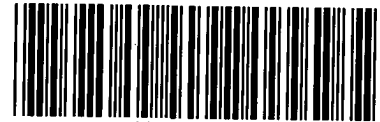
## Return of allotment of shares

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

THURSDAY



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08/01/2015

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COMPANIES HOUSE

### 1 Company details

Company number: 4 5 2 6 8 1 8  
Company name in full: REDCLIFFE ENTERPRISES 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 ①

From Date: d 0 d 3 m 1 m 2 y 2 y 0 y 1 y 4  
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
ORDINARY A SHARES		4	0.001		
ORDINARY A SHARES		3	0.001		

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)

4 ordinary A shares were allotted as consideration for the transfer of  
20,722 ordinary shares in Azibo Holdings Limited pursuant to a share for  
share agreement entered into between the Company and Neil Graham Morgan  
Redcliffe dated 13 December 2014  
3 ordinary A shares were allotted as consideration for the transfer of  
15,000 ordinary shares in Azibo Holdings Limited pursuant to a share for  
share agreement entered into between the Company and Emma Sue Redcliffe  
dated 13 December 2014

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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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY A SHARES	0.001	0.00	50007	£ 50.01
ORDINARY B SHARES	0.001	0.00	50000	£ 50.00
				£
				£
<b>Totals</b>			100007	£ 100.01

**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.	<b>④ Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares		
Total aggregate nominal value ④		

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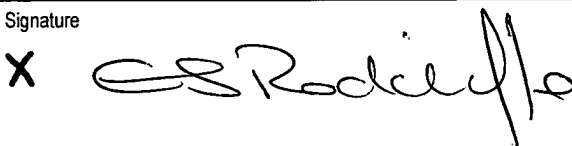
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## Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section 4</b> and <b>Section 5</b> .		<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	ORDINARY A SHARES	
Prescribed particulars <b>1</b>	Please see continuation sheet.	
Class of share	ORDINARY B SHARES	
Prescribed particulars <b>1</b>	Please see continuation sheet.	
Class of share		
Prescribed particulars <b>1</b>		

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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	Signature 	
This form may be signed by: Director <b>2</b> , Secretary, Person authorised <b>3</b> , Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.		

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## Return of allotment of shares



### 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 EMILY MINETT

Company name Wedlake Bell LLP

Address 52 Bedford Row

Post town London

County/Region

Postcode W C 1 R 4 L R

Country United Kingdom

DX 166 London Chancery Lane

Telephone 020 7395 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](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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## Return of allotment of shares

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

Class of share	ORDINARY B SHARES
Prescribed particulars	<p><u>Ordinary B shares</u></p> <p>The B shares confer on each holder of such shares the right to receive notice of and to attend, speak but not to vote at general meetings of the Company.</p> <p>Any profits available for distribution will be resolved to be distributed by the board of directors in their absolute discretion. It is possible for the holders of B shares to receive dividends but only at the discretion of the holders of the A shares.</p> <p>On a return of capital on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities (which for the avoidance of doubt shall include, on a liquidation or winding up of the Company, the return to the holders of the shares of the capital paid up by them thereon) shall be allocated as follows:</p> <p>(a) a sum equal to any arrears and accruals of dividends due to the holders of the all shares in the company calculated down to the date of return of capital;</p> <p>(b) each holder of the B Shares shall receive a sum equal to the nominal value of each B Share registered in his name on the date of return of capital; and</p> <p>(c) up to a maximum of £21,800,000 (less any amounts distributed to the holders of A Shares in respect of their A Shares under Article 25.3.2 of the articles of association) of the balance (following the payments set out in paragraphs (a) and (b) above) shall be allocated amongst the holders of the A Shares pro-rata to their respective holding of A Shares.</p> <p>Once the payments in Articles 25.3.3(a) to (c) of the company's articles of association have been made, the holders of the shares in the company shall not be entitled to receive any further return of capital.</p> <p>The B shares are not redeemable.</p>

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## Return of allotment of shares

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

Class of share	ORDINARY A SHARES
Prescribed particulars	<p><u>Ordinary A shares</u></p> <p>The A shares confer on each holder of such shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each A share shall carry one vote per share.</p> <p>If there are any profits available for distribution and resolved to be distributed by the board of directors in their absolute discretion in respect of any financial year, then such profits shall be distributed in accordance with the instructions and at the discretion of the holders of the A shares.</p> <p>On a return of capital on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities (which for the avoidance of doubt shall include, on a liquidation or winding up of the Company, the return to the holders of the shares of the capital paid up by them thereon) shall be allocated as follows:</p> <p>(a) a sum equal to any arrears and accruals of dividends due to the holders of the all shares in the company calculated down to the date of return of capital;</p> <p>(b) each holder of the B Shares shall receive a sum equal to the nominal value of each B Share registered in his name on the date of return of capital; and</p> <p>(c) up to a maximum of £21,800,000 (less any amounts distributed to the holders of A Shares in respect of their A Shares under Article 25.3.2 under Article 25.3.2 of the articles of association) of the balance (following the payments set out in paragraphs (a) and (b) above) shall be allocated amongst the holders of the A Shares pro-rata to their respective holding of A Shares.</p> <p>Once the payments in Articles 25.3.3(a) to (c) of the company's articles of association have been made, the holders of the shares in the company shall not be entitled to receive any further return of capital.</p> <p>The A shares are not redeemable.</p>