

SH01

Return of allotment of shares



Companies House

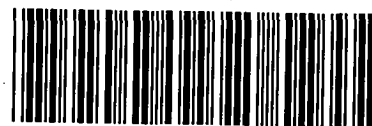


Go online to file this information
www.gov.uk/companieshouse

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is for**
You cannot use this form to give
notice of shares taken on formation of the
company for an allotment of shares by an unlimited
company.

TUESDAY



A05 *A5Z9A34A* 31/01/2017 #402

COMPANIES HOUSE

1 Company details

Company number 5 6 1 2 9 6 3

Company name in full BlackRock Commodities Income Investment Trust 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

From Date d 1 d 4 m 1 m 2 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
GBP	Ordinary shares of 1p each	500,000	1p	£0.8760	n/a

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)

SH01

Return of allotment of shares

4

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				
GBP	Ordinary shares of 1p each	118,768,000	1,187,680.00	
Totals		118,768,000	1,187,680.00	

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
118,768,000	1,187,680.00	NIL

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

SH01

Return of allotment of shares

5

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 share capital tables in **Section 4**.

Class of share

See attached.

Prescribed particulars

1

Class of share

Prescribed particulars

1

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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6

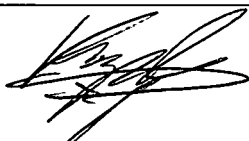
Signature

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.

SH01

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	Kevin Mayger
Company name	BlackRock Investment Management
	(UK) Limited
Address	12 Throgmorton Avenue
Post town	London
County/Region	
Postcode	E C 2 N 2 D L
Country	United Kingdom
DX	
Telephone	020 7743 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 relevant 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

SH01 - Return of allotment of shares

Section 7 - Statement of Capital (Prescribed particulars of rights attached to shares)

Ordinary Share Rights

Vote of members

Subject to the provisions of the Statutes and to any special rights or restrictions as to voting attached by or in accordance with these articles (whether pursuant to article 57.2 or otherwise) to any shares or class of shares, on a show of hands every member who is present in person shall have one vote and on a poll every member who is present in person shall have one vote for every share of which he is the holder.

In the case of joint holders of a share the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the share.

Where a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the grounds (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such member to vote in person or by proxy at an Annual General Meeting or General Meeting or to exercise any other right conferred by membership in relation to meetings of the Company.

No member shall, unless the Directors otherwise determine, be entitled to vote at an Annual General Meeting or a General Meeting either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company in respect of shares in the Company remains unpaid.

No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and any vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

Dividends

Subject to the Statutes, the Company may by Ordinary Resolution declare dividends but no such dividends shall exceed the amount recommended by the Directors.

In so far as, in the opinion of the Directors, the profits of the Company justify such payments, the Directors may declare and pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time declare and pay interim dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit.

Unless and to the extent that the rights attached to any shares or the terms of issue thereof otherwise provide, all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid. For the purposes of this article no amount paid on a share in advance of calls shall be treated as paid on the share.

No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.

Subject to the provisions of the Statutes, where any asset, business or property is acquired by the Company as from a past date the profits and losses arising therefrom as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists, and may further deduct from any dividend all sums of money (if any) presently payable by a member to the Company on account of calls or otherwise in relation to shares of the Company.

The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

The Directors may withhold payment of dividends payable upon shares where the holding represents at least 0.25 per cent of the issued shares of the relevant class (calculated exclusive of treasury shares) and in respect of

which the holder or other person appearing to be interested therein for the purposes of articles 57.1 to 57.4 inclusive hereof has failed to comply with the statutory disclosure requirements under the terms of articles 57.1 to 57.4 inclusive provided that this restriction shall cease to be applicable not more than seven days after the earlier of:

- receipt by the Company of notice that there has been a transfer of the shares pursuant to an arm's length sale as defined in article 57.4;
- due compliance to the satisfaction of the Company, with the statutory disclosure requirements; and
- any dividend monies then retained thereon shall be paid in accordance with article 110.1 hereof to the person appearing to the Company to be entitled thereto.

