

# 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 subscrip-  
tion on formation of the company or  
for an allotment of a new class of  
shares by an unlimited company

MONDAY



A15 13/02/2012  
COMPANIES HOUSE

#41

### 1 Company details

Company number          
Company name in full

→ **Filing 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                  
To Date

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
PREFERENCE		252090000	1 00	1 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)

£252,090,000 of share premium account was capitalised and applied in paying up in full the  
252,090,000 preference shares of £1 00 each at par value

## SH01

## Return of allotment of shares

## 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
ORDINARY	1 00	0 00	7000002	£ 7,000,002 00
ORDINARY	295,778,000 00	0 00	1	£ 1 00
PREFERENCE	1 00	0 00	252090000	£ 252,090,000 00
				£
Totals			259090003	£ 259,090,003 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		<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

② E.g. Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

## Continuation Pages

Please use a Statement of Capital continuation page if necessary

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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

ORDINARY

Prescribed particulars  
①

The ordinary shares have attached to them full voting, dividend and capital distribution rights, including on a winding up, they do not confer any rights of redemption

Class of share

PREFERENCE

Prescribed particulars  
①

Please see attached continuation sheets

Class of share

Prescribed particulars  
①**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, CIO 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

CHFP025

03/11 Version 5.0

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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 **KRD/CLZC**

Company name  
**SLAUGHTER AND MAY**

Address **ONE BUNHILL ROW**

Post town **LONDON**

County/Region **LONDON**

Postcode 

E	C	1	Y		8	Y	Y
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Country **UNITED KINGDOM**

DX **11 LONDON**

Telephone **020 7090 1200**



### Checklist

**We may return the forms completed incorrectly or with information missing**

**Please make sure you have remembered the following.**

- ☒ [X] The company name and number match the information held on the public Register
- ☒ [X] You have shown the date(s) of allotment in section 2
- ☒ [X] You have completed all appropriate share details in section 3
- ☒ [X] You have completed the appropriate sections of the Statement of Capital
- ☒ [X] 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

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

Class of share	PREFERENCE
Prescribed particulars	<p>a) The preference shares have no voting rights</p> <p>b) Each holder of preference shares shall, subject to the provisions of the Companies Acts (as defined below), be entitled to receive in respect of each accounting period of 12 months (or other period) in respect of which the company prepares its accounts in accordance with applicable law (a "Financial Year"), in priority to any payment by way of dividend to the holders of any other shares (but subject to the payment of all dividends accrued but unpaid and in arrear on the preference shares in respect of any earlier Financial Year) to be paid a preferential dividend (the "Preferential Dividend") accruing from and including the date on which such preference shares are issued (the "Issue Date") down to but excluding their date of redemption at the rate of seven per cent per annum on the aggregate of the nominal value thereof and any premium paid (or credited as paid) on their issue (in relation to any preference shares, the "Paid Up Value"), calculated on the basis of the actual number of days elapsed and a 365 day year</p> <p>Subject as provided below, the Preferential Dividend shall be payable following the Issue Date on 30 May and 30 November in each calendar year whilst the preference shares remain outstanding, in each case in immediately available funds in respect of the period ending on and including that date (each such date being a "Dividend Payment Date")</p> <p>Each Dividend Payment Date shall be the appointed date for payment in respect of any Preferential Dividend but, if such appointed date is not a Business Day, then payment shall be made on the first following day that is a Business Day unless that day falls in the next calendar month, in which case such payment will be made on the immediately preceding day that is a Business Day. Notwithstanding that payment may be made by virtue of the provisions of the articles on a date other than the date appointed for payment, the date appointed for payment (and not the date of actual payment) shall be the Dividend Payment Date for all purposes of this article</p> <p>The Preferential Dividend shall accrue from day to day and shall be paid at the discretion of the directors but subject thereto shall without any resolution of the directors of the company or in general meeting become a debt due from and immediately payable by the company to the holder of each preference share on the relevant Dividend Payment Date</p> <p>The term "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company</p> <p>The term "Business Day" shall mean a day (not being a Saturday or Sunday or a public holiday in England) on which clearing banks generally are open for business in the City of London for the transaction of normal banking business</p>

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

Class of share	PREFERENCE
Prescribed particulars	<p>c) On a return of capital on a winding up or (other than on a redemption of shares) otherwise, the assets of the company available for distribution to its members shall be applied (i) first, in payment to the holders of the preference shares of a sum equal to all and any unpaid arrears, deficiencies or accruals of the Preferential Dividend payable thereon, calculated down to and including the date of payment (which shall be payable irrespective of what profits (and of whether any profits) have been made or earned by the company and irrespective of whether or not such unpaid arrears, deficiencies or accruals have become due and payable in accordance with the provisions set out in paragraph b) above), (ii) secondly, in repaying the Paid Up Value of the preference shares, and (iii) thirdly, in distributing any balance of surplus assets then remaining rateably amongst the holders of any other class of shares according to the amounts paid up thereon</p> <p>d) Subject to the provisions of the Companies Acts, the company shall, following the receipt by it of a notice from the holder of any preference shares that such holder wishes to redeem all or any part of its holding of preference shares and specifying the date for redemption, redeem the preference share or shares for which valid notice has been given on the date specified in such notice, if such date is a Business Day or, if the date specified is not a Business Day, on the first Business Day following the specified date (the "Redemption Date"), provided always that, if the company shall be unable in compliance with the provisions of the Companies Acts to redeem the preference share or shares on the date specified in the notice or, if the date so specified is not on a Business Day, the first Business Day following such date, as the case may be, then the company shall redeem such share or shares on the first Business Day upon which it is able to do so in compliance with the Companies Acts and, in such case, that date shall constitute the Redemption Date in respect of such share or shares. Notice given under this article is irrevocable</p> <p>Upon the Redemption Date, the holder of the relevant preference share or shares shall be bound to deliver to the company at the registered office the certificates for such of the preference shares concerned as are held by him. Upon such delivery, the company shall pay to (or to the order of) such holder the amount due to him in respect of such redemption. If any holder of preference shares whose shares are liable to be redeemed under this article shall fail or refuse to deliver up a certificate for his shares, the company may retain the redemption moneys until delivery up of that certificate or of an indemnity in respect thereof satisfactory to the company and shall within seven days thereafter pay the redemption moneys to (or to the order of) such holder</p> <p>There shall be paid on each preference share so redeemed the Paid Up Value thereof together with a sum equal to all and any unpaid arrears, deficiencies or accruals of the Preferential Dividend thereon to be calculated down to (but excluding) the Redemption Date</p> <p>As from the relevant Redemption Date, the Preferential Dividend shall cease to accrue on the preference shares redeemed on that Redemption Date</p> <p>The receipt of the holder for the time being of any preference shares or, in the case of joint registered holders, the receipt of any of them for the moneys payable on redemption thereof shall constitute an absolute discharge to the company in respect thereof</p>