The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the holder thereof (or the person becoming entitled to the share in consequence of the death, bankruptcy or mental disorder of the holder or by operation of law or any other event) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Company.

The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date on which such dividend was declared or became due for payment shall be forfeited and shall revert to the Company.

Subject to Part 23 of the Act and to article 102.5 the Company may upon the recommendation of the Directors by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets (and in particular of paid-up shares or debentures of any other company) and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

Any dividend or other monies payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto (or, if two or more persons are registered as joint holders of the share or are entitled thereto in consequence of the death, bankruptcy or mental disorder of the holder or by operation of law or any other event, to any one of such persons) or to

such person and such address as such member or person or persons may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death, bankruptcy or mental disorder of the holder or by operation of law or any other event may direct and payment of the cheque or warrant by the banker upon whom it is drawn shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to have the money represented thereby.

In addition to the above provisions any dividend or other moneys payable in cash on or in respect of a share may be paid by means of:

the Bank Automated Clearing System in circumstances where the Company has been supplied with bank details of the member or person entitled thereto sufficient to enable the Company to effect a direct transfer of such moneys to the bank account of such member or person entitled thereto (or, if two or more persons are registered as joint holders of the share or are entitled thereto in consequence of the death, bankruptcy or mental disorder of the holder or by operation of law or any other event, to any one of such persons having supplied the Company with the aforesaid details) or to such person as such member or person or persons may in writing direct (subject to the provision of adequate bank details as aforesaid in respect of such person). Any such moneys payable to such person or member which are transferred by the Company by means of the Bank Automated Clearing System and which are not received by such member or person entitled thereto shall not be recoverable from the Company if the transfer is made by the Company in accordance with the bank details provided by such member or person; or

by such other method as the Directors may in their absolute discretion think fit (subject always to the facilities and requirements of the Relevant System), including but not limited to payments being made through the Relevant System in respect of shares held in uncertificated form. The Director may in their absolute discretion establish procedures for elections to be made by the holders of Uncertificated Shares relating to such payments, and shall be entitled to rely on authorities which the Company receives in respect of such payments.

If payment is made by bank or other funds transfer or by means of the Relevant System, or by any other method at the direction of the person entitled to payment, such payment is at the sole risk of the holder or joint holders and the Company is not responsible for amounts lost or delayed in the course of transfer or in carrying out those directions.

Notwithstanding any other provision of these articles relating to payments in respect of shares, where:

the Directors determine to make payments in respect of Uncertificated Shares through the Relevant System, they may determine to enable any holder of Uncertificated Shares to elect not to receive payments through the Relevant System and, in such event, establish procedures to enable such holder to make, vary or revoke any such election; and

the Company receives an authority in respect of such payment in respect of shares in a form satisfactory to it from a holder of any share (whether such authority is given in writing or by means of the Relevant System or otherwise);

then the Company may make, or procure the making of, such payments in accordance with such authority and any payment made in accordance with such authority shall constitute a good discharge therefor.

The Company may cease to send any cheque or warrant (or to use any other method of payment) for any dividend on any share which is normally paid in that manner if in respect of at least two consecutive dividends payable on that share the cheque or warrant has been returned undelivered or remains uncashed (or that other method of payment has failed) or, following one such occasion, reasonable enquiries have failed to establish any new address of the registered holder, but, subject to the provisions of these articles, shall recommence sending cheques or warrants (or using another method of payment) in respect of the dividends payable on that share if the holder or person entitled by transmission claims the arrears of dividend and does not instruct the Company to pay future dividends in some other way.

If two or more persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death, bankruptcy or mental disorder of the holder or by operation of law or any other event, any one of them may give effectual receipts for any dividend or other money payable or property distributable on or in respect of the share.

Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in an Annual General Meeting or General Meeting or a resolution of the Directors, may specify that the same shall be payable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares.